

**Eurotech S.p.A.**

**Registered office in Amaro (UD), Via Fratelli Solari n. 3/a**

**Share capital in Euro 8,878,946.00 fully paid up.**

**Registration number with the Register of Companies of Udine, Tax code and VAT number  
0179133030**

### **NOTICE OF ORDINARY SHAREHOLDERS' MEETING**

Pursuant to Article 106, paragraph 4, Decree Law No. 18 of March 17, 2020, relating to "*Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency from COVID-19*" (converted into law with amendments by Law No. 27 of April 24, 2020, and whose effectiveness was last extended by Decree Law No. 228 of March 30, 2021, converted into law with amendments by Law No. 15 of February 25, 2022, the "Decree"). 27, and the effectiveness of which was most recently extended by Decree Law No. 228 of December 30, 2021, converted into law with amendments by Law No. 15 of February 25, 2022, the "Decree"), Eurotech S.p.A. ("**Eurotech**" or the "**Company**") has decided to avail itself of the option established therein, providing that attendance at the Shareholders' Meeting by those entitled to attend may take place exclusively by granting proxy (or sub-delegation) to the representative designated by the Company pursuant to Article 135-undecies of Legislative Decree no. 58/1998 ("**TUF**").

Shareholders are called to the Ordinary Shareholders' Meeting to be held on **28 April 2022** at **10:00 a.m.**, in Amaro (UD), via Fratelli Solari 3/A, at the registered office of Eurotech S.p.A., in a single call, to resolve on the following

### **AGENDA**

1. Financial statements of "Eurotech S.p.A." as at 31 December 2021; Directors' report on operations for the year 2021; report of the Board of Statutory Auditors; report of the Independent Auditors. Related and consequent resolutions. Presentation of the Group's consolidated financial statements as at 31 December 2021 and related reports.
2. Allocation of net income. Related and consequent resolutions.
3. Report on remuneration policy and compensation paid;
  - 3.1 Approval of the remuneration policy pursuant to art. 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998;
  - 3.2 Deliberations on the "second section" of the report, pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58/1998.

4. Authorisation to purchase and dispose of own shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree no. 58/1998 and related implementing provisions, subject to revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 11 June 2021. Related and consequent resolutions.
5. Long-term share-based incentive plan, pursuant to Article 114-bis of Legislative Decree no. 58/1998. Related and consequent resolutions.
6. Integration of the Board of Statutory Auditors. Related and consequent resolutions.

### **Share capital information**

The Company's share capital amounts to EUR 8,878,946.00, represented by 35,515,784 ordinary shares with no par value. As of the date of this notice, the Company holds 89,920 treasury shares, equal to 0.25% of the share capital, whose voting rights are suspended pursuant to art. 2357-ter of the Italian Civil Code.

### **Entitlement to attend and vote at the Shareholders' Meeting - Participation in the Meeting**

Pursuant to art. 106 of the Decree, companies with listed shares can provide in the notice of call that the participation in the Shareholders' Meeting is carried out **exclusively** through the representative appointed pursuant to art. 135-undecies of the Consolidated Law on Finance; the said appointed representative can also be granted proxies and/or sub-delegations pursuant to art. 135-novies of the Consolidated Law on Finance, as an exception to art. 135-undecies, paragraph 4 of the Consolidated Law on Finance.

The Directors, the Statutory Auditors, the appointed representative, the representatives of the auditing firm and the meeting secretary, as well as the other subjects entitled by law, other than those who have the right to vote, may take part in the Shareholders' Meeting by means of telecommunications that also guarantee their identification; Eurotech will inform them of the instructions for taking part in the Meeting by means of telecommunications.

### ***Entitlement to attend and vote at the Shareholders' Meeting***

Each Common Share entitles the holder to one vote at the Company's Regular and Special Meetings.

Pursuant to art. 83-sexies of the Consolidated Law on Finance, the legitimacy to attend the Shareholders' Meeting and exercise the right to vote is certified by a communication to the Company, made by the intermediary authorised to keep accounts pursuant to the law, on the basis of the evidence in its accounting books relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting on single call, i.e. 19 April 2022 (*record date*); those who will hold the Company's shares only after that date will not be entitled to attend and vote at the Meeting. The notice from the intermediary must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on single call (i.e. by 25 April 2022). However, the legitimacy to attend and vote remains intact in case the notifications are received by

the Company after said deadline, provided that they are received before the beginning of the meeting's works.

***Attendance at the General Meeting and granting of proxy to the Shareholders' Representative***

**Pursuant to art. 106 of the Decree, the participation in the Shareholders' Meeting is allowed exclusively through the Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. - with registered office in Milan - the shareholders' representative appointed by the Company, pursuant to art. 135-undecies of the Consolidated Law on Finance (the "Shareholders' Representative" or "Designated Representative").**

The proxy with the voting instructions must be sent - using the specific form prepared by the Shareholders' Representative in agreement with the Company and available on the Company's website (at [www.eurotech.com](http://www.eurotech.com), Section "Investors/Shareholders Information") - together with a copy of a currently valid identity document of the Proxy Granter or, if the Proxy Granter is a legal person, of the pro tempore legal representative or of another subject with appropriate powers, together with appropriate documentation attesting their qualification and powers, to the Appointed Representative, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by April 26, 2022), according to the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified email address [assembly2022@pec.spafid.it](mailto:assembly2022@pec.spafid.it) (subject "Proxy for Eurotech 2022 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Spafid S.p.A., Foro Buonaparte no. 10, 20121 Milan (Ref. "Eurotech 2022 Shareholders' Meeting Proxy"), sending in advance a copy of the original, electronically reproduced (PDF) by ordinary e-mail to [assembly2022@pec.spafid.it](mailto:assembly2022@pec.spafid.it) (subject "Eurotech 2022 Shareholders' Meeting Proxy").

The proxy and voting instructions are revocable by the end of the second trading day prior to the date set for the Meeting (i.e., by April 26, 2022) in the manner set forth above.

The proxy has no effect with respect to proposals for which no voting instructions have been given.

It should be noted that the shares for which proxy has been given, even partially, are taken into account for the regular constitution of the Meeting. With regard to the proposals for which no voting instructions were given, the shares are not taken into account for the calculation of the majority and of the share capital required for the approval of resolutions.

It should also be noted that, pursuant to the said Decree, the Shareholders' Representative may also be granted proxies and/or sub-delegations pursuant to art. 135-novies of the Consolidated Law on Finance, as an exception to art. 135-undecies, paragraph 4, of the Consolidated Law on Finance, by means of the specific proxy form available on the Company's website (at [www.eurotech.com](http://www.eurotech.com), "Investors/Shareholders information" section).

For the transmission and revocation of proxies/subdelegations, the procedures described above shall be followed and also reported in the proxy form. The proxy must be received by 6.00 p.m. on the day before the meeting (and in any case before the beginning of the meeting's works).

The Shareholders' Representative will be available for clarification or information at the e-mail address [confidential@spafid.it](mailto:confidential@spafid.it) or at the following telephone number (+39) 0280687.335/319 (during open office days, from 9:00 a.m. to 5:00 p.m.).

Please note that there is no provision for electronic or postal voting.

#### **Right to request additions to the agenda and to submit new proposals for resolutions**

Pursuant to art. 126-bis of the Consolidated Law on Finance, the Shareholders who, also jointly, represent at least one fortieth of the share capital may request, within ten days from the publication of this notice (i.e. by 8 April 2022), the integration of the list of the items to be discussed, indicating in the request the additional issues that they propose or submit proposals for resolutions on items already on the agenda. Entitlement to exercise this right is attested by a communication to the Company from the authorized intermediary pursuant to Article 43 of the Single *Post-trading* Measure of Consob and the Bank of Italy of August 13, 2018 ("*Discipline of central counterparties, central depositories and centralized management activity*") (the "**Joint Measure**"). The application must be submitted in writing to the certified mail address [eurotechgroup@legalmail.it](mailto:eurotechgroup@legalmail.it), provided that it is received by the Company within the aforementioned deadline; within the aforementioned deadline and in the same manner, a report must be submitted by any proposing Shareholders, containing the reasons for the resolution proposals on the new matters they propose to deal with, or the reasons relating to the additional resolution proposals submitted on matters already on the agenda. Notice of additions to the agenda or of the presentation of further resolution proposals on items already on the agenda shall be given, in the same forms prescribed for the publication of the notice of call, at least fifteen days before the date set for the single call of the Shareholders' Meeting (i.e. by 13 April 2022). At the same time as the publication of the integration notice or the presentation, the report prepared by the requesting Shareholders will be made available to the public, in the same forms set out for the documents relating to the Meeting, together with any assessment by the administrative body.

Please note that the integration is not allowed for those issues on which the Shareholders' Meeting resolves, according to the law, upon proposal of the Directors or based on a project or a report prepared by them, other than those pursuant to art. 125-ter, paragraph 1 of the Consolidated Law on Finance.

#### **Faculty to submit proposals for resolutions individually before the Meeting**

In addition to the above, taking into account that the participation in the Shareholders' Meeting is envisaged exclusively through the Appointed Representative, the persons entitled to participate in the Shareholders' Meeting who intend to submit proposals for resolutions on the items on the agenda are invited to submit them in advance, by 13 April 2022, by the same means indicated in the paragraph above, i.e. in writing to the certified e-mail address [eurotechgroup@legalmail.it](mailto:eurotechgroup@legalmail.it). Such proposals will

be published on the Company's *website* by April 15, 2022, in order to allow those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and to allow the Designated Representative to collect voting instructions, if any, on the same. The applicant shall provide the certification attesting the ownership of the stake and a copy of a valid identity document (for natural persons) or of the documentation attesting the relevant powers (for legal persons).

#### **Right to propose questions on agenda items**

Pursuant to art. 127-ter of the Consolidated Law on Finance, those who are entitled to vote may submit questions on the items on the agenda before the Shareholders' Meeting, but in any case no later than the seventh trading day prior to the date of the Shareholders' Meeting (*record date*), i.e. by 19 April 2022, by sending the questions by electronic communication to the certified e-mail address [eurotechgroup@legalmail.it](mailto:eurotechgroup@legalmail.it). The legitimacy to exercise this right is certified by a communication to the Company by the qualified intermediary pursuant to art. 43, paragraph 1 of the Joint Measure; however, this certification is not necessary if the Company receives the communication from the intermediary required to participate in the Shareholders' Meeting. The questions received before the Shareholders' Meeting shall be answered, after having verified the relevance of the questions with regard to the items on the agenda of the Meeting and the legitimacy of the applicant, at least three days before the date of the Meeting (i.e. by 25 April 2022), by means of publication in a dedicated section of the Company's *website*, also in order to allow those entitled to vote taking into account the answers to said questions, with the right for the Company to provide a single answer to the questions having the same content.

#### **Documentation**

The documentation relating to the General Meeting, as required by current regulations, has been or will be published on the Company's *website* [www.eurotech.com](http://www.eurotech.com) (Investors/Shareholder Information section), and on the authorized storage mechanism "1info", which can be consulted at [www.1info.it](http://www.1info.it), in the following terms:

- at least 30 days before the date of the Shareholders' Meeting on single call, i.e. by 29 March 2022, the Directors' Reports on items 1, 2, 4, 5 and 6 of the agenda, as well as the information document pursuant to art. 84-bis of the Issuers' Regulation;
- as from 31 March 2022, the Annual Financial Report as at 31 December 2021 pursuant to art. 154-ter of the Consolidated Law on Finance;
- at least 21 days prior to the date of the single call of the Shareholders' Meeting, i.e. by 7 April 2022, the Directors' Report on item no. 3 of the agenda, as well as the Report on remuneration policy and remuneration paid drawn up pursuant to art. 123-ter of the Consolidated Law on Finance and 84-quater of the Issuers' Regulation.

This notice of call is published, pursuant to art. 125-bis of the Consolidated Law on Finance and art. 84 of the Issuers' Regulations, as well as pursuant to art. 7 of the Articles of Association, on the

Company's *website* [www.eurotech.com](http://www.eurotech.com) (Investors/Shareholders' Information section) and on the authorised storage mechanism "1info" available on the website [www.1info.it](http://www.1info.it), as well as, in extract, in the daily newspaper "Italia Oggi" of 29 March 2022.

For the Board of Directors  
The Chairman Patrizio Mapelli

Amaro (UD), March 29, 2022

*This document has been translated into English for the convenience of readers outside Italy.  
The original Italian document should be considered the authoritative version.*