

## **NOTICE OF CALL OF 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 Shareholders' Meeting to be held on 29 April 2025, at 11.00 am, 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**

1. Approval of the financial statements at 31 December 2024 and presentation of the Group's consolidated financial statements at 31 December 2024;
2. Allocation of the net profit for the year;
3. Report on the remuneration policy and fees paid in financial year 2024: resolution (non-binding) on Section II, "Fees paid in financial year 2024";
4. Board of Directors integration;
5. Appointment of the members of the Board of Statutory Auditors;
6. Determination of the compensation of the members of the Board of Statutory Auditors;
7. Authorisation to purchase and dispose of treasury shares, subject to revocation of the resolution passed at the Shareholders' Meeting of 29 April 2024 with regard to unused shares.

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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 Decree Law no. 202 of 27 December 2024 converted with amendments into Law no. 15 of 21 February 2025, - to provide that the intervention of those entitled to vote at the Shareholders' Meeting shall take place exclusively through the Representative appointed pursuant to Article 135-*undecies* of Legislative Decree no. 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.

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

Those who hold voting rights at the end of the *7th trading day prior to the record date set for the Shareholders' Meeting* (i.e. 16 April 2025) are entitled to *attend the Shareholders' Meeting - exclusively through the Designated 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 16 April 2025 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 reach the Company *by the end of the 3rd trading day prior to the date set for the Shareholders' Meeting (i.e. by 24 April 2025)*. This does not affect the right to attend and vote even if the communication is received by the Company after the deadline, provided that they 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.

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, or sub-proxy prepared by the Appointed Representative in agreement with the Company, available on the Company's website at <http://www.gpiigroup.com/en/investors/events/> - *Shareholders' Meetings*, where there is a link to a procedure for submitting the proxy electronically.

The proxy or sub-proxy form with voting instructions must be submitted according to the instructions on the proxy form and on the Company's website *by the 2nd trading day prior to the Shareholders' Meeting (i.e. by 25 April 2025)* and within the same deadline the proxy may be revoked.

The Appointed Representative will be available for clarification or information on + 39 02 4677 6818 - 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 10 days of the publication of this notice of call (i.e. by 28 March 2025)*, 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 (Gpi S.p.A. - Legal Department - Corporate Secretary's Office - Via Ragazzi del '99 n. 13 - 38123 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 already on the agenda shall be announced *at least 15 days prior to the date scheduled for the Shareholders' Meeting (i.e. no later than 14 April 2025)* 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, *at least 15 days before the day scheduled for the Shareholders' Meeting*, individually submit proposals for resolutions and/or votes on the items on the agenda, or proposals that may be submitted by law. Such proposals must be sent by registered mail to the registered office (Gpi S.p.A. - Legal Department - Corporate Secretary's Office - Via Ragazzi del '99 n. 13 - 38123 Trento) or by communication to the certified e-mail address [gpi@pec.gpi.it](mailto:gpi@pec.gpi.it), by 14 April 2025. 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 16 April 2025 on the Company's website, as well as on the authorised storage mechanism '1INFO' ([www.1info.it](http://www.1info.it)) in order to enable those entitled to vote to express themselves in an informed manner, also taking into account such new proposals and, therefore, to enable 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 7th trading day prior to the date scheduled for the Shareholders' Meeting (i.e. by 16 April 2025)* by registered mail at the company's registered office (Gpi S.p.A. - Legal Department - Corporate Secretary's Office - Via Ragazzi del '99 n. 13 - 38123 Trento) 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.

Applications received within the deadline will be answered on the Company's website at <http://www.gpigroup.com/en/investors/events/> - Shareholders' Meetings by 24 April 2025 at the latest. The Company may provide a single answer to questions with the same content.

#### **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

It should be noted that, pursuant to Article 20 of the Articles of Association, the Board of Statutory Auditors consists of three standing members and three alternate members, who are appointed for three financial years and may be re-elected.

The members of the Board of Statutory Auditors must meet the requirements of eligibility, honourableness, professionalism, independence, and comply with the limit on the number of offices as set out in the legislation and regulations in force at the relevant time. For the purposes of Article 1(2)(b) and (c) of Ministry of Justice Decree No. 162 of 30 March 2000, as subsequently amended and supplemented, subjects relating to commercial law, company law, tax law, business economics, corporate finance, disciplines with a similar or comparable purpose, as well as sectors relating to IT, commerce, social, and healthcare services and the other sectors of activity indicated in the company's object, are considered as strictly related to the company's sphere of activity.

The Board of Statutory Auditors is appointed by the Shareholders' Meeting on the basis of lists, in accordance with Article 21 of the Articles of Association.

Lists may be submitted by shareholders with voting rights who, individually or together with other shareholders, at the date of submission of the list, hold a shareholding of not less than 2.5% of the share capital as established by CONSOB in Resolution No. 123 of 28 January 2025.

The ownership of the stake in the share capital is determined with reference to the shares registered in favour of the shareholders on the day on which the list is filed with the Company, with reference to the share capital subscribed as at the same date.

A shareholder may not submit more than one list, even if through a third party or trust company.

Shareholders belonging to the same group, meaning the parent company, subsidiaries, and companies subject to joint control, and shareholders adhering to a relevant shareholders' agreement pursuant to Article 122 of the Consolidated Law on Finance concerning the Company's shares may not submit more than one

list, even if through a third party or a trust company. Adhesions expressed in violation of this prohibition will not be attributed to any list.

Each list has two sections: one for candidates for the office of Standing Auditor, the other for candidates for the office of Alternate Auditor.

The lists contain the names, marked by a progressive number, of a number of candidates not exceeding the number of members to be elected. Each list shall contain the indication of at least one Standing Auditor and one Alternate Auditor. If the above obligations are not met, the list shall be considered as not submitted.

Each candidate may only appear on one list at risk of ineligibility.

For the purposes of compliance with the laws and regulations, including regulations, in force at *the time* on gender balance, each list that - taking into account both sections - includes a number of candidates equal to or greater than three, shall include candidates of different genders in the section concerning standing auditors. Moreover, if the section concerning alternate auditors indicates at least two candidates, they shall be of different genders. If the above obligations are not met, the list shall be deemed not to have been submitted.

Lists must be filed at the company's registered office (Gpi S.p.A. - Legal Department - Corporate Secretary's Office - Via Ragazzi del '99 n. 13 - 38123 Trento) or sent to the certified e-mail address [gpi@pec.gpi.it](mailto:gpi@pec.gpi.it) at least 25 days before the date set for the Shareholders' Meeting (i.e. by 4 April 2025), and must be accompanied by:

- a) information about the identity of the shareholders who have submitted the lists, with an indication of the total percentage of shareholding held, it being understood that the communication issued by the intermediary showing the ownership of such shareholding can be produced also after that date, provided that it is at least 21 days prior to the date set for the Shareholders' Meeting (i.e. by 8 April 2025);
- b) a declaration of the shareholders who have submitted the lists, other than those who hold a controlling or a relative majority interest, even jointly, certifying the absence of relationships with the latter, pursuant to applicable laws and regulations;
- c) exhaustive information on the personal and professional characteristics of the candidates, with an indication of the administration and control positions held in other companies, as well as a declaration by the same candidates certifying that they meet the requirements provided for by law and the Articles of Association, including those of honourableness, professionalism, and eligibility, their possession of the independence requirements established by the laws and regulations in force, also in light of the significance criteria defined ex ante by the Company in application of the specific recommendation contained in the Corporate Governance Code and set forth in the Explanatory Report, those relating to the limits on the accumulation of offices, as well as their acceptance of the candidacy and office, if elected.

Lists that do not comply with the above rules shall be disregarded.

Reference is also made to CONSOB Communication No. DEM/9017893 of 26 February 2009, which recommends that shareholders submitting a minority list also certify the absence of significant relations, indicated in the same Communication, with shareholders who hold, even jointly, a controlling or relative majority interest, or if not, that they indicate the existing significant relations and the reasons why they were not considered decisive for the existence of the relations of connection pursuant to the applicable laws and regulations.

In the event that, within the term of 25 days prior to the date of the Shareholders' Meeting (i.e. by 4 April 2025), only one list has been filed, or only lists filed by shareholders who are connected with each other pursuant to the laws and regulations in force, additional lists may be filed until the 3rd day following that deadline (i.e. until 7 April 2025) and the 2.5% threshold indicated above will be reduced by half.

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## **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 <http://www.gpigroup.com/en/investors/events/> - *Shareholders' Meetings* and on the authorised storage mechanism "1INFO" ([www.1info.it](http://www.1info.it)), in particular:

- by 20 March 2025, the Report on the topics under items "5" and "6" of the agenda;
- by 30 March 2025, the Reports on items "1" and "2" on the agenda, including the relevant resolution proposals;
- by 7 April 2025, the Annual Financial Report, also containing the Sustainability Report, and the other documents required by Article 154-ter, paragraph 1, of Legislative Decree No. 58 of 24 February 1998;
- by 8 April 2025, the illustrative Reports on the topics under items "3", "4" and "7" of the agenda;
- by 29 May 2025, 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 7th trading day prior to the date set for the shareholders' meeting* (the so-called *record date*, i.e. 16 April 2025), 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 18,798,614 ordinary shares, corresponding to 65.03% of the share capital, and voting rights exercisable in the Company's ordinary and extraordinary Shareholders' Meetings amount to 47,705,495.

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 <http://www.gpigroup.com/en/investors/events/> - *Shareholders' Meetings*, on the authorised storage mechanism "1INFO" ([www.1info.it](http://www.1info.it)) and, in excerpt form, in the daily newspaper "Domani" of Wednesday 19 March 2025.

Trento, 12 March 2025

On behalf of the Board of Directors  
The Chairman  
Luca D'Agnese