INTRED
CONNESSI SEMPRE

# CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Intred S.p.A. (the "**Company**") is called in ordinary session at the Company's registered office in Brescia, via P. Tamburini no. 1, on 28 April 2022 at 9:00, in single call, to discuss and resolve on the following

**AGENDA**

***Ordinary session***

1. Approval of the financial statements for the year ended 31 December 2021 and allocation of the result for the year. Related and consequent resolutions;
2. Proposal to authorise the purchase and disposal of treasury shares. Related and consequent resolutions;
3. Appointment of the members of the Board of Statutory Auditors, subject to determination of the related remuneration. Related and consequent resolutions.

## SHARE CAPITAL AND VOTING RIGHTS

The share capital amounts to Euro 10,000,000.00, divided into 15,850,500 ordinary shares with no indication of par value; each share carries the right to one vote at the ordinary and extraordinary shareholders' meetings of the Company.

## ENTITLEMENT TO ATTEND AND VOTE

Pursuant to Article 83-*sexies* of Legislative Decree No. 58 of 24 February 1998 (the "**TUF**"), entitlement to attend the Shareholders' Meeting and to exercise the related voting right is certified by a notice to the Company, issued by the intermediary in favour of the person entitled to vote, on the basis of the evidence in its accounting records as at the end of the 7th trading day preceding the date set for the first call of the Shareholders' Meeting (i.e. 19 April 2022 – record date). Credit and debit entries made to the accounts after that date are not relevant for the purposes of entitlement to exercise the voting right at the Shareholders' Meeting; therefore, those who become holders of the shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting. The notice must reach the Company by the end of the 3rd trading day preceding the date of the Shareholders' Meeting (i.e. by 25 April 2022). Entitlement to attend the Shareholders' Meeting and to exercise the voting right remains valid if the notices reach the Company after that deadline, provided that the provisions of the following section are complied with.

**ORGANISATIONAL ASPECTS AND PROXY REPRESENTATION AT THE SHAREHOLDERS' MEETING**

In accordance with the provisions of Article 106, paragraph 2 of Decree-Law No. 18 of 17 March 2020 laying down "Measures to strengthen the National Health Service and to provide economic support for families, workers and businesses in connection with the Covid-19 emergency", converted with amendments by Law No. 27 of 24 April 2020 and as most recently extended by paragraph 1 of Article 3 of Decree-Law No. 228 of 30 December 2021, converted with amendments by Law No. 15 of 25 February 2022 (the "**Cura Italia Decree**"), those entitled to vote will attend the Shareholders' Meeting **exclusively** by remote attendance through means of telecommunication (video conference), at the details that will be provided to all persons entitled in various capacities to attend the Shareholders' Meeting (members of the Board of Directors and of the Board of Statutory Auditors and registered Shareholders) or authorised to attend by the Chairman of the Board of Directors (e.g. employees and collaborators of the Company).

In order to receive the access codes to the Company's platform for attending the Shareholders' Meeting by video conference, each Shareholder must send the Company in advance by e-mail (***i***) a copy of the certificate of attendance at the Shareholders' Meeting issued by their intermediary, certifying, on the basis of the evidence in its accounting records as at the end of the record date (19 April 2022), entitlement to attend the Shareholders' Meeting (the "**Certificate**") and (***ii***) a copy of the Shareholder's valid identity document (identity card or passport). In the case of a Shareholder that is a legal entity, the following must be sent to the Company in advance by e-mail, in addition to the Certificate: (***i***) a copy of the valid identity document (identity card or passport) of the legal representative or of the person vested with the relevant powers to attend the shareholders' meeting, and (***ii***) a copy of the documentation certifying the legal representation or the granting of the above powers to the attending person.

The documentation required for attendance must be sent by e-mail to the address *ir@intred.it* by 18:00 on the day before the date of the first call of the Shareholders' Meeting, so that the Company can authorise the related attendances.

Please note that the Company will send the access codes to the platform for attending the Shareholders' Meeting by video conference only after verifying entitlement to attend on the basis of the documentation to be sent in the manner set out above. Otherwise, connection to and attendance at the Shareholders' Meeting will not be allowed.

Those entitled to attend the Shareholders' Meeting may be represented by written proxy, in compliance with the regulations in force. For this purpose, the proxy form is available on the Company's website at *www.intred.it*, "*Governance, Shareholders' Meeting*" section. Shareholders are invited to read the instructions for completing proxies and sending them to the Company, given that the Shareholders' Meeting will be held by remote attendance through means of telecommunication (video conference).

**Shareholders are recommended to comply with the attendance arrangements set out in this notice.**

**APPOINTMENT OF THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS**

Pursuant to Article 21.6 of the Articles of Association, the members of the Board of Statutory Auditors are appointed by slate voting, in the manner set out in the Articles of Association, to which reference is made. Holders of Shares who, at the time the slate is submitted, hold, individually or jointly, an interest equal to at least 5% of the share capital may submit a slate. The slates, duly signed, may contain a maximum number of candidates equal to the number of members to be elected (and therefore not more than 5) and must be divided into two sections, one for standing auditors and one for alternate auditors.

Slates must, on pain of inadmissibility: (***i***) be filed at the registered office no later than the 7th day preceding the date of the Shareholders' Meeting (i.e. 21 April 2022); (***ii***) contain, also as an annex, information on the identity of the shareholders who submitted them, with an indication of the overall percentage interest held (evidenced by a specific statement issued by the intermediary), the professional *curriculum* of each designated person and a statement by the candidates certifying that there are no grounds for incompatibility or ineligibility and that they meet the requirements laid down by law and by the Articles of Association.

A shareholder may not submit or vote for more than one slate, not even through an intermediary or a trust company. A candidate may appear on only one slate, on pain of ineligibility. If only one slate is submitted for the appointment of the members of the Board of Statutory Auditors, the Shareholders' Meeting will vote on it and, only if it obtains the majority required by law for the related resolution, the candidates listed on that slate will be elected in sequential order, up to the number set by the Shareholders' Meeting. In the absence of slates, or if the number of members of the Board of Statutory Auditors is lower than that determined by the Shareholders' Meeting and by the Articles of Association respectively, the members of the Board of Statutory Auditors will be appointed or supplemented by the Shareholders' Meeting itself with the majorities required by law.

In view of the restrictions arising from the current emergency situation due to COVID-19, slates may be filed by sending an electronically reproduced copy (PDF) of the necessary documentation referred to above to the Company's certified e-mail address *amministrazione@legal.intred.it*.

Candidacies received by the Company in compliance with the above deadlines will be made public by publication on the Company's website *www.intred.it* in the "*Governance, Shareholders' Meeting*" section no later than the day after the last available date for submitting slates, i.e. 22 April 2022.

**DOCUMENTATION**

At the same time as this notice of calling is published, the following are made available to the public on the Company's website *www.intred.it*, "*Governance, Shareholders' Meeting*" section, and in any other ways provided for by the applicable laws and regulations: (***i***) the

proxy form, (***ii***) the explanatory report of the Board of Directors on the proposals concerning the items on the agenda. Shareholders may obtain a copy. In addition, the following will be made available to the public within the legal deadlines at the registered office in Brescia, via P. Tamburini no. 1, and on the Company's website *www.intred.it*, "*Investors, Financial statements and reports*" section: the financial statements for the year ended 31 December 2021 and the related reports.

This notice of calling is also published on the Issuer's website *www.intred.it*, "*Governance, Shareholders' Meeting*" section, and, in extract form, in the daily newspaper "Italia Oggi" of 11 April 2022.

*Brescia, 11 April 2022*

**for the Board of Directors**
**The Chairman**
(signed Daniele Peli)

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