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USER	CLAUDIA MESSINA
ROLE	External delegate

CATEGORY

- REGEM - By way of example: additional periodic information referred to in Article 82-ter of Consob Regulation 11971/1999, information to be published pursuant to the regulations of market management companies in the manner provided for regulated information

RELEASE STEPS



14/04/2021 07:41:00 **14/04/2021 07:41:00** **14/04/2021 07:41:12** **14/04/2021 07:41:12**

ISSUER CONTACTS AT THE TIME OF RELEASE

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MEDIA

- ABC RISPARMIO
- ADNKRONOS
- ANSA
- AZIENDABANCA
- BLUERATING
- BORSAEXPERT
- BUSINESSCOMMUNITY.IT
- FOREXINFO.IT
- GAZZETTA DELL'ECONOMIA
- ITALPRESS
- MF DOW JONES
- MONEYREPORT
- RADIOCOR
- SOLDIEXPERT
- SOLDIONLINE
- SOLDIWEB.COM
- TELEBORSA
- THOMSON REUTERS
- WINDPRESS - ECO DELLA STAMPA

Press Release

NOTICE OF CALLING OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF INTRED S.P.A.

Brescia, 14 April 2021 – **Intred S.p.A.** ("**Intred**" or the "**Company**"), a telecommunications operator listed since July 2018 on the AIM Italia market of Borsa Italiana (symbol: ITD.MI), announces that the notice of calling of the Ordinary Shareholders' Meeting has been published today in the daily newspaper Italia Oggi and on the website www.intred.it.

The Shareholders' Meeting of Intred S.p.A. is called in Ordinary and Extraordinary session at the Company's registered office in Brescia, via P. Tamburini no. 1, on 29 April 2021 at 9:00, in single call.

Information on the share capital, as well as on the arrangements and deadlines for:

- attending and voting at the Shareholders' Meeting (please note in this regard that the record date is 20 April 2021), also taking into account the legal provisions issued in connection with the current epidemiological situation;
- exercising the vote by proxy;
- obtaining the explanatory report of the Board of Directors on the items on the agenda (the "**Explanatory Report**") and the documentation relating to the Shareholders' Meeting; and
- filing slates for the renewal of the Board of Directors

is set out in the full notice of calling, the text of which, together with the Explanatory Report, the proxy form and the documentation for the Shareholders' Meeting, is available on the Company's website *www.intred.it* ("*Governance – Shareholders' Meeting*" section).

This press release is available online at www.1info.it and on the Issuer's website www.intred.it (Investors / Price Sensitive Press Releases section).

Intred Telecomunicazioni

Leading telecommunications operator in the Lombardy region, founded in 1996 by Daniele Peli, current Chairman and CEO of the company, listed since 2018 on the AIM Italia market of Borsa Italiana (symbol: ITD.MI). With a fibre-optic network of over 3,700 kilometres, Intred provides Business and Retail customers with broadband and ultra-broadband connectivity, fixed access wireless, fixed-line telephony, cloud services and related ancillary services. Direct management of its infrastructure ensures efficiency, profitability, quality of service and a guaranteed, extremely high level of support. Valuable assets and a consolidated, highly scalable business model, with €35.5 million in revenue as at 31 December 2020, make Intred the ideal infrastructure technology partner, with a complete offering of high-quality, reliable and secure solutions. www.intred.it

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CALLING OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Intred S.p.A. (the "**Company**") is called in ordinary and extraordinary session at the Company's registered office in Brescia, via P. Tamburini no. 1, on 29 April 2020 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 2020. Related and consequent resolutions;

2. Appointment of the members of the Board of Directors, subject to determination of their number, term of office and remuneration. Related and consequent resolutions;

3. Award of the statutory audit engagement for the financial years 2021-2029 pursuant to the combined provisions of Articles 13 and 19-*ter* of Legislative Decree 39/2010. Related and consequent resolutions;

4. Approval, pursuant to Article 114-*bis* of Legislative Decree 58/1998, of the stock grant plan called the "*2021 – 2023 Stock Grant Plan*" for the employees of Intred S.p.A. Related and consequent resolutions;

5. Establishment of a specific profit reserve, restricted to the increase in share capital to service the "*2021-2023 Stock Grant Plan*". Related and consequent resolutions.

Extraordinary session

1. Proposal to amend Articles 13 ("*Provisions on public purchase and exchange offers*"), 15 ("*Appointment, termination and replacement of directors*"), 21 ("*Board of Statutory Auditors*") and 23 ("*Powers*") of the current Articles of Association and to insert Articles 13-*bis* ("*Obligation to purchase and right to purchase*") and 13-*ter* ("*Revocation from trading*") in implementation of the amendments made to the AIM Italia Issuers' Regulation by Notice No. 17857 of Borsa Italiana. Related and consequent resolutions;

2. Proposal to amend Articles 5 ("*Capital and shares*"), 15 ("*Appointment, termination and replacement of directors*"), 16 ("*Chairman of the Board of Directors*"), 18 ("*Resolutions of the Board of Directors*"), 19 ("*Powers of representation*") and 24 ("*Calling of Shareholders' Meetings*") of the current Articles of Association. Related and consequent resolutions;

3. Increase in share capital, pursuant to Article 2349 of the Italian Civil Code, in one or more tranches, through the use of a corresponding portion of the available profit reserves, up to a maximum amount of Euro 64,000.00, through the issue of a maximum of 100,000 new ordinary shares with no par value, to service the stock grant plan called the "*2021 – 2023 Stock Grant Plan*" for the employees of Intred S.p.A. Amendment of Article 5 of the Articles of Association. 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 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. 20 April 2021 – 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 26 April 2021). 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 REPRESENTATION AT THE SHAREHOLDERS' MEETING

In view of the current situation related to the ongoing epidemic and the (national and regional) measures that have in various ways imposed restrictions on the physical presence of several people in the same place, in accordance with the provisions of Article 106 of Decree-Law No. 18 of 17 March 2020, converted with amendments by Law No. 27 of 24 April 2020, as extended by paragraph 6 of Article 3 of Decree-Law No. 183 of 31 December 2020, converted with amendments by Law No. 21 of 26 February 2021, containing provisions related to this emergency, those entitled to vote will attend the Shareholders' Meeting exclusively by remote participation through means of telecommunication (video conference), using the contact details that will be provided to all persons entitled in various capacities to attend the Shareholders' Meeting (Chairman, Notary, members of the Board of Directors and of the Board of Statutory Auditors and registered Shareholders) or authorised to attend by the Chairman (e.g. employees and contractors 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 (20 April 2021), entitlement to attend the Shareholders' Meeting (the "**Certificate**") and ***(ii)*** a copy of the Shareholder's 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 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 for the Shareholders' Meeting 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, considering that the Shareholders' Meeting will be held by remote participation through means of telecommunication (video conference).

Shareholders are recommended to comply with the attendance procedures set out in this notice, considering that physical attendance at the Shareholders' Meeting is not possible, as provided for by the requirements and restrictions laid down in the (national and regional) measures issued from time to time in connection with the current health emergency throughout Italy.

APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS

Pursuant to Article 15 of the Articles of Association, the members of the Board of Directors are appointed by slate voting, in the manner set out in the Articles of Association, to which reference is made. Slates may be submitted by holders of Shares who, at the time the slate is submitted, hold, individually or jointly, an equity interest of at least 5% of the share capital.

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. 22 April 2021); ***(ii)*** indicate the names of the candidates for appointment as members of the Board of Directors (each paired with a sequential number), of whom at least 1 candidate meets the independence requirements set out in Article 148, paragraph 3, of the TUF, as specified in the Articles of Association; and ***(iii)*** contain, also as an attachment, information on the identity of the shareholders who submitted them, indicating the percentage of the shareholding held in aggregate (evidenced by a specific statement issued by the intermediary), the professional *curriculum vitae* of each designated person and a statement by the candidates containing their acceptance of the candidacy and certification that they meet the requirements laid down

by law and by the Articles of Association, as well as the independence requirements for independent directors.

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 Directors, the Shareholders' Meeting will vote on it and, only if that slate obtains the majority required by law for the related resolution, the candidates listed in 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 Directors is lower than that determined by the Shareholders' Meeting and by the Articles of Association respectively, the members of the Board of Directors will be appointed or supplemented by the Shareholders' Meeting itself with the majorities required by law.

Before filing at the registered office, holders of Shares entitled to submit slates must send to the Company's Nomad (Banca Profilo S.p.A.), at the e-mail address intred@bancaprofilo.it, at least 11 days before the date set for the Shareholders' Meeting (i.e. by 18 April 2021), the name of the director they intend to put forward as an independent director, together with their *curriculum vitae* and the statement by which the candidate accepts their candidacy and certifies, under their own responsibility, that they meet the independence requirements, that there are no grounds for ineligibility and incompatibility, and that they meet the requirements laid down by the regulations in force for holding the office of director. Upon receipt of this documentation, the Nomad will issue its assessment of the candidate at least 9 days before the date set for the Shareholders' Meeting (i.e. 20 April 2021).

Due to the restrictions arising from the current emergency situation caused by COVID-19, slates may be filed by sending a copy of the necessary documentation referred to above, reproduced in electronic format (PDF), 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. 23 April 2021.

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 and ***(iii)*** the reasoned proposal of the Board of Statutory Auditors concerning the engagement for the statutory audit for the nine-year period 2021-2029; ***(iv)*** the information document concerning the "*2021-2023 Stock Grant Plan*" prepared pursuant to Article 84-*bis*, first paragraph, and

Annex 3A, Schedule 7, of the Regulation on issuers adopted by Consob with resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented. Shareholders may obtain a copy. In addition, the financial statements for the year ended 31 December 2020 and the related reports 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.

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 14 April 2021.

Brescia, 14 April 2021

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

----- END OF REGULATED INFORMATION No.: 20137_97999_2021_oneinfo ------

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