

## **NOTICE OF CALL OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING**

Those entitled to vote at the Shareholders' Meeting of Gpi S.p.A., are hereby convened, in a single call, for an Ordinary and Extraordinary Shareholders' Meeting to be held on 15 November 2024, at 11:00 a.m., at the Company's offices located in Trento, Viale A. Olivetti No. 7, to discuss and pass resolutions pertaining to and resulting from the following

### **AGENDA**

#### **EXTRAORDINARY SESSION**

1. Amendments to Articles 9.2, 10.2, 10.4 (Shareholders' meeting), 16.3, 17.1, 17.6 (now renumbered 17.10), 17.7, (Board of Directors), 20.5 (Board of Statutory Auditors) and 30.1, 30.2, 30.4 (Further transitional provisions) of the Articles of Association; introduction of Articles 10.5, 10.6 (Shareholders' meeting), 17.3, 17.4 (Board of Directors); deletion of Article 6.15 (Share capital) of the Articles of Association; relocation of Article 17.2, paragraph 3, to Article 17.5 (Board of Directors) without change; consequent renumbering of Articles 17.3, 17.4, 17.5, 17.6 (Board of Directors) of the Articles of Association. Related and consequent resolutions.

#### **ORDINARY SESSION**

1. Proposal to distribute an extraordinary dividend to Shareholders as well as part of the Share premium reserve;
2. Report on the remuneration policy: approval of Section I, "Remuneration Policy";
3. Updating of the Shareholders' Meeting Regulation.

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#### **PROCEDURES FOR THE CONDUCT OF THE MEETING**

Gpi S.p.A. has resolved to avail itself of the option – established pursuant to Article 106 of Decree-Law No. 18 of 17 March 2020 (the "Cura Italia" Decree), converted with amendments into Law of 24 April 2020 as subsequently amended and most recently extended by Article 11 of Law no. 21 of 05 March 2024, published in the Official Journal on 12 March 2024 - to provide that Shareholders' participation in the Shareholders' Meeting shall take place exclusively through the Representative appointed pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998.

In derogation to Art. 135-*undecies* of Italian Legislative Decree No. 58 of 24 February 1998, the Appointed Representative may also be granted proxies or sub-delegations pursuant to Article 135-*novies* of the same Legislative Decree.

Attendance at the Shareholders' Meeting by the authorised persons (the members of the corporate bodies, the Secretary in charge and the Appointed Representative), may also take place by means of telecommunication in the manner individually communicated to them, in compliance with the applicable regulatory provisions for this eventuality.

The due constitution of the Shareholders' Meeting and the validity of resolutions on items on the agenda are governed by law and the Articles of Association.

There are no procedures for voting by correspondence or by electronic means.

#### **GPI SpA**

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 Cap. Soc. Euro 13.890.324,40 i.v.



## **LEGITIMACY TO INTERVENE AND VOTE IN THE MEETING**

Those who hold voting rights at the end of *the seventh trading day preceding the date set for the Shareholders' Meeting* in single call (i.e. 06 November 2024) are entitled to attend the Shareholders' Meeting - exclusively through the Appointed Representative, as specified below.

Credit or debit entries made to the accounts after this deadline do not count for the purposes of entitlement to exercise voting rights at the Shareholders' Meeting. Those who hold shares with voting rights after 6 November 2024 will therefore not be entitled to attend and vote at the Shareholders' Meeting.

Pursuant to Article 83-sexies of Legislative Decree No. 58 of 24 February 1998, the entitlement to attend the Shareholders' Meeting and exercise voting rights is certified by a communication to the Company, made by the intermediary in accordance with its accounting records, in favour of the person entitled to vote.

The intermediary's notice referred to above must be received by the Company *by the end of the third trading day prior* to the date set for the Shareholders' Meeting in single call (i.e. by 12 November 2024). This does not affect the right to attend and vote even if the communication is received by the Company after the deadline, provided that it has been received before the start of the meeting's work.

## **PARTICIPATION IN THE MEETING AND GRANTING OF PROXY TO THE APPOINTED REPRESENTATIVE**

Participation in the Shareholders' Meeting by those entitled to vote will take place exclusively through Computershare S.p.A. Representative appointed by the Company pursuant to Art. 135-undecies of Legislative Decree no. 58 of 24 February 1998 and the aforementioned 'Cura Italia' Decree (the '**Appointed Representative**'), as most recently amended.

### **A. Delegation of power pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998 (the "Appointed Representative")**

Shareholders who wish to participate in the Shareholders' Meeting must grant the Appointed Representative a proxy - with voting instructions on all or some of the proposed resolutions on the items on the agenda - using the specific proxy form, also electronic, prepared by the Appointed Representative in agreement with the Company, available on the Company's website at <https://www.gpigroup.com/en/investors/events/-Meetings>, where there is a link to a procedure for submitting the proxy electronically.

The proxy form with voting instructions must be submitted according to the instructions on the proxy form and on the Company's website by the second trading day prior to the Shareholders' Meeting (i.e. by 13 November 2024) and within the same deadline the proxy may be revoked.

The Appointed Representative will be available for clarification or information at + 39 02 4677 6809 - +39 02 4677 6814 or at [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

The proxy thus conferred shall be effective only for those proposals in respect of which voting instructions have been given.

### **B. Delegation and/or sub-delegation pursuant to Article 135-novies of Legislative Decree no. 58 of 24 February 1998 (the 'Ordinary Proxy')**

Those who do not avail themselves of the proxies pursuant to Article 135-undecies of Legislative Decree no. 58 of 24 February 1998 and, notwithstanding Article 135-undecies, paragraph 4 of the same Legislative Decree, alternatively, they may also grant the Appointed Representative proxies or sub-delegations pursuant to Article 135-novies of the same Legislative Decree by means of the form, in the manner and by the deadline indicated on the aforementioned Company website (i.e. by 12 o'clock on 14 November 2024).

The Appointed Representative will be available for clarification or information at + 39 02 4677 6809 - +39 02 4677 6814 or at [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

The proxy thus conferred shall be effective only for those proposals in respect of which voting instructions have been given.

## **INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS**

Pursuant to Article 126-bis of Legislative Decree no. 58 of 24 February 1998, Shareholders who, also jointly, own at least one fortieth of the share capital may request in writing, within ten days of the publication of this notice of call (i.e. by 20 October 2024), the integration of the agenda of the Shareholders' Meeting, indicating in the request the additional items they propose, or submit additional proposals for resolutions on items already on the agenda. Requests must be sent by registered mail to the registered office (Legal Department

- Corporate Secretary's Office - at Via Ragazzi del '99 n. 13, Trento) or by communication to the certified e-mail address [gpi@pec.gpi.it](mailto:gpi@pec.gpi.it), accompanied by information on the identity of the Shareholders submitting them and by appropriate documentation proving the ownership of the aforesaid share issued by the authorised intermediary. By this deadline and in the same manner, a report must be submitted to the Board of Directors containing the justification of the resolution proposals on the new items proposed for discussion or the justification of the additional resolution proposals submitted on items already on the agenda.

Any additions to the agenda or the presentation of proposed resolutions on items already on the agenda shall be announced at least fifteen days prior to the date scheduled for the Shareholders' Meeting (i.e. no later than 31 October 2024) in the same manner as prescribed for the publication of this notice.

At the same time, the reports prepared by the proposing Shareholders themselves, accompanied by any evaluations by the Board of Directors, will be made available to the public, in the same form as the documents relating to the Shareholders' Meeting.

Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, upon the proposal of the directors or on the basis of a draft or a report prepared by them, other than those indicated in Article 125-ter, paragraph 1 of Legislative Decree No. 58 of 24 February 1998.

Persons entitled to vote, even if representing less than one fortieth of the share capital, may individually submit proposals for resolutions and/or votes on the items on the agenda, or proposals that may be submitted by law. In connection with the fact that participation in the Shareholders' Meeting is permitted only through the Appointed Representative, such proposals must be sent by registered mail to the registered office (Legal Department - Corporate Secretary's Office - at the above address) or by communication to the certified e-mail address [gpi@pec.gpi.it](mailto:gpi@pec.gpi.it), no later than 31 October 2024. Entitlement to individually submit resolution proposals is subject to the Company's receipt of the notice provided for in Article 83-sexies of Legislative Decree No. 58 of 24 February 1998. The proposals - subject to verification of their relevance to the items on the agenda as well as their correctness and completeness with respect to the applicable regulations - will be published by 02 November 2024 on the Company's website in order to enable those entitled to vote to express themselves in an informed manner, also taking into account these new proposals and, therefore, to allow the Appointed Representative to collect any voting instructions on them as well.

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

Pursuant to Article 127-ter of Legislative Decree No. 58 of 24 February 1998, those entitled to vote may ask questions on the items on the agenda before the Shareholders' Meeting. In order to facilitate its proper conduct and preparation, they must be received by the Company by the end of the seventh trading day prior to the date scheduled for the Shareholders' Meeting in single call (i.e. by 06 November 2024) by registered mail at the registered office (Legal Department - Company Secretariat - at the address indicated above) or by communication to the certified e-mail address [gpi@pec.gpi.it](mailto:gpi@pec.gpi.it) accompanied by appropriate documentation proving entitlement to exercise voting rights issued by the authorised intermediary.

Questions received by the deadline will be answered no *later than days prior* to the date set for the Shareholders' Meeting (i.e. by 12 November 2024). The Company may provide a single answer to questions with the same content.

#### **DOCUMENTS**

In compliance with current legislation, the documentation relating to the Shareholders' Meeting will be available, within the terms of the law, at the registered office, on the Company's website at the address <https://www.gpigroup.com/en/investors/events/-> Meetings and on the authorised storage mechanism "1INFO" ([www.1info.it](http://www.1info.it)), in particular:

- by 16 October 2024, the Report on the sole item on the agenda - extraordinary part and on the items under items "1" and "3" of the agenda - ordinary part, both including the relevant resolution proposals;
- by 25 October 2024, the Report on item "2" of the agenda - ordinary part - including the relevant resolution proposal;
- by 15 December 2024, the minutes of the Meeting.

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Please note that it is possible to request the above documentation by e-mail at the certified e-mail address [gpi@pec.gpi.it](mailto:gpi@pec.gpi.it).

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### **SHARE CAPITAL AND VOTING RIGHTS**

The Company's subscribed and paid-up share capital amounts to EUR 13,890,324.40, represented by 28,906,881 ordinary shares with no face value.

Each ordinary share entitles the holder to one vote at the Company's ordinary and extraordinary Shareholders' Meetings, with the exception of ordinary shares that, at the end of the *seventh trading day prior to the date set for the Shareholders' Meeting* in single call (*i.e. 06 November 2024*), have obtained the benefit of an increased vote pursuant to Article 6.4 et seq. of the Articles of Association.

As at the date of publication of this notice of call, this benefit had been assigned for 10,464,193 ordinary shares, corresponding to 36.20% of the share capital, and voting rights exercisable in the Company's ordinary and extraordinary shareholders' meetings amount to 39,371,074.

As at the date of this notice, the Company holds 18,353 treasury shares in its portfolio. Any subsequent change in the number of treasury shares held will be published on the Company's website and notified at the beginning of the meeting's proceedings.

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This notice is published on the Company's website at <https://www.gpigroup.com/en/investors/events/-Meetings>, on the authorised storage mechanism "1INFO" ([www.1info.it](http://www.1info.it)) and, in excerpt form, in the daily newspaper Domani of Friday 11 October 2024.

Trento, 30 September 2024

On behalf of the Board of Directors

The Chairman  
Luca D'Agnese