

EXTRAORDINARY SHAREHOLDERS' MEETING CALL NOTICE

(published June 26, 2023)

Those with the right to attend and vote are called to the Extraordinary Shareholders' Meeting, which will be conducted exclusively by means of video conference, on July 27, 2023 at 9AM in single call to discuss and vote upon the following

Agenda

1. Amendment to the By-Laws:

1.1 Amendment to Article 4.1;

1.2 Amendment of Articles 11.1, 13.4, 14.3, 17.1, 17.4 and insertion of Article 24.12;

1.3 Amendment of Articles 11.4 and 18.3.

Pursuant to Article 106 of Decree Law No. 18 of March 17, 2020 (the so-called "Italian Healthcare" Decree), converted by Law No. 27 of April 24, 2020, as amended by Decree-Law No. 183 of December 31, 2020, converted with amendments by Law No. 21 of February 26, 2021, Decree-Law No. 228 of December 30, 2021, as most recently extended by Decree-Law No. 198 of September 29, 2022, converted with amendments by Law No. 14 of February 24, 2023, **attendance at the Shareholders' Meeting by those who are entitled to vote is permitted exclusively through the Designated Agent**, pursuant to Article 135-*undecies*, CFA, to whom a proxy or sub-delegation may be granted pursuant to Article 135-*novies*, CFA, as an exception to the provisions of Article 135-*undecies*, CFA, in accordance with the procedures and conditions indicated below.

Participation at the Shareholders' Meeting: all those who have sent the company the communication provided by the appointed intermediary by the end of the third market day preceding the date fixed for the Shareholders' Meeting have the right to attend the Meeting, but may still attend and vote as long as the communications sent to the Company after the above-stated time period are received before the beginning of the business of the Shareholders' Meeting.

The communication provided by the intermediaries is based on the available information at the end of the seventh trading day before the date fixed for the Shareholders' Meeting (**July 18, 2023**). Those who hold shares only after that date will not have the right to attend or vote at the Shareholders' Meeting.

Share capital information: the share capital comprises 63,322,800 ordinary shares of a unitary nominal value of Euro 0.20, each conferring one vote. The company at today's date holds 778,350 treasury shares. This situation may have changed by the date of the Shareholders' Meeting; any change will be communicated at the beginning of the Meeting.

Supplementation of the Agenda and proposals on matters already on the Agenda: shareholders which, also jointly, represent at least one-fortieth of the share capital with voting rights can request supplementation of the matters on the Agenda or additional proposals, through written request to be sent to the certified email address elicacorporate@sicurezza postale.it within ten days from publication of the present notice (by **July 6, 2023**), in accordance with Article 126-*bis* of the CFA. Within the same time period and in the same manner, a Report concerning the new proposed matters for the Agenda or further proposals and certification of share ownership by the relative intermediary must be provided to the Company. In relation to supplementation to the Agenda or the presentation of further proposals on existing matters, notice is given in the same manner prescribed for the publication of the call notice by **July 12, 2023** (15th day before the Shareholders' Meeting).

Other shareholder rights: in relation to the fact that attendance at the Shareholders' Meeting is exclusively permitted through the Designated Agent, entitled shareholders who wish to draw up proposals to be discussed and voted upon regarding matters on the Agenda should present them by July 12, 2023 (15th day before the Shareholders' Meeting). These proposals shall be published without delay by July 14, 2023, on the Company website

in order to allow those with voting rights to express their vote knowledgeably, also taking into account these new proposals and to permit the Designated Agent to collect any voting instructions on such.

Participation at the Shareholders' Meeting and assigning of proxy to the Designated Agent

The Company has appointed Computershare S.p.A. - with registered office in Milan, via Mascheroni No. 19, 20145 - to represent the shareholders pursuant to Article 135-*undecies* of Legislative Decree No. 58/98 and the cited Decree-Law (the "**Designated Agent**"). Shareholders who wish to attend the Shareholders' Meeting must therefore grant the Designated Agent a proxy with voting instructions on all or some of the proposed motions on the items on the Agenda using the specific proxy form, including electronically, prepared by the Designated Agent in agreement with the Company, available on the Company's website at the address <https://corporate.elica.com/it/governance/assemblea-degli-azionisti> which includes a link to send the procedure. The proxy form with voting instructions must be submitted following the instructions on the form itself and on the Company's website by the end of the second market day open prior to the Shareholders' Meeting (i.e. by **July 25, 2023**) and within the same deadline the proxy may be revoked.

The proxy, thus conferred, shall take effect only for those proposals in relation to which voting instructions have been given.

It should also be noted that the Designated Agent may also be conferred mandates or sub-delegations pursuant to Article 135-*novies* of the CFA, in derogation of Article 135-*undecies*, paragraph 4 of Legislative Decree No. 58/98 by following the instructions indicated in the form available on the Company's website <https://corporate.elica.com/it/governance/assemblea-degli-azionisti>. Proxies may be granted by 12PM on July 26, 2023. In the same way, those entitled may revoke, within the same deadline, the proxy/sub-delegation and the voting instructions given.

The participation in the Shareholders' Meeting of the persons entitled to attend (the members of the corporate boards, the Secretary in charge and the Designated Agent) may take place by means of telecommunications exclusively in the manner individually communicated to them, in compliance with the applicable regulations for this eventuality.

The Designated Agent will be available for clarification or information at 02-46776818 and 02-46776814 or at the following email address ufficiomi@computershare.it.

Right to submit questions: those with voting rights may submit questions concerning the matters on the Agenda, also before the Shareholders' Meeting, sending them at least seven days before the Meeting itself (**July 18, 2023**) to the certified email address elicacorporate@sicurezzapostale.it, marked for the attention of the Investor Relations Manager. Questions received prior to the Meeting shall be answered no later than two trading days prior to the date of the Meeting (i.e. no later than **July 25, 2023**) by publication on the company's website. In order to exercise this right, certification by the intermediary confirming the right to vote must be sent to the Company.

Documentation: the illustrative report of the Board of Directors to the Shareholders' Meeting containing the proposed resolutions and the documents relating to the Shareholders' Meeting will be made available to the public at the same time as this notice at the registered office, at the 1Info storage mechanism at www.1info.it, and posted on the Company's website <https://corporate.elica.com/it/governance/assemblea-degli-azionisti>, with Shareholders being entitled to obtain copies.



In particular, documents related to the only Agenda item will be made available simultaneously with the publication of this notice.

Fabriano, June 23, 2023

For the Board of Directors
The Chairperson Francesco Casoli