



## SHAREHOLDERS' MEETING CALL NOTICE

Shareholders are called to the Extraordinary and Ordinary Shareholders' Meeting at the registered office in Turin – Largo Maurizio Vitale, 1, for 11.30 AM on May 30, 2022 in single call, to consider motions on the following Agenda:

### **Extraordinary session**

Elimination of the nominal value of the shares, cancellation of 6,993,602 treasury shares in portfolio, without reducing the share capital, and the consequent amendment of Article 5 of the By-Laws. Resolutions thereon.

### **Ordinary session**

Proposal to authorise the purchase and disposal of treasury shares, subject to revocation of the previous authorisation.

### **Hosting of the Shareholders' Meeting**

In order to minimise the risks connected with the current health situation, 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 February 25, 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 10,272,000 treasury shares held by BasicNet S.p.A., total 50,721,602.

### **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 (May 19, 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 May 19, 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 February 25, 2022, participation at the Shareholders' AGM 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 May 26, 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 health 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@pecserviziitolli.it](mailto:basicnet@pecserviziitolli.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 May 19, 2022, through communication sent to BasicNet S.p.A. – Corporate Affairs - Largo Maurizio Vitale, 1, 10152 Turin, by fax to +390112617354, 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 May 19, 2022 have the right to obtain a reply (record date). For this purpose, a communication must be produced, effective until the above-mentioned date, declaring ownership of the shares by the applicant, issued by the filing intermediary and sent to the e-mail address [basicnet@pecserviziitoli.it](mailto:basicnet@pecserviziitoli.it). Where the shareholder has requested from their filing intermediary the communication declaring the right to participate at the Meeting, it will be sufficient to include in the request the references of this communication that may have been issued by the intermediary or, at least, the name of the intermediary.

For questions sent by May 19, 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) by May 25, 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 by May 13, 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 resolution. Motion proposals received by the Company according to the terms and methods described above will be published at the link [www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp](http://www.basicnet.com/contenuti/datifinanziari/assembleeazionisti.asp) by May 17, 2022 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.

### **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.basicnet.com](http://www.basicnet.com)) in accordance with the timeframe required by applicable law.

Turin, April 29, 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 April 30, 2022