

## NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING

The Shareholders of REVO Insurance S.p.A. (hereinafter the “**Company**”), holders of ordinary shares, are hereby called to the Ordinary and Extraordinary Shareholders' Meeting **to be held on 19th April 2023, at 3:00 p.m., in a single call, at the "Copernico Isola for S32" Center, Via F. Sassetti No. 32, 20124 Milan**, to discuss and resolve upon the following

### AGENDA

#### Ordinary Part

1. Approval of the Financial Statements as of 31<sup>st</sup> December 2022; presentation of the Board of Directors' Report, the Board of Statutory Auditors' Report, and the External Auditors' Report. Presentation of the Consolidated Financial Statements as of 31<sup>st</sup> December 2022.
2. Resolutions concerning the allocation of the operating result.
3. Report on remuneration policy and payments:
  - a) Approval of the first section of the Report on remuneration policy and payments, pursuant to Article 123 *ter*, paragraph 3 of Legislative Decree 58/1998 and Articles 41, 59 and 93 of IVASS Regulation no. 38/2018.
  - b) Non-binding resolution on the second section of the Report on remuneration policy and payments, pursuant to Article 123 *ter*, paragraph 6 of Legislative Decree 58/1998.
4. Authorization to buy back and dispose of treasury shares in accordance with the law. Related and consequent resolutions.
5. Integration of the Board of Statutory Auditors and appointment of the Chairman. Related and consequent resolutions.

### Extraordinary Part

1. Proposal to amend Art. 2 (corporate purpose) of the Articles of Association. Related and consequent resolutions.

## **ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING**

Entitled to attend the Shareholders' Meeting are those who are entitled to vote.

Entitlement to attend the Shareholders' Meeting and exercise voting rights is attested by a communication issued by an authorized intermediary in accordance with the applicable regulations, certifying the ownership of the Shares based on the evidence of its accounting records relating to the end of the accounting day of the seventh open market day preceding the date of the Shareholders' Meeting on single call (so-called record date), i.e., **6<sup>th</sup> April 2023**, in accordance with the provisions of Article 83-sexies of Legislative Decree No. 58 of 24 February 1998 ("**Italian Consolidated Financial Act**").

Entries in credit or debit made to the accounts subsequent to the aforementioned record date are not relevant for the purposes of eligibility to exercise voting rights at the Shareholders' Meeting; therefore, those who are found to hold ordinary shares only after that date will not have the right to attend and vote at the Shareholders' Meeting. Notifications from intermediaries to the Company are made in accordance with applicable regulations.

The communication from the intermediary must be received by the Company by the end of the third open market day preceding the date set for the Shareholders' Meeting on single call (i.e., 14<sup>th</sup> April 2023). Entitlement to attend the meeting and exercise voting rights remains unaffected if the notices are received by the Company after this deadline provided that they are received by the start of the Shareholders' Meeting activities.

Please note that the notification to the Company is made by the intermediary upon the request of the subject entitled to vote.

It should be noted that Shareholders may attend the Shareholders' Meeting, including by granting proxy to the Designated Representative pursuant to Article 135-*undecies* of the Italian Consolidated Financial Act (the "Designated Representative"), in accordance with the procedures outlined below.

It is hereby communicated, indeed, that **the Company has identified as Designated Representative Computershare S.p.A., with registered office in Milan, Via Mascheroni 19 and offices in Turin, Via Nizza 262/73.**

#### **INTEGRATION OF THE BOARD OF STATUTORY AUDITORS AND APPOINTMENT OF THE CHAIRMAN.**

With reference to the resolutions under item 5 of the agenda of the Shareholders' Meeting in ordinary session, it is noted that, following the resignation of the Chairman of the Board of Statutory Auditors, in accordance with the provisions of the Articles of Association (Art. 20.12), the Shareholders' Meeting will provide for the integration of the Board of Statutory Auditors with the ordinary procedures and majorities, without application of the slate voting system, subject to compliance with gender balance law provisions and regulations in force from time to time.

The Chairman of the Board of Statutory Auditors thus appointed will remain in office as long as the other members of the Board currently in office, and thus until the approval of the financial statements as of 31<sup>st</sup> December 2023. In this particular case, the current Board of Statutory Auditors was not appointed in 2021 by the slate voting system and therefore there are no candidates available today remaining from the slate voting system.

Applications may be submitted by shareholders owning, alone or together with others, a stake of at least 4.5 percent (four point five percent) of the Company's share capital.

Eligible persons are invited to submit their proposals of candidates for the purpose of integration of the Board of Statutory Auditors with adequate advance notice and at least 15 days before the Shareholders' Meeting, by:

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- (i) filing at the registered office of the Company (in Verona, Viale dell'Agricoltura No. 7);
  - (ii) or electronic notification to the certified e-mail address [dir.legale@pec.revoinsurance.com](mailto:dir.legale@pec.revoinsurance.com).

In the case of submission of shareholders proposals by certified e-mail, a copy of a valid identity document of the submitters must also be transmitted.

Proposals regarding the integration of the Board of Statutory Auditors must indicate a candidate without gender constraints and be accompanied: (i) by information on the identity of the shareholders submitting the applications, with an indication of the total percentage held and the relevant notification from the authorized intermediary; (ii) by exhaustive information on the personal and professional qualifications of the candidates supported by a list of the administration and control positions held by them in other companies; (iii) by a declaration of the candidates attesting to the non-existence of causes of ineligibility and incompatibility, as well as to the possession of the requirements provided for by law and by the regulatory provisions in force from time to time, and their acceptance of the candidature; (iv) by any other or different declaration, information and/or document provided for by law and by the applicable regulatory provisions.

The instructions and forms necessary for the submission of applications, including the indication of the requirements for the assumption of this corporate office, can be found in the document relating to the Operational procedures for the submission of applications for the appointment of the Chairman of the Board of Statutory Auditors made available on the Company's website [www.revoinsurance.com](http://www.revoinsurance.com), in the section Corporate Governance/Corporate Bodies and Management/Shareholders' Meeting, within the subsection entitled "Reports and documents relating to proposal on the agenda".

## **PARTICIPATION AND VOTING AT THE SHAREHOLDERS' MEETING**

Any subject with voting rights may be represented at the Shareholders' Meeting in accordance with Article 2372 of the Civil Code as well as other applicable provisions, including regulatory provisions, with the option of using the proxy form inserted at the bottom of the communication issued by the authorized intermediary

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or the facsimile proxy form published on the Company's website [www.revoinsurance.com](http://www.revoinsurance.com) in the section Corporate Governance/Corporate Bodies and Management/Shareholders' Meetings, in the subsection entitled "Ways of participating."

Proxies must be produced at the time of accreditation at the meeting, in original and accompanied by a photocopy of a valid identity document of the delegating person and, in the case of a legal entity, by document proving the delegating person's powers of attorney.

Alternatively, the proxy may be notified electronically, in advance, by sending it to the certified e-mail address at [dir.legale@pec.revoinsurance.com](mailto:dir.legale@pec.revoinsurance.com), together with a photocopy of a valid identity document of the delegating party and, in the case of a legal person, by a document proving the delegating party's powers of attorney.

Prior notification, if any, does not exempt the representative, when accrediting for access to the Shareholders' Meeting activities, from the obligation to attest to the conformity of the notified copy with the original and to the identity of himself and of the delegating party.

There are no postal or electronic voting procedures.

## **PARTICIPATION AND VOTING AT THE SHAREHOLDERS' MEETING THROUGH THE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135 - UNDECIES OF THE ITALIAN CONSOLIDATED FINANCIAL ACT**

Attendance at the Meeting may also be provided by proxy to the Designated Representative as indicated above.

In this case, those entitled to attend the Shareholders' Meeting may be represented, without any charge (except for any costs of mailing the proxy), by the Designated Representative, by giving him or her an appropriate proxy containing voting instructions on all or some of the items on the agenda.

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The proxy to the Designated Representative submitted pursuant to Article 135 *undecies* of the Italian Consolidated Financial Act must be received by the latter by the end of the 2<sup>nd</sup> open market day preceding the effective date of the Shareholders' Meeting (i.e., by 17<sup>th</sup> April 2023), in accordance with the procedures indicated and using the specific form made available on the Company's website [www.revoinsurance.com](http://www.revoinsurance.com), in the section Corporate Governance/ Corporate Bodies and Management / Shareholders' Meeting, within the subsection entitled " Ways of participating", also showing the methods that can be used to confer and transmit the proxy as well as to revoke, within the same deadline, the proxy and any related voting instructions already conferred.

Please note that the proxy will be effective only for those proposals in relation to which voting instructions are given.

Pursuant to Article 135 *undecies* TUF, shares for which proxy instructions have been given, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting. In relation to proposals for which voting instructions have not been given, the shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of resolutions.

Please note that the notification made to the Company by the intermediary, certifying the entitlement to participate in the meeting and exercise voting rights, is also necessary in the case of a proxy granted to the Designated Representative: in the absence of the aforementioned notification, the proxy shall be considered to have no effect.

The proxy to the Designated Representative, made in accordance with Article 135 *undecies* of the Italian Consolidated Financial Act, containing the voting instructions, together with a copy of a valid identity document - and in the case the delegating party is a legal person, a document proving the powers to issue the proxy - must be forwarded to Computershare S.p.A. at the certified e-mail address [revo@pecserviziolitoli.it](mailto:revo@pecserviziolitoli.it), according to the procedures indicated in the form itself. In this regard, in order to facilitate the submission of the proxy and voting instructions, from the section of the Company's website dedicated to this

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Shareholders' Meeting, it will be possible to complete and transmit that form also online and in guided mode, always by the aforementioned deadline of April 17, 2023.

The Designated Representative will be available for clarification or information at +39 011 0923200 from 10:00 a.m. to 1:00 p.m. and 2:00 p.m. to 5:00 p.m., Monday through Friday, or at the e-mail address [sedeto@computershare](mailto:sedeto@computershare).

## **RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA**

Those entitled to vote may ask questions on the items on the agenda even before the Shareholders' Meeting, but in any case by the record date, i.e., by 6<sup>th</sup> April 2023 by sending notification to the Corporate and Regulatory Affairs Department by e-mail to [corporate@revoinsurance.com](mailto:corporate@revoinsurance.com) or by certified mail to [dir.legale@pec.revinsurance.com](mailto:dir.legale@pec.revinsurance.com).

The application must be accompanied by the applicant's personal information. Entitlement to exercise the right to ask questions is attested by a notice issued by the depository intermediary.

The Company verifies the legitimacy of the applicant and the relevance of the questions received to which it gives a response will be answered, at the latest, two days before the Shareholders' Meeting itself (i.e., 17<sup>th</sup> April 2023), by publication on the Company's website [www.revoinsurance.com](http://www.revoinsurance.com), in the section Corporate Governance/Corporate Bodies and Management/Shareholders' Meeting. The Company may provide a unified response to questions with the same content.

## **INTEGRATION OF THE ITEMS ON THE AGENDA**

Within ten days of the publication of this notice, i.e., by 27<sup>th</sup> March 2023 (since the deadline would be Sunday, March 26<sup>th</sup>), Shareholders who, even jointly, represent at least 1/40<sup>th</sup> (one fortieth) of the share capital, may - by written application delivered in original or sent by mail signed in original, to the Company's registered office to the attention of the Corporate and Regulatory Affairs Department or, electronically by certified

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electronic mail sent to the address [dir.legale@pec.revinsurance.com](mailto:dir.legale@pec.revinsurance.com) - request the Company to supplement the list of items to be discussed at the Shareholders' Meeting resulting from the notice of call, indicating in the application the additional items they propose and preparing a report on the items they propose to discuss, as well as submit additional proposed resolutions on items already on the agenda, all together with the notification certifying the ownership of the aforementioned shareholding, issued by the intermediaries who hold the accounts on which the shares are registered.

Calling and supplementing the items on the agenda at the request of shareholders is not permitted for matters on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Board of Directors or on the basis of a project or report prepared by the Board of Directors, other than those specified in Article 125-ter, first paragraph, of the Italian Consolidated Financial Act.

Any additions to the agenda will be announced at least fifteen days before the date set for the Meeting in the same form as the publication of this notice.

Similarly, reports prepared by Shareholders requesting additions to the items on the agenda, accompanied by any evaluations of the Board of Directors, will be made available to the public in the same form and procedures as the documents for the Shareholders' Meeting.

## **INFORMATION ON SHARE CAPITAL**

The Company's share capital amounts to Euro 6,680,000.00, divided into 24,619,985 ordinary shares and 710,000 special shares, all with no indication of par value.

Each ordinary share entitles the holder to one vote at the Company's ordinary and extraordinary shareholders' meetings, while special shares have no voting rights.

As of the date of this Notice of call, the Company holds, no. 150.815 treasury shares representing 0,613% of the Company's share capital.



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The Articles of Association are available on the website [www.revoinsurance.com](http://www.revoinsurance.com), in the section Corporate Governance/Corporate Governance Structure.

## DOCUMENTS

In accordance with current regulations, the documents relating to the Shareholders' Meeting will be made available to the public, under the terms and conditions provided by law, at the Registered Office, on the information storage mechanism authorized by CONSOB called "1info," and on the Company's website [www.revoinsurance.com](http://www.revoinsurance.com), in the section Corporate Governance/Corporate Bodies and Management/Shareholders' Meeting.

In particular, will be made available the full text of the proposed resolutions and the reports of the Board of Directors on the items on the agenda, both for the ordinary and extraordinary parts of the Shareholders' Meeting, the related annexes, the annual financial report and the other documents referred to in Article 154-ter of Legislative Decree no. 58/1998 and thus the draft financial statements for the year and the consolidated financial statements as of 31<sup>st</sup> December 2022, accompanied by the Reports of the Board of Directors, the Board of Statutory Auditors and the External Auditors, as well as the declarations signed by the Manager in charge of drafting corporate accounting documents, the annual Report on corporate governance and ownership structures, and the Report on remuneration policy and payments.

In addition, at least fifteen days before the Shareholders' Meeting, and only at the Company's registered office, the financial statements of the subsidiary REVO Underwriting S.r.l. will be filed.

In case you intend to retrieve copies of the aforementioned documents by going to the Company's office, in order to better organize and manage access to the Company's premises, please be sure to give at least 24 hours notice of your intention to access them by email to: [corporate@revoinsurance.com](mailto:corporate@revoinsurance.com).

For further information regarding this Shareholders' Meeting, please refer to the section of the Company's website [www.revoinsurance.com](http://www.revoinsurance.com) under Corporate Governance / Corporate Bodies and Management /

Shareholders' Meeting dedicated to this Shareholders' Meeting.

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This Notice of call is published on the Company's website ([www.revoinsurance.com](http://www.revoinsurance.com), in the Corporate Governance / Corporate Bodies and Management / Shareholders' Meeting section), on Borsa Italiana S.p.A., on the dissemination and storage information mechanism authorized by CONSOB called "1info" and, in excerpt, in the daily newspaper "Italia Oggi" of 17<sup>th</sup> March, 2023.

Verona, 16<sup>th</sup> March 2023

For the Board of Directors

The Chairwoman

Antonia Boccadoro