



CALL TO AN ORDINARY AND AN EXTRAORDINARY SHAREHOLDERS' MEETING

REVO S.p.A. (following the "**Company**") shareholders, owners of ordinary shares and of class B shares, are called to an Ordinary and an Extraordinary Shareholders' Meeting, in a sole call, at Centro "Copernico Isola for S32", in 20124 Milan, via F. Sassetti n° 32, at **10:30 am on Wednesday 04 August 2021**, to discuss and pass resolution on the following

AGENDA

Ordinary part:

1. Authorisation of the Board of Directors to purchase a participation in the share capital of Elba Compagnia di Assicurazioni e Riassicurazioni S.p.A. as a "Significant Transaction" pursuant to the Articles of Association, subject to the condition precedent of the issue of authorisation by IVASS and the condition precedent of the fulfilment of the conditions set out in article 10.4 of the Articles of Association. Related and consequent resolutions, including the authorisation of the Board of Directors to use the amounts deposited in the escrow account set up by REVO S.p.A.

Extraordinary part:

1. Proposal for amendment on articles 1, 4, 5, 6, 7, 8, 10, 16 and 20 of the Articles of Association under (a) the condition precedent of the completion of the Significant Transaction for the purchase of a participation in the share capital of Elba Compagnia di Assicurazioni e Riassicurazioni S.p.A. mentioned in item 1) on the Ordinary Shareholders' Meeting and (b) under the condition precedent of Article 10.4 of the Articles of Association. Related and consequent resolutions.
2. Adoption - simultaneously with the effectiveness of the merger by incorporation of REVO S.p.A. into Elba Compagnia di Assicurazioni e Riassicurazioni S.p.A. and as a consequence thereof - of the insurance business purpose and duration determined in the Articles of Association adopting by the merging company, under (a) the condition precedent of the completion of the Significant Transaction for the purchase of a participation in the share capital of Elba Compagnia di Assicurazioni e Riassicurazioni S.p.A. mentioned in item 1) on the Ordinary Shareholders' Meeting agenda and (b) the condition precedent of Article 10.4 of the Articles of Association. Related and consequent resolutions.

PARTECIPATION ATE THE SHAREHODERS' MEETING

Those entitled to vote are entitled to attend the Meeting.

The legitimacy to attend the Meeting and exercise the voting right is certified by a communication to the Company made by a subject who qualifies as "intermediary" pursuant to the applicable regulations, issued by the latter taking as reference the evidence resulting at the end of the accounting day of **26 July 2021**, i.e. the seventh trading day prior to the date set for the Meeting in single call (the so-called **record date**), in accordance with the provisions of art. 83-sexies of Legislative Decree no. 58 of 24 February 1998 ("Unique Text on Finance").

The credit or debit entries made on the accounts after the above-mentioned record date are not relevant for the purposes of legitimising the exercise of voting rights at the Meeting; therefore, those who are holders of ordinary shares only after that date will not be entitled to attend and vote at the Meeting. Intermediaries' communications to the Company are made in compliance with the regulations in force.

REVO S.p.A.

Sede legale: Piazza Belgioioso 2, 20121, Milano – Sede operativa: Lungadige Galtarossa 21, 37133 Verona

Capitale sociale € 23.055.000,00 i.v.

Codice Fiscale e n. di iscrizione al Registro delle imprese di Milano Monza Brianza Lodi: 11653690963

Telefono +39 0458531662

PEC: revo-spac@legalmail.it



In order to make easier the check of the right to take part in the Meeting's proceedings, participants are requested to show a copy of the communication made to the Company, which the authorised intermediary, in compliance with current legislation, is required to make available to them.

VOTING PROXIES

Any subject who has the right to vote can be represented at the Meeting pursuant to art. 2372 of the Italian Civil Code as well as to other applicable provisions, including regulatory ones.

It is possible to use either the proxy form inserted at the bottom of the notice issued by the authorised intermediary or the proxy form published on the Company's website www.revo-spac.com in the section called Investor Relations/Shareholder Meeting.

The proxy may be notified electronically by sending it to the certified e-mail address revo@pecserviziottitoli.it or, alternatively, by sending it by registered letter with advice of receipt addressed to the Company's registered office (Piazza Belgioioso n° 2, 20121 Milan) for the attention of the Corporate Affairs Department.

No procedures for voting by mail or electronic means are planned.

INFORMATION ON SHARE CAPITAL

The share capital amounts to €23,055,000 and is divided into 22,000,000 ordinary shares, 710,000 special shares and 300,000 Class B shares, with no indication of par value.

The Company does not hold any own shares.

Each ordinary and class B share entitles the holder to one vote at the Company's ordinary and extraordinary meetings while special shares are non-voting.

Company Bylaws are available on the Company website www.revo-spac.com, in the section called Corporate Governance/Corporate Documents.

DOCUMENTATION

The documents relating to the Shareholders' Meeting, in particular the report by the Board of Directors on the items on the agenda, as well as the proxy form for taking part in the Shareholders' Meeting, are filed, in accordance with the law, at the Company's registered office, at the disposal of those Shareholders who wish to examine them and have the right to obtain a copy.

These documents will also be made available on the Company's website www.revo-spac.com, in the section called Investor Relations/Meetings and on the storage mechanism authorised by CONSOB called "1info", accessible from the website <http://www.1info.it>.

In case you intend to find a copy of these documents by going to the headquarters of the Company, in view of the health emergency period, and in order to better organize the appropriate security measures related to access to the premises, please communicate, at least 24 hours in advance, the willingness to access by email at: societario@revo-spac.com.

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RIGHT OF WITHDRAWAL

The Shareholders who will not have taken part in the meeting's resolution on the first item of the extraordinary part of the Meeting to approve the changes on the Articles of Association for the purposes of the Relevant Transaction shall have the right of withdrawal pursuant to art. 2437, paragraph 1, letter a) of the Italian Civil Code.

Shareholders who did not take part in the meeting's resolution on the second item of the extraordinary part of the Meeting have the right of withdrawal pursuant to art. 2437, paragraph 1, letter a) and paragraph 2, letter a) of the Italian Civil Code.

The Shareholders who did not take part in the above-mentioned resolutions, within 15 days from the registration of the relevant resolutions of the Meeting into the Italian Companies Register, may exercise the right of withdrawal pursuant to art. 2437, paragraph 1, letter a) of the Italian Civil Code (the "**Withdrawal Right**"), against payment of a unit liquidation value equal to EUR 9,996, determined by the Board of Directors, according to the criterion of the Company's assets and, in particular, of the amounts deposited in the Escrow Account, in compliance with the provisions of art. 7.3 of the Articles of Association.

The terms and conditions for exercising the Right of Withdrawal are described in detail in the report by the Board of Directors on the items on the agenda of the Shareholders' Meeting, which, together with the documentation referred to in art. 2437 ter, paragraph 5, of the Italian Civil Code, is made available to the Shareholders at the same time as the publication of this notice of call at the Company's registered office, on the CONSOB authorised storage mechanism called 1info and on the Company's website www.revo-spac.com, in the section called Investor Relations/Shareholder Meeting, in accordance with the law.

This notice is published on the Company's website (www.revo-spac.com, in the Investor Relations/Assemblies section), on the CONSOB-authorised storage mechanism called "1info" and in the daily newspaper "Italia Oggi" on 20th July 2021.

Milan, 19th July 2021

On behalf of the Board of Director

The Chairman

(Claudio Costamagna)

REVO S.p.A.

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