



ABITARE IN S.P.A.

Registered Office: Milan, Via degli Olivetani No. 10/12

Tax code e Milan Chamber of Commerce Register No. 09281610965

NOTICE OF CONVOCAZIONE OF ORDINARY AND EXTRAORDINARY ASSEMBLY

The shareholders of Abitare In S.p.A. (the "Company") are summoned to the ordinary and extraordinary assembly scheduled for January 23, 2024, at 3:00 PM, in a single convocation, at the notary office of Caruso Andreatini, located at Piazza Cavour 1, Milan. The agenda includes the discussion and resolution on the following matters:

agenda:

Ordinary Part

1. Approval of the financial statements as of September 30, 2023, accompanied by the management report of the board of directors, the report of the board of statutory auditors, and the report of the auditing company; presentation of the consolidated financial statements as of September 30, 2023; Resolutions related to and ensuing from.
2. Allocation of the net income; related and consequential resolutions;
3. Report on the remuneration policy for the year 2024 and on the compensation paid in the year 2023 pursuant to Article 123-ter of the Italian Consolidated Financial Act (TUF):
 - 3.1 Binding resolution on the first section regarding the remuneration policy under Article 123-ter, paragraphs 3-bis to 3-ter, of the TUF;
 - 3.2 Non-binding resolution on the second section on compensation paid under Article 123-ter, paragraphs 4 and 6, of the TUF.
4. Appointment of the Board of Directors:
 - 4.1 Determination of the number of members of the Board of Directors;
 - 4.2 Determination of the duration of the term of the Board of Directors;
 - 4.3 Appointment of the members of the Board of Directors;
 - 4.4 Appointment of the Chairman of the Board of Directors;
 - 4.5 Determination of the total compensation for each year of the term for the members of the Board of Directors.
5. Appointment of the Board of Statutory Auditors:
 - 5.1 Appointment of three effective auditors and two substitutes;
 - 5.2 Appointment of the Chairman of the Board of Statutory Auditors;
 - 5.3 Determination of the total compensation for each year of the term for the members of the Board of Statutory Auditors.
6. Approval, pursuant to Article 114-bis of the TUF, of a compensation plan based on financial instruments "Stock Grant Plan 2024-2028" concerning the free assignment of ordinary shares of the Company to the plan recipients; related and consequential resolutions.

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Extraordinary Part

1. Free increase of the share capital, in accordance with Article 2349, paragraph 1, of the Italian Civil Code, in one or more installments, in a divisible manner, up to a nominal amount of Euro 5,750.00 (five thousand seven hundred fifty/00), therefore through the issuance of a maximum of 1,150,000 ordinary shares of the Company with no nominal value, for the purpose of the "Stock Grant Plan 2024-2028," by allocating to the capital an amount, corresponding to the same amount, of profits and/or profit reserves; granting to the Board of Directors the powers related to the issuance of the new shares of the Company; consequential amendments to Article 5 of the Company's Bylaws; related and consequential resolutions

INFORMATION ON SHARE CAPITAL AND SHARES WITH VOTING RIGHT

As of the date of this notice of convocation, the share capital of Abitare In S.p.A. amounts to Euro 133,003.90, fully subscribed and paid, represented by 26,600,780 ordinary shares, without indication of nominal value, each carrying one voting right at the General Meeting.

The company holds 429,990 treasury shares, equivalent to 1.62% of the share capital, whose voting rights are suspended pursuant to Article 2357-ter, paragraph 2, of the Civil Code. Therefore, as of the date of this notice, the exercisable voting rights at the assembly amount to 26,170,790. However, the treasury shares are included in the capital for the purpose of calculating the shares required for the formation and resolutions of the Assembly.

MODE OF PARTICIPATION IN THE ASSEMBLY

Pursuant to Article 15.3 of the Company's bylaws, the participation in the General Meeting by all those entitled to voting rights may also occur remotely through means of telecommunication, in compliance with the applicable legal and statutory provisions for such circumstances, with physical attendance always being possible. To this end, shareholders eligible to attend and vote at the General Meeting who wish to use the remote option can obtain the link to join the meeting via video-audio conference, as allowed by Article 15.3 of the bylaws, by sending a specific request to the email address ereni@abitareinspa.com. The request should include (i) a copy of the Intermediary Communication (as defined below), as well as: (ii) in the case of an individual shareholder, a copy of the current valid identification document (identity card or passport); (iii) in the case of a legal entity shareholder, a copy of the current valid identification document (identity card or passport) of the legal representative ad interim or another person with suitable powers, along with documentation attesting to their qualification and powers (copy of the chamber of commerce registration or similar).

In the event of granting a regular proxy pursuant to Article 135-novies of the Italian Consolidated Financial Act (TUF), as more comprehensively regulated below, the delegated party may participate in the General Meeting either in person at the location where the Meeting is convened or remotely

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through means of telecommunication (via video-audio conference), in compliance with the current and applicable provisions. To obtain the link for remote participation in the Meeting, the delegate must send a specific request to the email address ereni@abitareinspa.com, attaching, in addition to the documentation listed in the preceding paragraph at points (i), (ii), or (iii) attesting to the authorization for intervention and voting at the Meeting on behalf of the delegator, also a copy of the regular proxy and their own identification document (current valid identity card or passport).

The administrators, auditors, representatives of the auditing company, the Designated Representative, as defined below, and other individuals allowed to attend the General Meeting, as per the law and the company's bylaws, but without voting rights, may participate in the Meeting either in person at the location specified for the Meeting or remotely through means of telecommunication (via video-audio conference), in compliance with the current and applicable provisions. The specific procedures for remote participation will be communicated to these individuals by the Company.

There are no procedures for postal or electronic voting other than those indicated in this notice of convocation.

AUTHORIZATION TO ATTEND THE GENERAL MEETING AND EXERCISE THE RIGHT TO VOTE.

Pursuant to Article 83-sexies of Legislative Decree No. 58/1998 (the "Consolidated Financial Act" or "TUF"), the legitimacy to attend the General Meeting and exercise the right to vote is confirmed by a communication to the Company, made by the intermediary, in accordance with its accounting records, in favor of the party entitled to the voting rights (the "Intermediary Communication"). This communication is based on the evidence related to the end of the accounting day of the seventh open market day preceding the date set for the Meeting on the first call (record date, i.e., January 12, 2024). Entries in credit and debit made on the accounts after this deadline are not relevant for the legitimacy to exercise the right to vote at the Meeting. Those who become shareholders of the Company only after this date will not be entitled to attend and vote at the Meeting. The Intermediary Communication must reach the Company by the end of the third open market day preceding the date set for the Meeting (i.e., by January 18, 2024). However, legitimacy to attend and vote remains valid if the communications reach the Company beyond this deadline but before the start of the assembly proceedings.

REPRESENTATION AT THE GENERAL MEETING

Ordinary Proxy

While the possibility of participating in the General Meeting via telecommunication means remains, in accordance with Article 135-novies of the Consolidated Financial Act (TUF) and Article 15 of the Bylaws, those entitled to attend and vote at the Meeting can be represented by written proxy or by an electronically signed electronic document in accordance with Legislative Decree No. 82/2005. For

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this purpose, the proxy form available on the Company's website at www.abitareinspa.com, under the "Investors/Corporate Governance/Assemblee" section, may be used.

The proxy can be sent to the Company either (i) by mail via registered letter with return receipt to the registered office of Abitare In S.p.A., Via degli Olivetani No. 10/12, 20123, Milan, or (ii) by electronic notification to the certified email address abitareinspa.pec@mypec.eu, along with a copy of a valid identification document (identity card or passport) of the delegator if an individual, and if the delegator is a legal entity, a copy of a valid identification document (identity card or passport) of the legal representative ad interim or another person with suitable powers, along with documentation attesting to their qualification and powers (copy of chamber of commerce registration or similar), as well as a copy of the Intermediary Communication.

In the event that the representative delivers or causes the delivery of a copy of the proxy to the Company through the aforementioned methods, they are required to attest, under their responsibility, to the conformity of this copy with the original, as well as the identity of the delegator. The representative must keep the original of the proxy and keep track of the voting instructions received for one year, starting from the conclusion of the assembly proceedings.

Proxy to the Designated Representative

the proxy can also be granted, at no cost to the delegator (except for any shipping expenses), with voting instructions on all or some of the items on the agenda, to the representative designated by the Company under Article 135-undecies of the Consolidated Financial Act (TUF). For the Assembly mentioned in this notice, the designated representative is identified as Mr. Marco Starace, born in Manfredonia on 09/04/1982, residing at Piazza Lima 3, 20124 Milan, tax code STRMRC82D09E885Y (the "Designated Representative").

The proxy to the Designated Representative under Article 135-undecies of the TUF must be granted by signing the specific "Proxy Form to the Designated Representative" available in the dedicated section of the website www.abitareinspa.com, under "Investors/Corporate Governance/Assemblee." It should be submitted with the corresponding written voting instructions, along with a copy of a valid identification document of the delegator. If the delegator is a legal entity, a copy of the current valid identification document of the legal representative ad interim or another person with suitable powers, along with documentation attesting to their qualification and powers (copy of chamber of commerce registration or similar), and a copy of the Intermediary Communication must be included:

The proxy to the Designated Representative can be submitted by one of the following alternative methods:

- (i) Transmission of electronically reproduced copy (PDF) to the certified email address marco.starace@milano.pecavvocati.it (subject: "Delega Assemblea Abitare In – January 23, **Abitare In S.p.A.**).

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2024") from the delegator's certified email account (or, if not available, from the ordinary email account, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);

- (ii) Transmission in the original, via courier or registered mail with return receipt, to the address Piazza Lima 3, 20124 Milan (Ref. "Delega Assemblea Abitare In – January 23, 2024"), with an advance electronically reproduced copy (PDF) sent via ordinary email to the address m.starace@studiolegalestarace.it (subject: "Delega Assemblea Abitare In – January 23, 2024").

The proxy to the Designated Representative under Article 135-undecies of the TUF must be received no later than the end of the second open market day preceding the date set for the Meeting on the first call (i.e., no later than 23:59 on January 19, 2024).

The proxy and the related voting instructions granted to the Designated Representative under Article 135-undecies of the TUF can be revoked within the aforementioned period (i.e., by no later than 23:59 on January 19, 2024) using the same methods as for granting the proxy. The proxy has no effect with regard to proposals for which no voting instructions have been given.

Starting from today's date, the Designated Representative is available to shareholders to provide any necessary information and clarifications regarding the proxy granting process.

ADDITION TO THE AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS

According to Article 126-bis of the Consolidated Financial Act (TUF), shareholders who, even jointly, represent at least 2.5% of the share capital with voting rights can request in writing, within ten days from the publication of this notice of convocation (i.e., by December 24, 2023), the addition of items to the agenda, specifying in the request the additional topics they propose, or submit proposals for resolutions on matters already on the agenda of the General Meeting.

The request must be submitted in writing by the proposing shareholders, accompanied by the relevant certification confirming ownership of the shares, either (i) by mail via registered letter with return receipt to the registered office of Abitare In S.p.A., Via degli Olivetani No. 10/12, 20123, Milan, or (ii) by electronic notification to the certified email address abitareinspa.pec@mypec.eu.

Within the aforementioned period (i.e., by December 24, 2023) and using the same methods, the proposing shareholders must also submit to the Board of Directors a report providing the rationale for the proposed resolutions on the new matters they suggest for discussion, or the justification for the additional resolution proposals submitted on matters already on the agenda. The addition to the agenda is not allowed for topics on which the General Meeting decides, as required by law, based on proposals from the directors or on the basis of a project or report prepared by them, other than those indicated in Article 125-ter, paragraph 1, of the Consolidated Financial Act (TUF).

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The notice of the addition to the agenda or the submission of additional resolution proposals on matters already on the agenda will be communicated, using the same methods as the publication of this notice, at least fifteen days before the one set for the General Meeting.

In the event of an integrated list of matters to be discussed at the General Meeting or the submission of additional resolution proposals on matters already on the agenda—subject to verification of their relevance to the agenda items, correctness, and completeness in compliance with applicable regulations, as well as the legitimacy of the proposers—notification will be given at least fifteen days before the one set for the General Meeting (i.e., by January 8, 2024), using the same methods as the publication of this notice. Simultaneously with the publication of the notice of integration, the report prepared by the eligible voters making the request, accompanied by any evaluations of the Board of Directors, will be made available to the public, always under the responsibility of the Company and in the same forms.

RIGHT TO ASK QUESTIONS BEFORE THE MEETING

Shareholders, in accordance with Article 127-ter of the Consolidated Financial Act (TUF), can ask questions about the items on the agenda, even before the General Meeting, either (i) by mail via registered letter with return receipt to the registered office of Abitare In S.p.A., Via degli Olivetani No. 10/12, 20123, Milan, or (ii) by electronic notification to the certified email address abitareinspa.pec@mypec.eu.

Interested parties must provide the necessary information to allow for their identification. The legitimacy to this right is confirmed by a specific communication to the Company issued by their respective authorized intermediaries, in accordance with current regulations, unless the Intermediary Communication for participation in the General Meeting has been requested and provided. Questions must reach the Company by January 12, 2024; the Company does not guarantee a response to questions received after this deadline. Answers to questions received before the General Meeting will be provided in a dedicated "Questions and Answers" section, accessible on the Company's website at www.abitareinspa.com, under "Investors/Corporate Governance/Assemblee" by January 19, 2024, with the option for the Company to provide a unified response to questions with the same content.

APPOINTMENT OF THE BOARD OF DIRECTORS

The appointment of the Board of Directors of the Company is carried out in accordance with the provisions of the Consolidated Financial Act (TUF) and its implementing regulations, as well as Article 21 of the Bylaws, to which reference is made for anything not expressly indicated below. The lists contain a number of candidates not exceeding the number of members to be elected, listed in numerical order. Directors must meet the requirements specified by the current applicable regulations and the Bylaws.

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The Board of Directors is elected by the ordinary assembly based on lists. Shareholders who, alone or together with other shareholders, hold a total stake representing at least 4.5% of the share capital at the time of submitting the list have the right to present a list, as determined by CONSOB resolution no. 85 of October 11, 2023. Each shareholder, as well as shareholders belonging to the same group, partners in the same shareholders' agreement under Article 122 of the Consolidated Financial Act (TUF), the controlling entity, controlled companies, and those subject to joint control under Article 93 of the TUF, cannot submit or participate in the submission, even through intermediaries or trust companies, of more than one list nor can they vote for different lists. Additionally, each candidate can only run in one list, under penalty of ineligibility.

Lists presenting a number of candidates equal to or exceeding three must also include candidates of different genders to ensure a composition of the Board of Directors in compliance with the provisions regarding gender balance as per the applicable laws and regulations and the Corporate Governance Code issued by Borsa Italiana S.p.A. It is noted that, regarding gender balance, under the Consolidated Financial Act (TUF), since this is the first renewal after the start date of trading on the regulated market Euronext Milan, STAR segment, the proportion to be reserved for the less represented gender is at least one-fifth of the elected directors. In the event that, considering the overall number of Board members established by the Assembly, the number of members of the less represented gender to be elected is not a whole number, it will be rounded up to the nearest whole number, in accordance with Article 144-undecies.1, paragraph 3 of the Issuers' Regulations. The lists indicate which administrators meet the independence requirements established by law, the Bylaws, and the Corporate Governance Code..

The lists are deposited at least 25 (twenty-five) days before the date set for the Assembly called to deliberate the appointment of the administrative body (i.e., December 29, 2023), (i) by hand delivery at the registered office in via degli Olivetani 10/12, 20123 Milan during working hours, or (ii) by sending via email to the certified email address abitareinspa.pec@mypec.eu, along with information allowing the identification of the entity depositing the lists, also indicating a telephone contact. Along with and simultaneously with each list, the curriculum vitae containing the personal and professional characteristics of the individual candidates with the possible indication of eligibility to qualify as independent, together with the statements in which the individual candidates accept their candidacy and attest, under their responsibility, the absence of causes of incompatibility or inelegibility, as well as the existence of the requirements prescribed by this Bylaw and the applicable legal and regulatory provisions, are deposited. Each list must also contain, as an attachment, the indication of the identity of the shareholders who have submitted the lists and the percentage of participation held overall, as well as any other additional or different statement, information, and/or document required by law and applicable regulatory provisions. The relevant certification(s) or communication(s) attesting to the aforementioned participation and issued by an authorized intermediary under the applicable legal or regulatory provisions can be sent later, provided it is received within twenty-one days before the date set for the Assembly in a single call (i.e., by January 2, 2024).

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The lists will be made available to the public at the registered office, on the website, and through other means provided by applicable laws and regulations at least 21 (twenty-one) days before the date of the Assembly (i.e., by January 2, 2024).

Reference is also made to Communication Consob No. DEM/9017893 of February 26, 2009, in which the Supervisory Authority recommended to Shareholders submitting a minority list, declaring the absence of connections pursuant to Article 144-quinquies of Consob Regulation No. 11971/1999, to attest in said declaration also the absence of significant relationships indicated in the same Communication with Shareholders holding, even jointly, a controlling or relative majority stake, or otherwise indicate existing significant relationships and the reasons why they were not considered determinant for the existence of connection relationships.

The election of the Board of Directors will proceed as provided in Article 21 of the Company's Bylaws. In the event that no list is submitted or admitted, the Assembly resolves with the legal majorities, without observing the procedure outlined above, in any case ensuring the presence of the necessary number of administrators possessing the independence requirements established by law, and compliance with the discipline currently in force concerning gender balance.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The appointment of the Board of Statutory Auditors of the Company is carried out in accordance with the provisions of the Consolidated Financial Law (TUF) and its implementing regulations, as well as Article 24 of the Bylaws, which is referred to for any matters not expressly indicated here. The Auditors must meet the requirements set forth by the law, Article 24 of the Bylaws, and other applicable provisions. The appointment of the Auditors is made, respecting the current regulations concerning gender balance, based on lists submitted by the shareholders, where the candidates are numbered consecutively.

Each list must (i) contain the names of one or more candidates for the position of statutory auditor and one or more candidates for the position of alternate statutory auditor, each marked in the relevant section (section "statutory auditors," section "alternate statutory auditors") with a consecutive number, not exceeding the number of members to be elected to the body, and (ii) indicate, if it contains a total number of candidates equal to or greater than 3 (three), a list of candidates in both sections to ensure that the composition of the Board of Statutory Auditors, both in the effective and alternate components, complies with the laws and regulations in force at the time on gender balance. It is noted that, concerning gender balance, under the Consolidated Financial Law (TUF), as this is the first renewal after the start of trading on the regulated market Euronext Milan, STAR segment, the share reserved for the underrepresented gender is at least one fifth of the effective members of the Board of Statutory Auditors.

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It is recalled that Recommendation No. 8 of the Corporate Governance Code suggests that at least one-third of the control body, if autonomous, should consist of members of the less represented gender. Consequently, since the Board of Statutory Auditors of the Company is composed of three effective members and two alternates, and compliance with the gender balance regulations must be ensured even in the event of the replacement of an auditor, each list containing three or more candidates must include at least one effective auditor and one alternate auditor belonging to the less represented gender. Shareholders are also invited to consider the independence requirements of Recommendation No. 7 of the Corporate Governance Code, to which the Company adheres.

Shareholders who, alone or together with other shareholders, hold an aggregate stake of at least 4.5% of the share capital at the time of submitting the list have the right to present a list, as determined by Consob resolution No. 85 of October 11, 2023. Each shareholder, as well as shareholders belonging to the same group, partners in the same shareholders' agreement under Article 122 of the Consolidated Financial Law (TUF), the controlling entity, controlled companies, and those subject to joint control under Article 93 of the TUF, cannot submit or participate in the submission, even through an intermediary or trust company, of more than one list, nor can they vote for different lists. Each candidate can be presented in only one list, under penalty of ineligibility.

Subscriptions made and votes cast in violation of this prohibition will not be attributed to any list.

The lists must be deposited at least 25 (twenty-five) days before the date set for the Shareholders' Meeting to deliberate on the appointment of the administrative body (i.e., by December 29, 2023). This can be done (i) by hand delivery at the company's registered office at via degli Olivetani 10/12, Milan, during business hours, or (ii) by sending via email to the certified email address abitareinspa.pec@mypec.eu, along with information allowing the identification of the party depositing the lists, including a telephone contact. Lists containing an overall number of candidates equal to or greater than three must also include candidates of different genders, as specified in the notice of convocation for the Shareholders' Meeting, to ensure the composition of the Board of Statutory Auditors in compliance with gender balance provisions in the applicable laws and regulations and the Corporate Governance Code issued by Borsa Italiana S.p.A. Alongside and concurrently with each list, the following documents are deposited:

- (i) Information regarding the identity of the shareholders who submitted the lists, indicating the percentage of total participation held.
- (ii) A statement from shareholders other than those holding, either jointly or individually, a controlling interest or relative majority, certifying the absence of any connections with the latter according to current regulatory standards.
- (iii) The curriculum vitae containing comprehensive information about the personal and professional characteristics of the candidates, along with a statement from the candidates certifying compliance with legal requirements, acceptance of the candidacy, and a list of administrative and supervisory positions held by them in other companies.

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(iv) Any other different or additional declarations, information, and/or documents required by applicable laws and regulations.

The relevant certification(s) or communication(s) attesting to the mentioned participation, issued by an authorized intermediary in accordance with applicable legal or regulatory provisions, can be sent even subsequently, provided it is received no later than twenty-one days before the date set for the Single-Call Shareholders' Meeting (i.e., by January 2, 2024).

In the event that, by the deadline for submitting lists, only one list has been deposited, or lists have been presented only by shareholders connected to each other as per the current regulations, additional lists can be submitted until the third day following that date (i.e., by January 2, 2024) by shareholders who, at the time of list submission, individually or jointly own a number of shares at least equal to half of the minimum required quota.

Lists submitted without adhering to the preceding provisions are considered not submitted. The lists will be made available to the public at the company's registered office, on the website, and through other means as per applicable legal and regulatory provisions at least 21 (twenty-one) days before the date of the Shareholders' Meeting (i.e., by January 2, 2024).

Furthermore, attention is drawn to Consob Communication No. DEM/9017893 of February 26, 2009, in which the Supervisory Authority recommended that minority shareholders submitting a list and declaring the absence of connections under Article 144-quinquies of Consob Regulation No. 11971/1999 should also attest to the absence of significant relationships, as indicated in the same Communication, with shareholders holding, even jointly, a controlling or relative majority interest. Alternatively, if such relationships exist, the Communication should indicate them, along with the reasons for not considering them determinative for the existence of connections under Article 148, paragraph 2, of the TUF and Article 144-quinquies of Consob Regulation No. 11971/1999. The election of the Board of Statutory Auditors will proceed as provided for in Article 24 of the company's bylaws.

DOCUMENTATION

The documentation related to the items on the agenda, as required by current regulations, including the explanatory report on the matters on the agenda and the related deliberative proposals, the annual financial report, and the report on the remuneration policy and compensation, as well as the informative document regarding the Stock Grant Plan 2024 – 2028, will be made available to the public within the terms and methods established by current regulations. This information will be accessible at the company's registered office, on the company's website (at www.abitareinspa.com, under the section 'Investors/Corporate Governance/Assemblies'), and through the authorized storage mechanism 1Info (accessible at www.1info.it).

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Milan, December 14, 2023

For the Board of Directors

The Chairman

Luigi Francesco Gozzini

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