

NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Neodecortech S.p.A. (the "**Company**") is convened on 30 September 2021 at 11.30 a.m. in first call and, if necessary, on 1 October 2021, same time, in second call, and is deemed to be held at Studio Notarile Marchetti in Via Agnello 18, Milan to discuss and resolve on the following

Agenda

ORDINARY SESSION

1. **Appointment of a member of the Board of Directors following co-optation pursuant to Article 2386 of the Italian Civil Code by resolution of the Board of Directors of 11 May 2021.**

EXTRAORDINARY SESSION

2. **Revocation of the powers granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the share capital, with or without warrants, including with the exclusion of option rights pursuant to Article 2441, paragraphs 4 and 5 of the Italian Civil Code for a maximum total of € 10,000,000.00 including share premium, by the Shareholders' Meeting of 9 December 2019 and subsequent amendments to Article 6 of the Bylaws.**

Share capital

The share capital of Neodecortech S.p.A. amounts to € 17,398,687.37 and is divided into no. 13,515,260 ordinary shares with no indication of their par value.

To date, the Company holds no. 120,000 treasury shares in its portfolio.

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

Pursuant to Article 106 of Law Decree no. 18 of 17 March 2020 on "measures to strengthen the NHS and economic aid to households, workers and businesses related to the COVID-19 health emergency" (converted, with amendments, by [Law no. 27 of 24 April 2020](#)), lastly extended by Law Decree 105/2021, **attendance in the Shareholders' Meeting of the shareholders and entitled parties pursuant to Article 83-sexies of the TUF may only take place through the Appointed Representative** pursuant to Article 135-undecies of Legislative Decree no. 58 of 24 February 1998 ("**TUF**"), who may also be granted proxies and/or sub-proxies pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF.

Additionally, attendance in the meeting by the Appointed Representative, the Directors and the Statutory Auditors, as well as by all the other entitled parties pursuant to the law other than those who have the right to vote, **may also take place by means of telecommunication** that ensure their identification. The instructions for participation in the Shareholders' Meeting by means of telecommunication shall be made known by the Company Appointed Representative, the Directors and Statutory Auditors, as well as to the other parties entitled to attend, other than those who have the right to vote.

Participation in the Shareholders' Meeting

Pursuant to Article 83-sexies of Legislative Decree no. 58/1998 ("**TUF**") and Article 17 of the Bylaws, entitlement to attend the Shareholders' Meeting and exercise voting rights is certified by a communication

to the Company made by the intermediary authorized to keep accounts pursuant to the law, based on the evidence of its accounting records at the end of the accounting day of the seventh trading day prior to the date set for the Meeting, i.e. 21 September 2021 (record date). Those who hold shares only after the record date are not entitled to attend and vote at the Meeting.

Notice from the intermediary shall be received by the Company by the end of the third trading day prior to the date of the meeting, i.e. by 27 September 2021. Without prejudice to the entitlement to attend and to exercise voting rights in the case in which the notices are served to the Company after the term herein, provided that this is made before the beginning of the Shareholders' Meeting.

The quorum required and the validity of the resolutions on the items on the agenda are governed by the law and the Bylaws. The conduct of the Shareholders' Meeting is also governed by the specific Regulation, published on the Company website at www.neodecortech.it (*Investors, Corporate Governance, Procedure* section).

Meeting procedures

Pursuant to Law Decree no. 18 of 17 March 2020, so-called "Cura Italia" ("**Decree**"), as well as the measures subsequently extended and supplemented, in order to reduce the risks related to the COVID-19 health emergency, the Company has chosen to take advantage of the option introduced by Article 106 of the Decree, to provide that the intervention of shareholders at the Meeting take place exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Accordingly, the Company appointed Computershare S.p.A. - with registered office in Milan, via Mascheroni 19, 20145 - to represent the shareholders pursuant to Article 135-undecies of Legislative Decree no. 58/1998 and to the abovementioned Law Decree (the "Appointed Representative"). Shareholders who intend to take part in the Meeting shall therefore grant the Appointed Representative a proxy - with voting instructions - on all or some of the proposed resolutions concerning the items on the agenda using the specific proxy form, prepared by the Appointed Representative in agreement with the Company and available on the Company website at www.neodecortech.it *Investor/Corporate Governance/Documenti e assemblee/Assemblee* section.

The proxy form with voting instructions shall be submitted by following the instructions on the form by the end of the second trading day prior to the meeting (28 September 2021) and within the same time limit the proxy may be revoked.

The proxy, granted in such manner, shall be effective only for those proposals for which voting instructions have been given.

Moreover, the Appointed Representative may also be granted proxies and sub-proxies pursuant to Article 135-novies of Legislative Decree no. 58/1998, as an exception to Article 135-undecies, paragraph 4 of Legislative Decree no. 58/1998, by following the instructions given in the form available on the Company website at www.neodecortech.it *Investor/Corporate Governance/Documenti e assemblee/Assemblee* section. Given the current emergency, such proxies may be granted by the trading day prior to the Meeting (29 September 2021). With the same procedures, the entitled parties may revoke, within the same time limit, the proxy or sub-proxy and the voting instructions given.

Participation in the Shareholders' Meeting of the entitled parties (the members of the corporate Bodies, the appointed Secretary and the Appointed Representative), given the restrictions that may arise due to health needs, may also take place by means of telecommunication in the manner individually notified to them, in compliance with the regulatory provisions applicable for such case.

The Appointed Representative will be available for clarification or information at + 39 02 4677 6831, or email ufficiomi@computershare.it.

Shareholders are informed that the Company reserves the right to supplement and/or amend the above instructions in view any needs that may arise as a result of the current COVID-19 emergency and its unforeseeable developments.

Right to submit questions before the Meeting

Pursuant to Article 127-ter of Legislative Decree no. 58/1998, those entitled to vote may submit questions on the items on the agenda by 21 September 2021 (record date), by sending them by registered mail to Neodecortech S.p.A., via Provinciale 2, 24040, Filago (BG), or by sending them to the certified mail address: neodecortechspa@legalmail.it. The questions shall be accompanied by a specific notice issued by the depository intermediary certifying ownership of the voting right. The notice may also be sent after the questions are submitted, provided it is sent no later than the third day after the record date, which is 24 September 2021. Answers to the questions received shall be provided by publishing them in the *Investor/Corporate Governance/Documenti e assemblee/Assemblee* section of the Company website at www.neodecortech.it at least by 27 September 2021.

Additions to the agenda and submission of new proposed resolutions

Pursuant to Article 126-bis of Legislative Decree no. 58/1998, shareholders representing at least 1/40 (one fortieth) of the share capital with voting rights at the Ordinary Shareholders' Meeting may request, within 10 (ten) days from publication of the notice of call of the meeting, integration to the list of items to be discussed, indicating in the request the additional items they propose, or submit proposed resolutions on items already on the agenda. The applications, together with the certification attesting ownership of the investment, shall be submitted in writing by registered mail to Neodecortech S.p.A., via Provinciale 2, 24040, Filago (BG), or to the certified e-mail address: neodecortechspa@legalmail.it, accompanied by a report containing the reasons for the proposed resolutions on the new items they propose to treat, or the reasons for the additional proposed resolutions submitted on items already on the agenda. Requests for integration of the agenda may be submitted for those items on which the meeting resolves, according to the law, upon proposal of the Board of Directors or based on a project or a report prepared by them, other than those indicated in Article 125-ter, paragraph 1 of Legislative Decree no. 58/1998.

Additions to the agenda or additional proposed resolutions submitted shall be communicated in the same manner as prescribed for the publication of the notice of meeting, at least 15 (fifteen) days before the date set for the meeting, i.e. by 15 September 2021.

Individual proposed resolutions

Pursuant to CONSOB Communication no. 3 of 10 April 2020 - paragraph 6, those with voting rights may submit individual proposed resolutions on the items on the agenda pursuant to Article 126-bis, paragraph 1, third sentence of Legislative Decree no. 58/1998 within 15 (fifteen) days prior to the date of the Shareholders' Meeting, i.e. by 15 September 2021 by registered letter to Neodecortech S.p.A., via Provinciale 2, 24040, Filago (BG), or to the certified email address neodecortechspa@legalmail.it. The proposals will be published on the Company website at www.neodecortech.it in the *Investor/Corporate Governance/Documenti e assemblee/Assemblee* section, without delay and in any case by 23 September 2021, in order to allow those entitled to vote to express themselves in an informed manner, also taking account of these new proposals, and for the Appointed Representative to collect any voting instructions

also on these proposals. The proposed resolutions shall be accompanied by a certification of share ownership at the record date (21 September 2021) issued pursuant to Article 83 sexies of the TUF.

For the purposes of the above, the Company reserves the right to ascertain the relevance of the proposals with regard to the items on the agenda, their completeness and compliance with the applicable regulations, as well as the legitimacy of the proposers.

Documentation

The documents relating to the Shareholders' Meeting and the explanatory reports on the items on the agenda, together with the related proposed resolutions, will be made publicly available together with this notice at Neodecortech S.p.A. - Corporate Affairs Office - via Provinciale no. 2, 24040 Filago (BG), published on the Company website at www.neodecortech.it, *Corporate Governance, Documenti societari e Assemblee* section (<https://www.neodecortech.it/en/shareholders-meetings/>) and made available through the storage mechanism "1Info", available at www.1info.it, managed by Computershare S.p.A. with registered office in Milan, Via Lorenzo Mascheroni 19, according to the time limits and conditions set out by law, with the right to view and obtain a copy.

Specifically, the explanatory report prepared by the Shareholder requesting the call of the Meeting and regarding the only item on the agenda in the extraordinary session, as well as the explanatory report of the Board of Directors regarding the only item in the ordinary session, will be made available together with this notice.

This notice of call is published on today's date, in its entirety, on the Company website at www.neodecortech.it, *Corporate Governance, Documenti societari e Assemblee* section, and also made available on the regulated storage mechanism "1info" available at www.1info.it, and published in extracts, within the next day, in the daily newspaper Il Sole 24 Ore.

Request for information: for any further information concerning the Shareholders' Meeting and, specifically, the procedures for exercising rights, those interested may consult the Company website www.neodecortech.it, *Corporate Governance, Documenti societari e Assemblee* section, or write to the e-mail address legalneodecortech@neodecortech.it

The Chairman of the Board of Directors

Riccardo Bruno



Filago (BG), 26 August 2021