

Eurotech S.p.A.

Registered office in Amaro (UD), Via Fratelli Solari No. 3/A

Share capital in Euro 8,878,946.00 i.v.

Registration number with the Register of Companies of Udine, C.F. and VAT number 0179133030

NOTICE OF ORDINARY MEETING OF SHAREHOLDERS

Pursuant to Article 106, Paragraph 4, Decree Law No. 18 of March 17, 2020, on "*Measures to strengthen the National Health Service and provide 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. 198 of December 29, 2022, and converted into law with amendments by Law No. 14 of February 24, 2023, the "Decree"), Eurotech S.p.A. ("Eurotech" or the "Company") has decided to adopt the following measures 198, converted into law, with amendments, by Law No. 14 of February 24, 2023, the "**Decree**"), Eurotech S.p.A. ("**Eurotech**" or the "**Company**") has decided to avail itself of the faculty 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 hereby called to the Ordinary Shareholders' Meeting to be held on **April 27, 2023** 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 deliberate on the following

AGENDA

1. Annual financial statements of "Eurotech S.p.A." as of December 31, 2022; Directors' report on operations for the year 2022; Board of Statutory Auditors' report; Independent Auditors' report. Related and consequent resolutions. Presentation of the Group's consolidated financial statements as of December 31, 2022 and related reports.
2. Allocation of the operating result. Resolutions pertaining thereto and consequent thereto.
3. Report on remuneration policy and compensation paid;
 - 3.1 approval of the remuneration policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree 58/1998;
 3. 2 deliberations on the "second section" of the report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree 58/1998.
4. Authorization to purchase and dispose of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Civil Code, as well as Article 132 of Legislative Decree 58/1998 and its implementing provisions, subject to revocation of the authorization

granted by the Ordinary Shareholders' Meeting of April 28, 2022. Related and consequent resolutions.

5. Determination of the number of members of the Board of Directors. Pertinent and consequent resolutions.
6. Appointment of Directors. Resolutions pertaining thereto and consequent thereto.
7. Appointment of the Chairman of the Board of Directors. Resolutions pertaining thereto and consequent thereto.
8. Determination of the compensation of the Chairman of the Board of Directors and Directors. Related and consequent resolutions .
- 9 Appointment of Statutory Auditors. Pertinent and consequent resolutions.
10. Appointment of the Chairman of the Board of Statutory Auditors. Related and consequent resolutions .
11. Determination of the remuneration of the Chairman of the Board of Statutory Auditors and Standing Auditors. Pertinent and consequent resolutions.
12. Integration of fees due to the independent auditing firm for fiscal years 2021-2022. Pertinent and consequent resolutions.
13. Appointment of statutory auditors for fiscal years 2023-2031. Related and consequent resolutions .

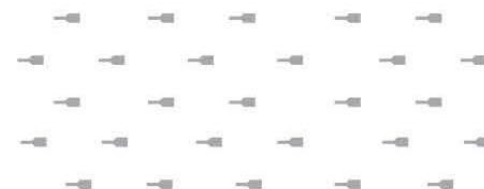
Capital stock information

The Company's share capital is 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 255,606 treasury shares, representing approximately 0.72% of the share capital, the voting rights of which are suspended pursuant to Article 2357-ter of the Civil Code.

Entitlement to attend and vote at the meeting - Attendance at the meeting.

Pursuant to Article 106 of the Decree, companies with listed shares may stipulate in the notice of call that attendance at the Shareholders' Meeting is to be conducted **exclusively** through the designated representative pursuant to Article 135-undecies of the TUF; the aforementioned designated representative may also be granted proxies and/or sub-delegates pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF.

The Directors, the Statutory Auditors, the designated representative, the representatives of the auditing firm and the secretary of the meeting as well as other persons entitled under the law, other than those who are entitled to vote, may attend the Meeting by telecommunication means that also ensure their identification; instructions for attending the Meeting by telecommunication means will



be made known to them by Eurotech.

Entitlement to speak and vote at the Assembly

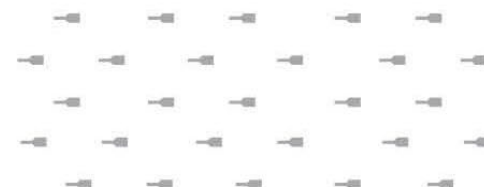
Each ordinary share entitles the holder to one vote at ordinary and extraordinary meetings of the Company.

Pursuant to Art. 83-*sexies* of the TUF, the entitlement to attend the Shareholders' Meeting and exercise voting rights is attested by a communication to the Company, made by the intermediary authorized to keep accounts in accordance with the law, on the basis of the evidence of its accounting records relating to the end of the accounting day of the seventh open market day preceding the date set for the Shareholders' Meeting on single call, i.e., April 18, 2023 (*record date*); those who are found to be holders of the Company's shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting. The notice from the intermediary must be received by the Company by the end of the third trading day preceding the date set for the Meeting on single call (i.e., by April 24, 2023). However, the entitlement to attend and vote remains intact if the notices are received by the Company after this deadline, provided that they are received by the start of the meeting proceedings.

Attendance at the Meeting and granting proxy to the Shareholders' Representative

Pursuant to Article 106 of the Decree, attendance at the Shareholders' Meeting is permitted exclusively through Monte Titoli S.p.A. - with registered office in Milan - the Shareholders' representative designated by the Company, pursuant to Article 135-*undecies*, of the TUF (the "Shareholders' Representative" or "Designated Representative").

The proxy with voting instructions must be received - using the specific form prepared by the same Shareholders' Representative in agreement with the Company and available on the Company's *website* (at www.eurotech.com, Investors/Shareholders' Meeting Section) - together with a copy of a currently valid identity document of the Proxy Grantee or, if the Proxy Grantee is a legal person, of the *pro tempore* legal representative or other person with appropriate powers, together with appropriate documentation attesting to his/her qualification and powers, to the Designated Representative, by the end of the second trading day preceding the date of the Shareholders' Meeting (i.e. by April 25, 2023), in the following alternative ways: (i) transmission of an informatically reproduced copy (PDF) to the certified e-mail address RD@pec.euronext.com (subject line "Eurotech 2023 Shareholders' Meeting Proxy") from one's own certified mailbox (or, failing that, from one's own ordinary mailbox, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); (ii) transmission in original, by courier or registered mail A/R to the c.a. Register Services area, at Monte Titoli S.p.A., Piazza degli Affari No. 6, 20123 Milan, Italy (Ref. "Proxy Eurotech 2023 Shareholders' Meeting") by anticipating an electronically reproduced copy (PDF) by e-mail to the mailbox RD@pec.euronext.com (subject "Proxy Eurotech 2023 Shareholders' Meeting").



The proxy and voting instructions are revocable by the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e., by April 25, 2023) in the manner indicated above.

The proxy has no effect with respect to proposals for which voting instructions have not been given.

It should be noted that shares for which proxies have been given, even partial proxies, 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 capital share required for the approval of resolutions.

It should also be noted that, pursuant to the aforementioned Decree, proxies and/or sub-delegations may also be granted to the Shareholders' Representative pursuant to Article 135-*novies of the TUF*, as an exception to Article 135-*undecies*, paragraph 4, of the TUF, by means of the special proxy form available on the Company's *website* (at www.eurotech.com, Section "Investors / Shareholders' Meeting").

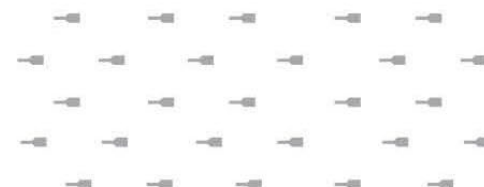
For the transmission and revocation of proxies/sub-delegations, the procedures described above and also stated in the proxy form must be followed. The proxy must be received by 6:00 p.m. on the day before the meeting (and in any case before the start of the meeting proceedings).

For any clarifications regarding the granting of proxy (and in particular about the completion of the proxy form and voting instructions and their transmission), persons entitled to participate in the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail at RegisterServices@euronext.com at (+39) 02.33635810 on open office days, from 9:00 a.m. to 5:00 p.m.

It should be noted that there are no plans to vote electronically or by mail.

Right to request additions to the agenda and submit new resolution proposals by members holding at least 2.5% of the share capital

Pursuant to Article 126-*bis* of the TUF, shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of this notice (i.e., by March 27, 2023), the integration of the list of items to be discussed, indicating in the request the additional items they propose or submit resolution proposals 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 Provision on *Post-Trading of Consob* and the Bank of Italy of August 13, 2018 ("*Regulation of Central Counterparties, Central Depositories and Centralized Management Activity*") (the "**Joint Provision**"). The application must be submitted in writing to the certified mail address eurotechgroup@legalmail.it, provided that it is received by the Company within the aforementioned deadline; within said deadline and in the same manner, a report must be submitted by any proposing shareholders, if any, stating the reasons for the proposed resolutions on the new matters they propose to deal with or the reasons for the additional proposed resolutions on matters already on the agenda.



Of the additions to the agenda or the presentation of additional proposed resolutions on matters already on the agenda, notice shall be given, in the same forms prescribed for the publication of the notice of the Meeting, at least fifteen days before the date set for the Meeting on single call (i.e. by April 12, 2023). At the same time as the publication of the notice of integration or presentation, the report prepared by the requesting Shareholders, accompanied by any evaluations of the administrative body, will be made available to the public in the same forms as prescribed for the documents relating to the Shareholders' Meeting.

It should be noted that supplementation is not permitted for matters on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a project or report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF.

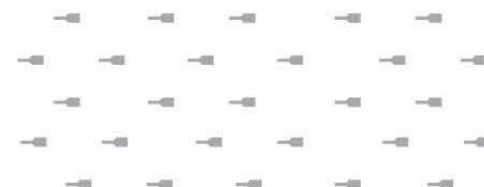
Members may individually submit proposed resolutions to the meeting as outlined below.

Other shareholder rights

Since attendance at the Shareholders' Meeting is provided exclusively through the Designated Representative, eligible shareholders who wish to make individual proposals for resolutions and votes on items on the agenda, including those related to the renewal of corporate bodies, may submit such proposals by April 12, 2023. Proposals, containing the item on the agenda of the Shareholders' Meeting to which they refer, the text of the proposed resolution, and the personal data of the applicant (last name and first name, place and date of birth, tax code, or all identifying data in the case of an entity or company), must be submitted, together with certification attesting to the ownership of the shareholding of the applicant shareholders, in writing to the certified mail address eurotechgroup@legalmail.it. Such proposals will be published by April 14, 2023 on the Company's website www.eurotech.com (Section "Investors/Shareholders' Meeting"), in order to enable those entitled to vote to express themselves in an informed manner also taking into account such new proposals and to enable the Designated Representative to collect voting instructions, if any, on the same.

Right to propose questions on agenda items

Pursuant to Article 127-ter of the TUF, those entitled to vote may submit questions on the items on the agenda prior to the Shareholders' Meeting, but in any case no later than the seventh open market day preceding the date of the Shareholders' Meeting (*record date*), i.e., by April 18, 2023, by sending the questions by means of electronic communication to the certified e-mail address eurotechgroup@legalmail.it. Entitlement to exercise this right is certified by a communication to the Company from the authorized intermediary pursuant to Article 43, paragraph 1, of the Joint Measure; however, such certification is not necessary in the event that the Company receives the communication from the said intermediary required for participation in the Shareholders' Meeting.



Questions received prior to the Shareholders' Meeting shall be answered, after verifying the relevance of the questions with the items on the agenda of the Shareholders' Meeting and the legitimacy of the requester, at least three days prior to the date of the Shareholders' Meeting (i.e., by April 24, 2023), by means of publication in a special section of the Company's *website*.

Appointment of the Board of Directors

Pursuant to Article 14 of the Articles of Association, the appointment of the Board of Directors will take place, in compliance with the *pro tempore* regulations concerning gender balance, on the basis of lists submitted by the shareholders in the manner specified below, in which the candidates must be listed by means of a progressive number. Only shareholders who, alone or together with others, represent the percentage of capital established by legal or regulatory provisions are entitled to submit lists. In this regard, pursuant to Article 14 of the Articles of Association, the shareholding percentage required for the submission of lists for the election of the Company's administrative body is determined as 2.5 percent of the share capital.

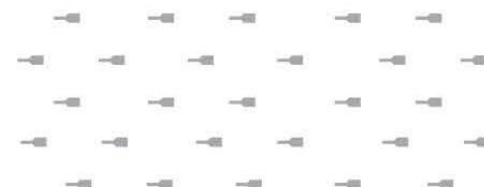
Lists must be submitted by the twenty-fifth day prior to the date of the Shareholders' Meeting, i.e., by Sunday, April 2, 2023, by electronic communication to the certified mail address eurotechgroup@legalmail.it, together with a copy of a valid identity document of the presenters.

It will also have to be deposited, within the deadline provided for by the applicable regulations for the publication of the lists by the Company - and, therefore, also after the filing of the list, provided that it is at least twenty-one days before the date set for the Shareholders' Meeting on single call, i.e., by Thursday, April 6, 2023 - the appropriate certification issued by an intermediary authorized to keep accounts in accordance with the law proving ownership, at the time of the filing with the Company of the list, of the number of shares required for the presentation itself, by sending to the Company itself (by the authorized intermediary) the notice provided for in Art. 43 of the Joint Measure. Please note that the ownership of said shareholding is determined with regard to the shares that are registered in favor of the shareholder on the day the lists are submitted to the Company.

Please note that Directors must meet the requirements of the law and the Bylaws. Lists that present a number of candidates equal to or greater than 3 (three) must be composed of candidates belonging to both genders, so that at least two-fifths (in any case rounded up) of the candidates belong to the less represented gender.

For further information on the procedures and deadlines as well as on the documentation to be filed for the submission of lists, please refer to what is more fully described in the Directors' Report on Item No. 6 on the agenda and, in general, to the applicable provisions of the law and the Articles of Association. Lists submitted without complying with the above provisions are considered as not submitted.

The lists will also be subject to the other forms of publicity provided for by the laws and regulations



pro tempore in force. Specifically, at least twenty-one days prior to the date of the Shareholders' Meeting (i.e., Thursday, April 6, 2023), the lists shall be made available to the public on the Company's *website* and in such other manner as CONSOB may provide by regulation.

Appointment of the Board of Statutory Auditors

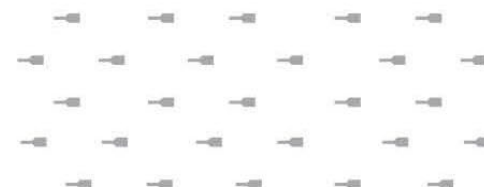
Pursuant to Article 26 of the Bylaws, the appointment of the Board of Statutory Auditors will take place, in compliance with the *pro tempore* regulations concerning gender balance, on the basis of lists submitted by the Shareholders in which the candidates are listed by a progressive number, in the manner specified below. Only those Shareholders who, alone or together with others, represent the percentage of capital established by legal or regulatory provisions are entitled to submit lists. In this regard, pursuant to Article 26 of the Articles of Association, the shareholding percentage required for the submission of lists for the election of the Company's controlling body is determined as 2% of the share capital.

Lists must be submitted by the twenty-fifth day prior to the date of the Shareholders' Meeting, i.e., by Sunday, April 2, 2023, by electronic communication to the certified mail address eurotechgroup@legalmail.it, together with a copy of a valid identity document of the presenters.

Pursuant to the provisions of Article 144-*sexies*, paragraph 5, of Consob Regulation no. 11971/1999, as subsequently amended, (the "**Issuers' Regulations**"), in the event that only one list, or only lists submitted by shareholders between whom there are significant relationships pursuant to the laws and regulations *pro tempore* in force, have been filed by the expiration date of the deadline for the submission of lists as indicated above (Sunday, April 2, 2023), lists may be submitted until the 3rd (third) day following such date, i.e., no later than (and not later than) Wednesday, April 5, 2023 (the "**Reopening of the Deadline**"); in case of Reopening of the Deadline, the minimum threshold for the submission of lists is reduced to half, i.e., 1% of the share capital.

Pursuant to Article 144-*sexies*, paragraph 4-*quater*, of the Issuers' Regulations, the ownership of the total shareholding held by the Shareholders submitting the list shall be attested by the intermediary authorized to keep accounts sending to the Company the notice provided for in Article 43 of the Joint Measure, even after the filing of the list, provided that it is at least twenty-one days before the date set for the Shareholders' Meeting on single call, i.e., by Thursday, April 6, 2023. In case of Reopening of the Deadline, the aforementioned notice may be sent to the Company by Thursday, April 6, 2023. Please note that the ownership of said shareholding is determined having regard to the shares that are registered in favor of the shareholder on the day the lists are filed with the Company.

Please note that Statutory Auditors must meet the requirements of the law and the Articles of Association. Lists that present a total number of candidates equal to or greater than 3 (three) must be composed of candidates belonging to both genders, so that at least two-fifths (in any case rounded down, pursuant to Consob Communication No. 1/20 of January 30, 2020) of the candidates for the office of Statutory Auditor and the candidates for the office of Alternate Auditor belong to



the less represented gender in the list itself.

For further information on the procedures and deadlines as well as on the documents to be filed for the presentation of lists, please refer to what is more fully described in the Directors' Report on Item No. 9 on the agenda and, in general, to the applicable provisions of the law and the Articles of Association. Lists submitted without complying with the above provisions are considered as not submitted.

The lists will also be subject to the forms of publicity prescribed by the laws and regulations *pro tempore in force*. Specifically, at least twenty-one days prior to the date of the Shareholders' Meeting (i.e., Thursday, April 6, 2023), the lists (including in the case of a Reopening of the Deadline) shall be made available to the public on the Company's *website* and in such other manner as Consob may prescribe by regulation.

Documentation

The Reports of the Board of Directors with the full text of the proposed resolutions and additional documentation relating to the Shareholders' Meeting required by current regulations, including the annual financial report, have been or will be made available at the registered office, in Amaro (UD), via Fratelli Solari 3/a, on the Company's *website* www.eurotech.com (section Investors / Shareholders' Meeting), and on the authorized storage mechanism "1info," which can be consulted at www.1info.it, within the terms of the law.

This notice is published, pursuant to Article 125-bis of the TUF and Article 84 of the Issuers' Regulations, as well as pursuant to Article 7 of the Articles of Association, on the Company's *website* (at www.eurotech.com, Section "Investors / Shareholders' Meeting") and on the authorized storage mechanism "1info" available at www.1info.it on March 17, 2023, as well as, in excerpts, in the March 18, 2023 edition of the daily newspaper "Italia Oggi."

For the Board of Directors.
President Patrizio Mapelli

Amaro (UD), March 17, 2023

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

