



## SHAREHOLDERS' MEETING CALL NOTICE

Shareholders are called to the Ordinary Shareholders' Meeting at the registered office in Turin – Largo Maurizio Vitale, 1, for 11.00 AM on April 17, 2025 in single call, to consider motions on the following Agenda:

1. Statutory Financial Statements at December 31, 2024, accompanied by the Directors' Report, the Independent Auditors' Report and the Board of Statutory Auditors' Report. Resolutions thereon. Presentation of the Consolidated Financial Statements of the BasicNet Group at December 31, 2024.
2. Proposal for the allocation of the net profit for 2024 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, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58/1998.
  - 3.2 Remuneration Report: resolutions 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.
  - 4.6 Motions regarding termination indemnity for the Chairperson.
  - 4.7 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 2025-2027.
  - 5.2 Determination of the fees due to the members of the Board of Statutory Auditors.
6. Appointment of the Independent Audit Firm:
  - 6.1 Appointment of an Independent Audit Firm for the fiscal years 2026-2034. Resolutions thereon;
  - 6.2 Assurance engagement concerning consolidated sustainability reporting for the fiscal years 2026-2028. Resolutions thereon.
7. Authorisation to purchase and dispose of treasury shares. Resolutions thereon.

### Share capital disclosure at the call notice date

The share capital of Euro 31,716,673.04 comprises 54,000,000 ordinary shares without par value. Voting rights pertain to ordinary shares in circulation, which at the publication date of the present notice (excluding 7,033,000 treasury shares held by BasicNet S.p.A.) total 46,967,000.

Each ordinary share entitles the holder to one vote, except as provided in the By-Laws for increased voting rights.

The total amount of voting rights as of the date of this notice is 79,044,667. Any changes will be published on the Company's website within the terms of Article 85-bis of the Issuers' Regulation.

### **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 8, 2025 – 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 8, 2025 will not have the right to attend or vote at the Shareholders' Meeting.

Those with voting rights may appoint a proxy to represent them at the Shareholders' AGM, utilising the proxy form downloadable on the website [www.basicnet.com](http://www.basicnet.com) in the "Shareholders' AGM/2025" section. If for technical reasons the proxy form is not available in electronic form, it may be sent through requesting such by telephoning +390112617787. Proxy notification, including electronically, must comply with the instructions on the form.

### **Right to supplement the Agenda and present proposals on matters on the Agenda**

In accordance with Article 126-*bis* of Legislative Decree 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 (it being understood, in the latter regard, that the person who is entitled to vote may, in any case, submit resolution proposals individually at the Shareholders' Meeting). 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 58/98 (CFA).

Requests should be presented in writing and received 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, as well as the equity interest required, must result from a specific communication of the filing intermediary, with effective date of the request date itself, sent to [basicnet@pecserviziolitoli.it](mailto:basicnet@pecserviziolitoli.it).

Any supplementation of the matters on the Shareholders' Meeting Agenda, or further proposals on matters already on the Agenda, 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 8, 2025, 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 8, 2025 (record date) have the right to obtain a reply. 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@pecserviziottoli.it](mailto:basicnet@pecserviziottoli.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 April 8, 2025, 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 April 15, 2025.

### **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 23, 2025, 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. 123 of January 28, 2025).

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@pecserviziottoli.it](mailto:basicnet@pecserviziottoli.it), also subsequent to filing, although by the deadline for the publication of slates by the Issuer, therefore March 27, 2025.

With regard to slates of candidates for the appointment of the Board of Statutory Auditors, where only one slate is filed by March 23, 2025, or only related slates in accordance with the applicable regulation, further slates may be presented until March 26, 2025, 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.banicnet.com](http://www.banicnet.com) and on the 1info authorised storage site ([www.1info.it](http://www.1info.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 1info ([www.1info.it](http://www.1info.it)) and on the Company's website ([www.basicnet.com](http://www.basicnet.com)) in accordance with the timeframe required by applicable law.

Turin, March 7, 2025

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 8, 2025