



## SHAREHOLDERS' MEETING CALL NOTICE

Shareholders are called to the Shareholders' Meeting at the registered office in Turin – Largo Maurizio Vitale, 1, for 11.00 AM on April 13, 2022 in single call, to consider motions on the following Agenda:

1. Statutory Financial Statements at December 31, 2021, accompanied by the Directors' Report, the Independent Auditors' Report and the Board of Statutory Auditors' Report. Resolutions thereon.
2. Proposal for the allocation of the net profit for 2021 and the distribution of a dividend. Resolutions thereon.
3. Remuneration Policy and Report:
  - 3.1 Remuneration Report: motions relating to the First Section as per Article 123-ter, paragraph 3-ter, of Legislative Decree No. 58/1998.
  - 3.2 Remuneration Report: motions relating to the Second Section as per Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.
4. Appointment of the Board of Directors:
  - 4.1 Establishment of the number of members
  - 4.2 Establishment of the duration of office of the Directors
  - 4.3 Appointment of members
  - 4.4 Appointment of the Chairperson
  - 4.5 Motions regarding remuneration for members of the Board of Directors and termination indemnity for the Chairperson
  - 4.6 Authorisation pursuant to Article 2390 of the Civil Code.
5. Appointment of the Board of Statutory Auditors:
  - 5.1 Appointment of the Board of Statutory Auditors and its Chairperson for the years 2022-2024
  - 5.2 Determination of the fees due to the members of the Board of Statutory Auditors.
6. Authorisation of the purchase and disposal of treasury shares. Resolutions thereon.

### Hosting of the Shareholders' Meeting

In order to minimise the risks connected with the current health emergency, the Company has decided to utilise the option - provided by Article 106 of Legislative Decree No. 18/2021 concerning "Measures to strengthen the National Healthcare Service and economic support for families, workers and businesses related to the COVID-19 epidemiological emergency" (converted, with amendments, by Law No. 27 of April 24, 2021), and as latterly extended by Article 3, paragraph 1 of Legislative Decree No. 228 of December 30, 2021, converted by Law No. 15 of 25 February 2022, to stipulate in the call notice that shareholder participation at the Shareholders' Meeting shall be exclusively through the Designated Agent, pursuant to Article 135-undecies of Legislative Decree No. 58/98 ("CFA"), without therefore physical participation by shareholders.

In addition, in consideration of the limitations that may arise due to healthcare needs, participation at the Shareholders' Meeting of the persons entitled to attend (the members of the corporate boards, the Secretary in charge and the Designated Agent), may also take place by means of telecommunications in the manner individually communicated to them, in compliance with the regulations applicable for this eventuality.

### **Share capital disclosure at the call notice date**

The share capital of Euro 31,716,673.04 comprises 60,993,602 ordinary shares at a par value of Euro 0.52. Voting rights pertain to ordinary shares in circulation, which at the publication date of the present notice (excluding 9,830,000 treasury shares held by BasicNet S.p.A.) total 51,163,602.

### **Attendance and representation at the Shareholders' Meeting**

Those holding voting rights at the end of the seventh open market trading day before that fixed for the Shareholders' Meeting (April 4, 2022 – record date) and who have sent to the Company the relative communication through the appointed intermediary have the right to attend and vote at the Shareholders' Meeting. Those who hold shares only after April 4, 2022 will not have the right to attend or vote at the Shareholders' Meeting.

As per Article 106 of Legislative Decree No. 18 of March 17, 2021 (converted, with amendments, by Law No. 27 of April 24, 2021), and as latterly extended by Article 3, paragraph 1 of Legislative Decree No. 228 of December 30, 2021, converted by Law No. 15 of 25 February 2022, participation at the Shareholders' Meeting by those who have the right to vote is allowed exclusively through the Designated Agent.

Consequently, the Company has appointed Computershare S.p.A. - with offices in Turin, via Nizza 262/73, 10126 - to represent the shareholders pursuant to Article 135-*undecies* of Legislative Decree No. 58/98 and the cited Legislative Decree (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, prepared by the Designated Agent in agreement with the Company, available on the Company's website at the address [www.basicnet.com](http://www.basicnet.com) at the link [www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp](http://www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp).

The proxy form with voting instructions must be submitted following the instructions on the form itself by the end of the second market day open prior to the Shareholders' Meeting, i.e. by April 11, 2022, 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. The right to attend and vote, according to the terms indicated above and as per the terms to grant proxy to the Designated Agent, at the Shareholders' Meeting remains valid if the communication is sent to the Company outside the above-stated time period, although by the beginning of the Shareholders' Meeting.

It should also be noted that the Designated Agent may also be conferred proxies or sub-delegates 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 at the following address [www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp](http://www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp).

The Designated Agent will be available for clarification or information at the phone numbers +39 0110923200 - +39 0110923216 or at the following e-mail address [sedeto@computershare.it](mailto:sedeto@computershare.it).

Shareholders are informed that the Company reserves the right to supplement and/or amend the above instructions in the light of intervening needs following the current epidemiological emergency situation from COVID-19 and its currently unforeseeable developments.

### **Right to supplement the Agenda and submit proposals for deliberations on matters already on the Agenda**

In accordance with Article 126-*bis* of Legislative Decree No. 58/98 (CFA), shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of publication of the present notice, supplementation to the matters on the Agenda, indicating in the request the further matters to be

included on the Agenda, or proposals on matters already on the Agenda. Supplementation is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those prepared in accordance with Article 125-ter, paragraph 1 of Legislative Decree No. 58/98 (CFA).

Requests should be presented in writing and sent by the above date through registered letter with proof of sending to BasicNet S.p.A. – Corporate Affairs - Largo Maurizio Vitale, 1, 10152 Turin, or through certified email to [basicnet@legalmail.it](mailto:basicnet@legalmail.it), accompanied by a report on the proposed matters or further proposals on existing matters.

The declaration of share ownership by requesting shareholders, in addition to that confirming the necessary holding, must be included in the communication of the filing intermediary, with effective date of the request date itself, sent to [basicnet@pecserviziottoli.it](mailto:basicnet@pecserviziottoli.it).

Any supplementation of the matters on the Shareholders' Meeting Agenda, or further proposals on existing matters, will be published at least 15 days before the date fixed for the Shareholders' Meeting through the same publication manners as the present notice.

### **Rights to submit questions before the Shareholders' Meeting**

Shareholders who have the right to attend the Shareholders' Meeting may submit questions on matters on the Agenda, also before the Shareholders' Meeting, by April 4, 2022, through communication sent to BasicNet S.p.A. – Corporate Affairs - Largo Maurizio Vitale, 1, 10152 Turin, by fax to +39 0112617354, or through certified e-mail to [basicnet@legalmail.it](mailto:basicnet@legalmail.it).

The questions must be accompanied by the personal details of the requesting shareholder (name and surname or name of entity or company, place and date of birth and tax code). Those who declare ownership of shares until April 4, 2022 (record date) have the right to obtain a reply. For these purposes, an up-to-date communication at the above date must be drawn up by the filing intermediary declaring ownership of the shares by the requesting party and sent by email to [basicnet@pecserviziottoli.it](mailto:basicnet@pecserviziottoli.it). In the case in which the shareholder has requested the filing intermediary to communicate the right to attend the Shareholders' Meeting, inclusion of the details of such communication released by the intermediary or, at least, the name of the intermediary, will be sufficient.

For questions sent by April 4, 2022, following verification of their relevance and the validity of the requesting party, response will be provided at the link:

[www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp](http://www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp) on April 8, 2022.

### **Presentation of new proposals as per Article 126-bis, paragraph 1, penultimate section, CFA**

As the Company has decided to make use of the option set out in Article 106, paragraph 4, of the Decree and to provide, therefore, that shareholder participation in the Shareholders' Meeting takes place exclusively through the Designated Agent, without physical participation by shareholders, for the sole purpose of this Shareholders' Meeting it is envisaged that those with the right to vote may individually submit to the Company proposals for motions on the items on the Agenda - pursuant to Article 126-bis, paragraph 1, penultimate section of the CFA as amended on March 29, 2022. Any proposals for motions regarding items on the Agenda, together with the appropriate documentation demonstrating ownership of the share capital share required above, must be submitted in writing, by registered letter with return receipt addressed to BasicNet S.p.A. - Affari Societari - Largo Maurizio Vitale, 1, 10152 Turin, and by fax to +39 0112617354, or by email to the certified email address [basicnet@legalmail.it](mailto:basicnet@legalmail.it). The proposals must be clearly and completely worded and contain the item on the Meeting Agenda to which they refer and the text of the proposed motion. Motion proposals received by the Company according

to the terms and methods described above will be published on 31 March 2022 at the link [www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp](http://www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp) to allow holders of voting rights to examine them for the purpose of granting proxies and/or sub-proxies, with related voting instructions, to the Designated Agent. For the purposes of the above and for the conduct of Meeting business, the Company reserves the right to verify the relevance of the proposals regarding items on the Agenda, their completeness and compliance with applicable regulations, as well as the legitimacy of the proposers.

### **Appointment of the Corporate Boards**

The By-Laws require that the Board of Directors and the Board of Statutory Auditors are appointed from slates of candidates. The rules and the procedures concerning the slates of candidates, in addition to the accompanying documentation, are established at Articles 13 (Board of Directors and Executive Bodies) and 17 (Board of Statutory Auditors) of the By-Laws, available on the company website [www.basicnet.com](http://www.basicnet.com) in the Corporate Governance section.

The slates of candidates should be filed at the registered office of the Company, or by fax to +39 0112617354, or to the certified e-mail address [basicnet@legalmail.it](mailto:basicnet@legalmail.it), accompanied by the relative documentation, by the twenty-fifth day before the day of the Shareholders' Meeting, therefore March 19, 2022, by shareholders who, alone or together with other shareholders, hold at least 4.5% of the share capital (as established by Consob through its Executive Resolution No. 60 of January 28, 2022).

The holding, at the presentation date of the slate, should be corroborated by the relevant communications produced by the filing intermediary and sent by e-mail to [basicnet@pecserviziitoli.it](mailto:basicnet@pecserviziitoli.it), also subsequent to filing, although by the deadline for the publication of slates by the Issuer, therefore March 23, 2022.

With regard to slates of candidates for the appointment of the Board of Statutory Auditors, where only one slate is filed by March 19 2022, or only related slates in accordance with the applicable regulation, further slates may be presented until March 22, 2022, with the minimum percentage for the presentation of such slates reduced to 2.25% of the share capital.

Each shareholder, in addition to shareholders belonging to the same group, in accordance with Article 2359 of the Civil Code and the parties belonging to, also through subsidiaries, a shareholders' agreement in accordance with Article 122 of Legislative Decree No. 58/98 (CFA), may not present, nor through nominees of trust companies, more than one slate. In the case of violation no consideration is taken of the vote of the shareholder for any slate presented. Each shareholder may vote for only one slate.

The slates presenting a number of candidates of three or above must include candidates belonging to both genders, so that the under-represented gender comprises at least two fifths of the candidates (rounding up for the slates for the renewal of the Board of Directors and rounding down for those for the renewal of the Board of Statutory Auditors).

The slates or the candidatures which have not complied with all of the legal and statutory provisions will be considered as not presented.

The slates filed will be made available to the public at the registered office of the Company, in addition to the website [www.basicnet.com](http://www.basicnet.com) and on the linfo authorised storage site ([www.linfo.it](http://www.linfo.it)) at least 21 days before the date of the Shareholders' Meeting.

In accordance with Consob Communication No. 3/2020 of April 10, 2020, specific note should be taken of the importance that - as regards Shareholders' Meetings held for the renewal of corporate boards specifically - those who submit slates of candidates for the appointment of Directors and Statutory Auditors indicate the candidate whom they intend to propose to the Meeting as Chairperson (in the event that only one slate is presented for the Board of Statutory Auditors) and proposals regarding remuneration.

### Appointment of the Board of Directors

The appointment of the Board of Directors takes place, in accordance with Article 13 of the By-Laws, on the basis of slates presented by shareholders, in which the candidates should be listed by progressive numbering.

The slates of the presenting shareholders should be accompanied by extensive information on the personal and professional background of the candidates.

Together with each slate, declarations in which the individual candidates accept their candidature must be filed at the company's registered office, stating in good faith the absence of reasons for ineligibility and incompatibility, as well as the fulfilment of the requirements for the respective positions, including any declarations confirming their independence as per applicable law, in addition to information on directorships held in other companies.

Each list must therefore include candidates who meet said independence requirements, since at least two elected members of the Board of Directors must be declared independent. Each candidate may be presented on only one slate at the risk of being declared ineligible.

### Appointment of the Board of Statutory Auditors

The appointment of the Board of Statutory Auditors will take place according to the presentation of slates by shareholders in which the candidates are listed by progressive numbering. The slate is composed of two sections: one for the candidates for the office of Statutory Auditor and the other for candidates for the office of Alternate Auditor.

Each candidate may be presented on only one slate at the risk of being declared ineligible.

Candidates may not be included on the slates if they already hold a greater number of Statutory Auditor positions than permitted by the regulatory or legal provisions.

The outgoing Statutory Auditors may be re-elected.

The slates should be accompanied by exhaustive disclosure on the personal and professional background of the candidates, with indication of the presenting shareholders and the overall share capital holding, in addition to the declaration of shareholders other than those who hold, also jointly, a controlling or relative majority holding, declaring the absence of connecting relationships as per the applicable regulations, with these latter, or where in existence, the reasons why such are considered relevant.

Together with each slate, a declaration in which the individual candidates accept their candidature must be filed, stating in good faith the absence of reasons for ineligibility and incompatibility, as well as the existence of the requisites for the respective positions, in addition to information on directorships held in other companies.

### **Documentation and other information**

The Directors' reports with the full text of the proposed motions and the further Shareholders' Meeting documentation required by the applicable regulations will be made available on the authorised storage mechanism linfo ([www.linfo.it](http://www.linfo.it)) and on the Company's website ([www.basinet.com](http://www.basinet.com)) in accordance with the timeframe required by applicable law.

Turin, March 3, 2022

The Chairperson of the Board of Directors

Marco Daniele Boglione

This notice will be published in shortened form in the “*Il Giornale*” daily newspaper on March 4, 2022