

## NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of ALMAWAVE S.p.A. (the "Company"), to be held **exclusively via means of telecommunication**, is convened for 28 April 2021, at 09:30, on first call and, if necessary, for 29 April 2021, at the same time, in second call, to discuss and resolve upon the following

### AGENDA

1. Approval of the financial statements as at 31 December 2020. Reports of the Board of Directors on Operations, of the Board of Statutory Auditors and of the Independent Auditors. Presentation of the consolidated financial statements as at 31 December 2020.
2. Resolutions on the allocation of the profit for the year ended 31 December 2020.
3. Determinations regarding the granting of the assignment for the statutory audit of the accounts for the years 2021-2022-2023.

### METHOD FOR CONDUCTING THE SHAREHOLDERS' MEETING

It should be noted that, in consideration of the COVID-19 health crisis and in accordance with the provisions contained in Article 106 of Decree Law No. 18 dated 17 March 2020, (the "Decree"), converted, with amendments, by Law No. 27 dated 24 April 2020, as extended as a result of paragraph 6 of Article 3 of

Decree Law No. 183 dated 31 December 2020, converted, with amendments, by Law No. 21 dated 26 February 2021, containing provisions relating to said crisis, the Company has established that attendance at the Shareholders' Meeting and the exercise of the right to vote by those entitled to vote shall take place **exclusively through the Designated Representative** (the "Designated Representative"), pursuant to the provisions of Article 135-*undecies* of Legislative Decree No. 58 dated 24 February (the "TUF" (Italian Consolidated Law on Financial Intermediation)).

The participation, in the Shareholders' Meeting, of the members of the Administration and Control Bodies, of the Designated Representative, of the Secretary of the meeting, of the Independent Auditors and/or of the employees and/or collaborators authorised to do so by the Chairman, is permitted only through means of remote communication that guarantee, amongst other things, the identification of the participants, with the procedures communicated thereto, in compliance with the applicable regulatory provisions.

### INFORMATION ON THE SHARE CAPITAL

It should be noted that, as at the date of this notice of call, the share capital of the Company subscribed, approved and paid up, is equal to €270,588.23, divided into 27,058,823 ordinary shares, all without indication of par value, each of which gives the right to one vote.

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<sup>1</sup> It should be noted that the obligations pursuant to Article 2444, paragraph 1, of the Italian Civil Code relating to the aforementioned share capital apply.

## LEGITIMACY TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Pursuant to Article 83-*sexies* of the TUF, the legitimacy to attend the Shareholders' Meeting and exercise the relative voting right - which can only take place through the Designated Representative - is certified by a notification to the Company, made by an authorised intermediary at the request of the person whom has the right to vote (the "Notification"), based on the evidence of its accounting records relating to the end of the seventh trading day preceding the date set for the Shareholders' Meeting in first call (i.e., **19 April 2021**, the so-called "**Record Date**"). The credit and debit entries made on the accounts after the aforementioned term are not relevant for the purposes of legitimising the exercise of the right to vote at the Shareholders' Meeting.

The communication from the intermediary must reach the Company by the end of the third trading day preceding the date set for the meeting in first call (i.e., by **23 April 2021**). However, the legitimacy to participate and exercise the right to vote remains valid if the Notification is received by the Company after the aforementioned deadlines, provided that it is received before the start of the meeting.

There are no procedures for voting by correspondence or by electronic means.

## APPOINTMENT OF THE DESIGNATED REPRESENTATIVE

Due to the COVID-19 health crisis, pursuant to the provisions of the emergency legislation, attendance at the Shareholders' Meeting may take place exclusively through Infomath Torresi S.r.l., based in Rome, at Viale Giuseppe Mazzini n. 6, as Designated Representative of the Company, pursuant to Article 135-*undecies* of the TUF.

Shareholders who intend to attend the Shareholders' Meeting must therefore confer to the Designated Representative the proxy - with the voting instructions - on all or some of the proposed resolutions on the items on the agenda, using the specific proxy form available on the Company website at <https://www.almawave.it/it/assemblea-degli-azionisti.html>.

The proxy form with the voting instructions must be sent by following the instructions on the form itself by the second trading day prior to the Shareholders' Meeting, or by **26 April 2021** with reference to the first call and by **27 April 2021**, with reference to the second call; by the same deadline, the proxy and the voting instructions may be revoked in the same way as for the granting.

It is also specified that, as required by the Decree, notwithstanding Article 135-*undecies*, paragraph 4, of the TUF, the Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF, exclusively through the use of the specific proxy form available on the aforementioned website of the Company, in the manner and by the specified deadline.

For any clarifications concerning the granting of the proxy to the Designated Representative (and, specifically, regarding the completion of the proxy form and the voting instructions and their transmission), Infomath Torresi Srl can be contacted by emailing [issuerservices@intosrl.it](mailto:issuerservices@intosrl.it) or by calling: +39 06-3218641 (during office hours, from 09:00 to 18:00).



## SUPPLEMENTATION OF THE AGENDA

Pursuant to Article 16 of the Articles of Association, Shareholders representing at least 10% of the share capital with voting rights in the ordinary shareholders' meeting may request, within 5 days (i.e., by **18 April 2021**) of the publication of the notice calling the Shareholders' Meeting, the supplementation of the items to be discussed, indicating, in the application, the additional topics proposed.

The agenda supplementary notice shall be published in at least one national newspaper at the latest by the seventh day prior to the date of the first call of the Shareholders' Meeting.

The application must be sent, by certified email, to [almawave@pec.almaviva.it](mailto:almawave@pec.almaviva.it) together with the certification certifying ownership of the shareholding.

Requests for additions to the agenda must be accompanied by a descriptive report, which must be sent to the certified email address referred to above to be filed at the registered office and delivered to the Administrative Body by the deadline for submitting the request for supplementation. The supplementation of the list of matters to be discussed is not permitted for the topics on which the Shareholders' Meeting resolves, by law, following the proposal of the Directors or on the basis of a project or a report prepared by the latter.

## RIGHT TO ASK QUESTIONS

Pursuant to Article 16 of the Articles of Association and current legal provisions, the Shareholders may ask questions on the items on the agenda, even before the Shareholders' Meeting, by the fifth trading day preceding the date of the Shareholders' Meeting in first call (**21 April 2021**).

Questions received before the Shareholders' Meeting shall be answered at the latest during the Shareholders' Meeting, with the right of the Company to provide a single response to questions with the same content.

The questions, to which the notification issued by the authorised intermediary must be attached in accordance with current legislation certifying the legitimacy to exercise the right, must be sent to the Company via the certified email address [almawave@pec.almaviva.it](mailto:almawave@pec.almaviva.it).

## DOCUMENTATION

This notice of call is published on the Company's website at <https://www.almawave.it/it/assemblea-degli-azionisti.html>, on the "1Info SDIR" circuit as well as in the newspaper "Il Sole 24 Ore".

Due to the restrictions resulting from the current COVID-19 crisis, it is noted that the documentation relating to the Shareholders' Meeting, required by current legislation, is made available to the public at the same time as the publication of this notice of meeting on the Company's website at <https://www.almawave.it/it/assemblea-degli-azionisti.html>.

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The Company reserves the right to supplement and/or modify what is reported in this notice of call in consideration of the intervening needs following the current COVID-19 epidemiological emergency situation and its currently unforeseeable developments.

Rome, 13 April 2021

The Chairman

Mr Marco Tripi

