



**Fine Foods & Pharmaceuticals N.T.M. S.p.A.**

Registered office in Zingonia Verdellino (BG), Via Berlino, 39  
VAT no./Tax code 09320600969 - Economic and Administrative Index: BG - 454184  
Share Capital: € 22,770,445.02 fully paid-up

*This Ordinary Shareholders' Meeting Notice of Call has been translated into English solely for the convenience of the international reader. In the event of conflict or inconsistency between the terms used in the Italian version and the English version, the Italian version shall prevail, as the Italian version constitutes the sole official document.*

**ORDINARY SHAREHOLDERS' MEETING NOTICE OF CALL**

Those entitled to attend and exercise their voting rights are called to the Ordinary Shareholders' Meeting of Fine Foods & Pharmaceuticals N.T.M. S.p.A. (the "**Company**") on 10 May 2022, at 3 pm, on a single call, exclusively by electronic means, to discuss and resolve the following

**AGENDA**

1. 31 December 2021 Financial Statements, related and consequent resolutions:
  - 1.1 approval of the 31 December 2021 Company Financial Statements, accompanied by the Board of Directors' Annual Report; the Board of Statutory Auditors and Auditing Company Reports; Presentation of the 31 December 2021 Consolidated Financial Statements and the Consolidated Non-Financial Statement prepared under Legislative Decree no. 254/2016 for the 2021 financial year;
  - 1.2 allocation of the result for the year;
2. Dividend distribution. Related and consequent resolutions;
3. Authorisation to buyback and dispose of treasury shares under articles 2357 and 2357-ter of the Civil Code, subject to the revocation of a previous Shareholders' Meeting authorisation dated 21 April 2021. Related and consequent resolutions;
4. Report on remuneration policy and payment under Article 123-ter, paragraphs 3-bis and 6 of Legislative Decree no. 58/1998:
  - 4.1 First Section: report on remuneration policy. Binding resolution;
  - 4.2 Second Section: report on remuneration paid. Non-binding resolution.

## SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

Under Article 125-*quater*, paragraph 1, letter c) of Legislative Decree no. 58/1998 (Consolidated Law on Financial Intermediation "TUF"), the public is informed that the Fine Foods & Pharmaceuticals N.T.M. S.p.A. share capital amounts to € 22,770,445.02, fully subscribed and paid-up, represented by 25,560,125 shares, of which 22,060,125 are ordinary shares listed on the Euronext STAR Milan share market and 3,500,000 are unlisted shares with multiple voting rights, all without a nominal value declared. As of the date of this notice, the Company holds 1,311,331 ordinary treasury shares, equal to 5.13% of the share capital as of the same date.

## SHAREHOLDERS' MEETING PROCEDURE

Given the ongoing COVID-19 outbreak and the measures to contain the contagion, the Company will use the option provided in Article 106, paragraph 4 of Decree Law no. 18 of 17 March 2020, converted into Law no. 27 of 24 April 2020, recently amended and extended by Decree Law no. 228 of 30 December 2021, converted into Law no. 15 of 25 February 2022 (the "**Decree**"). This allows attendance at the Shareholders' Meeting by those entitled to vote exclusively through a Company Designated Representative under Article 135-*undecies* of the TUF, as identified in the following paragraph "*Shareholders' Meeting attendance, the exercise of voting by proxy and Shareholders' Representative appointed by the Company.*" The Designated Representative may be granted proxies or sub-delegations under art.135-*novies* of the TUF, as an exception to art. 135-*undecies*, paragraph 4, of the TUF under the procedures specified below.

Without prejudice to what above, participation in the Shareholders' Meeting under the limitations of the above health requirements may only take place electronically with methods that allow participant identification, following applicable legal provisions, without the need for the Chairman and Secretary to be in the same place.

The instructions for participation in the Shareholders' Meeting electronically will be made known by the Company to the above parties.

The Company may supplement or amend the above instructions due to the ongoing COVID-19 epidemic.

## PARTICIPATION ENTITLEMENT

Under art. 83-*sexies* of the TUF, entitlement to attend the Shareholders' Meeting and exercise voting rights, exclusively through the Designated Representative, is proved by a communication to the Company. This notification is made by the intermediary authorised to legally keep accounts based on the accounting records of the end of the accounting day of the seventh trading day before the Shareholders' Meeting, i.e., **29 April 2022 (record date)**. Credit and debit entries made to the accounts after that date are irrelevant for Shareholders' Meeting voting rights purposes. Those who become owners of the Company's shares only after that date are not entitled to attend and vote at the Shareholders' Meeting.

The intermediary notification must be received by the Company by the end of the third trading day before the Shareholders' Meeting (**5 May 2022**). Entitlement to participate and vote - exclusively through the Designated Representative - is unaffected if the Company receives the notice after that deadline but before the Shareholders' Meeting.

## SHAREHOLDERS' MEETING PARTICIPATION, EXERCISE OF THE VOTE BY PROXY AND SHAREHOLDERS' REPRESENTATIVE APPOINTED BY THE COMPANY

Under art. 106, paragraph 4, of the Decree, **participation in the Shareholders' Meeting by those who have the right to vote is permitted exclusively through the Representative Designated by the Company** under art. 135-*undecies* of the TUF, Computershare S.p.A, with its registered office in Milan, Via Lorenzo Mascheroni no. 19 (the "**Designated Representative**"), to whom specific proxy or sub-delegation must be conferred. Alternatively, under art. 135-*undecies* of the TUF, this can be done using the "*Proxy Form and Voting Instructions to Computershare S.p.A. as the only party who may attend*

*the Shareholders' Meeting*" or art. 135-*novies* of the TUF, optionally using the *"Form for granting proxy/sub-delegation to the Designated Representative appointed exclusively under art. 106, paragraph 4, Decree Law no. 18 of 17/03/2020"*, under the procedure described below.

- **Proxy under Article 135-*undecies* TUF**

The Designated Representative may be granted a written proxy under Article 135-*undecies* of the TUF, at no cost to the delegating party, except for any postage costs, with voting instructions on all or some agenda items.

The proxy to the Designated Representative under art. 135-*undecies* of the TUF must be conferred by signing the specific *"Proxy Form and Voting Instructions to Computershare S.p.A. as the only party who may attend the Shareholders' Meeting"* made available on the Company's website at [www.finefoods.it](http://www.finefoods.it) in the *Governance – Shareholders' Meeting – Ordinary Shareholders' Meeting 10 May 2022 (single call)* Section. This must be received with the relevant written voting instructions, together with a copy of the delegating party's valid identity document. If the delegating party is a legal person, the following is required: a copy of a valid identity document of the *pro tempore* legal representative, or another person with the appropriate powers, the documentation proving their qualifications and powers (copy of a Chamber of Commerce certificate or similar), and a copy of the accreditation certificate issued by their bank or intermediary. This must be received by the end of the second trading day before the Shareholders' Meeting (no later than **11.59 pm of 6 May 2022**), under the following alternative procedures: (i) transmission of an electronic copy (PDF) to the certified email address [ufficiomilano@pecserviziolitoli.it](mailto:ufficiomilano@pecserviziolitoli.it), with the following subject: "Fine Foods 2022 Shareholders' Meeting Proxy" from a personal certified email address (or, failing that, from a personal ordinary email address. 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 at the offices of Computershare S.p.A. via Lorenzo Mascheroni no. 19, Ref. "Fine Foods 2022 Shareholders' Meeting Proxy", sending a copy reproduced electronically (PDF) in advance by ordinary email to [ufficiomilano@pecserviziolitoli.it](mailto:ufficiomilano@pecserviziolitoli.it) (subject: "Fine Foods 2022 Shareholders' Meeting Proxy").

The proxy and related voting instructions given to the Designated Representative under art. 135-*undecies* of the TUF may be revoked within the above deadline (i.e., no later than **11:59 pm of 6 May 2022**), using the same procedures.

The proxy granted shall be valid only for proposals for which voting instructions have been given.

- **Proxy or sub-delegation under art. 135-*novies* of the TUF**

Those who have the right to vote may be represented at the Shareholders' Meeting, under law, by the Designated Representative using proxy or sub-delegation granted under art. 135-*novies* of the TUF, as an exception to art. 135-*undecies*, paragraph 4 of the TUF, optionally using the *"Form for conferring proxy/sub-delegation to the Designated Representative appointed exclusively under art. 106, paragraph 4, Decree Law no. 18 of 17/03/2020"* available on the Company's website at [www.finefoods.it](http://www.finefoods.it), in the *Governance – Shareholders' Meeting – Ordinary Shareholders' Meeting 10 May 2022 (single call)* Section.

The proxy or sub-delegation and written voting instructions must be provided together with a copy of the delegating party's valid identity document. If the delegating party is a legal person, the following is required: a copy of a valid identity document of the *pro tempore* legal representative, or another person with the appropriate powers, the documentation proving their qualifications and powers (copy of a Chamber of Commerce certificate or similar), and a copy of the accreditation certificate issued by their bank or intermediary. This must be received no later than 12 noon on the day before the Shareholders' Meeting. The proxy or sub-delegation and the related voting instructions may be revoked within this deadline as described above.

As of today's date, the Designated Representative is available to shareholders to provide any information and clarifications that may be necessary to grant the proxy (for the completion of the proxy form and voting instructions and their transmission), at the address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it) or from

the following number (+39) 0246776818 (from 9 am to 6 pm Monday to Friday). There are no postal or electronic voting procedures.

### **RIGHT TO REQUEST ADDITIONS TO THE MEETING AGENDA AND SUBMIT NEW RESOLUTION PROPOSALS**

Shareholders who, individually or jointly, under art. 126-*bis* of the TUF, represent at least a 40th of the share capital may request additions to the agenda items to be discussed, specifying the additional items, or submit resolution proposals on items already on the agenda. This can be done within ten days of the publication of this notice and, by **18 April 2022**.

Shareholders from whom the Company has received a specific notice through an authorised intermediary under current legislation, may request agenda additions or submit new resolution proposals.

Requests must be submitted in writing and be received by the Company within the above deadline by certified email at [finefoods@pec.finefoods.it](mailto:finefoods@pec.finefoods.it)

Within the same deadline and using the same procedure, the proposing Shareholders must submit to the Board of Directors a report containing the resolution proposals on the new items proposed for discussion or the reasons for the additional resolution proposals on items already on the agenda.

Agenda additions are not permitted when the Shareholders' Meeting legally resolves on a directors' proposal or a project or report legally prepared by them, other than those referred to in Article 125-*ter*, paragraph 1, of the TUF.

Notice of agenda additions or submission for new resolution proposals on items already on the agenda shall be given using the same procedure for publication of this notice, at least 15 days before the date set for the Shareholders' Meeting (i.e., by **25 April 2022**). At the same time as the publication of the notice of additions or new resolution proposals, the report prepared by the requesting Shareholders, accompanied by any Board of Directors' assessments, will be made available using the same procedure for the Shareholders' Meeting documentation. Since Shareholders' Meeting participation is permitted exclusively through the Designated Representative, proposals will be published promptly on the Company's website to enable those entitled to vote to express themselves, on these new proposals and allow the Designated Representative to collect voting instructions.

### **SUBMITTING INDIVIDUAL RESOLUTION PROPOSALS**

Since participation in the Shareholders' Meeting is permitted exclusively through a Designated Representative, under art. 135-*undecies* of the TUF, and due to the ongoing COVID-19 outbreak, those entitled to vote may submit individual resolution proposals on the agenda items by **25 April 2022**. These must be sent to the Company's certified e-mail address [finefoods@pec.finefoods.it](mailto:finefoods@pec.finefoods.it), specifying the following email subject "Fine Foods & Pharmaceuticals N.T.M. S.p.A. 2022 Shareholders' Meeting - individual resolution proposals."

Proposals must contain the text of the resolution and be accompanied by the submitter identity information, the percentage of the share capital held on the date of submission, and the notice sent by the intermediary to the Company.

Validly submitted proposals will be made available by the Company, on the Company's website at [www.finefoods.it](http://www.finefoods.it), in the *Governance – Shareholders' Meeting – Ordinary Shareholders' Meeting 10 May 2022 (single call)* Section, and at the 1info authorised storage system, at [www.1info.it](http://www.1info.it) by **27 April 2022**.

The deadline for submitting such proposals, which coincides with the deadline for the publication of the requests for additions and resolution proposals under art. 126-*bis*, paragraph 1, first sentence of the TUF, allows those interested in submitting individual proposals to consider what has been published by the Company on the agenda items. This allows the Designated Representative to update the forms to grant proxies under art. 135-*undecies* and art. 135-*novies* of the TUF, so that those entitled to vote may assess requests and proposals timely before providing voting instructions.

## RIGHT TO ASK QUESTIONS ON THE AGENDA ITEMS

Under Article 127-ter of the TUF, those who are entitled to vote and from whom the Company has received a notification through an intermediary, authorised under current legislation, may ask questions on the agenda items before the Shareholders' Meeting, and by the seventh trading day before the date set for the Shareholders' Meeting, i.e., **29 April 2022**, by sending the questions by certified email to [finefoods@pec.finefoods.it](mailto:finefoods@pec.finefoods.it).

Questions received by this deadline will be answered at least by 12 noon on **8 May 2022** by publication on the Company's website ([www.finefoods.it](http://www.finefoods.it)), in the *Governance – Shareholders' Meeting – Ordinary Shareholders' Meeting 10 May 2022 (single call)* Section, with the right to provide a single answer to questions with the same content.

## DOCUMENTATION

The director's report on the Shareholders' Meeting agenda items, and further related documentation under legislation, are made available within the terms and in the manner provided for by applicable regulations at the registered office of Fine Foods & Pharmaceuticals N.T.M. S.p.A., in Zingonia-Verdellino (BG), Via Berlino no. 39, and on the Company's website ([www.finefoods.it](http://www.finefoods.it)) in the *Governance – Shareholders' Meeting – Ordinary Shareholders' Meeting 10 May 2022 (single call)* Section, and at the linfo authorised storage system, at [www.linfo.it](http://www.linfo.it).

Entitled parties can have a copy.

The Articles of Association are available on the Company's website at [www.finefoods.it](http://www.finefoods.it), in the *Governance - Corporate Documents* Section.

This notice of call is fully published today on the Company's website ([www.finefoods.it](http://www.finefoods.it)) in the section dedicated to this Shareholders' Meeting, at the linfo authorised storage system managed by Computershare S.p.A. at [www.linfo.it](http://www.linfo.it), and as an excerpt in the daily newspaper Il Sole24Ore.

For the exercise of shareholders' rights, due to the ongoing COVID-19 outbreak, the Company recommends the use of remote communication specified in this notice.

The Company thanks the Shareholders for their cooperation in complying with this notice and ordinary and special laws.

The Company reserves the right to communicate any changes or additions to the information referred to in this notice under new legislation or regulations, or in the interest of the Company and its Shareholders.

Zingonia-Verdellino, 08 April 2022

For the Board of Directors  
Chairman  
Marco Francesco Eigenmann