

NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Neodecortech S.p.A. (the "Company") is convened on **27 April 2022** at **12:00 a.m.** in single call, and is deemed to be held at Studio Notarile Marchetti in Via dell'Agnello 18, Milan, to discuss and resolve upon the following:

Agenda

- 1. Review and approval of the Financial Statements at 31 December 2021, accompanied by the Directors' Report on Operations, the Board of Statutory Auditors' Report, the Independent Auditors' Report, and the Statement of the Financial Reporting Manager. Presentation of the Consolidated Financial Statements at 31 December 2021, accompanied by the Directors' Report on Operations, the Board of Statutory Auditors' Report, the Independent Auditors' Report, and the Statement of the Financial Reporting Manager;**
- 2. Approval of the allocation of the result for the year and distribution of the dividend;**
- 3. Determination of the number of members of the Board of Directors;**
- 4. Determination of the term of office of the Board of Directors;**
- 5. Appointment of the members of the Board of Directors;**
- 6. Appointment of the Chairman of the Board of Directors;**
- 7. Determination of the compensation for the members of the Board of Directors;**
- 8. Report on Remuneration Policy and Compensation Paid. Approval of Section One of the Report pursuant to Article 123-ter, third paragraph of Legislative Decree 58/1998;**
- 9. Report on Remuneration Policy and Compensation Paid. Advisory vote on Section Two of the Report pursuant to Article 123-ter, fourth paragraph of Legislative Decree 58/1998.**

Share capital

The share capital of Neodecortech S.p.A. amounts to € 18,804,209.37 and is divided into 14,218,021 ordinary shares with no indication of their par value.

To date, the Company holds no. 73,906 treasury shares in its portfolio.

Entitlement to attend and vote at the Shareholders' 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 Article 3, paragraph 1, of Law Decree no. 228 of 30 December 2021 (converted, with amendments, into Law no. 15 of 25 February 2022), **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

Decors and surfaces
for sustainable living.

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 0359961111 – Fax +39 035995225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331



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 to the 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 the TUF and to 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. 14 April 2022 (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 22 April 2022. 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/Documents and Shareholders' meetings /Procedures](#) section).

Meeting procedures - granting of proxies and/or sub-proxies to the Appointed Representative

Pursuant to Law Decree no. 18 of 17 March 2020, so-called "Cura Italia" ("**Decree**"), as 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 via Mascheroni 19, 20145 Milan - to represent the shareholders pursuant to Article 135-*undecies* of Legislative Decree no. 58/1998 and to the abovementioned 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 ([Investors/Corporate Governance/Documents and Shareholders' meetings/Shareholders' meetings](#) section).

Decors and surfaces
for sustainable living.

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 035996111 – Fax +39 035995225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331



NEO DECOR TECH

The proxy form with voting instructions shall be submitted by following the instructions on the form and on the Company website by the second trading day prior to the meeting (25 April 2022) 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 ([Investors/Corporate Governance/Documents and Shareholders' meetings/Shareholders' meetings](#) section). Given the current emergency, such proxies may be granted by the trading day prior to the Meeting (26 April 2022). 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) 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 is available for clarification or information at + 39 02 4677 6834, or e-mail at ufficiomi@computershare.it.

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

Right to submit questions before the Shareholders' 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 14 April 2022 (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 e-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 17 April 2022. Answers to the questions received shall be provided by publishing them on the Company website at www.neodecortech.it ([Investors/Corporate Governance/Documents and Shareholders' meetings/Shareholders' meetings](#) section) section) by at least 22 April 2022.

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

**Decors and surfaces
for sustainable living.**

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 0359961111 – Fax +39 0359952225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331



NEO DECOR TECH

(ten) days from publication of the notice of call of the meeting (and therefore within 27 March 2022), 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 12 April 2022.

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 12 April 2022 by registered letter to Neodecortech S.p.A., via Provinciale 2, 24040, Filago (BG), or to the certified e-mail address neodecortechspa@legalmail.it. The proposals will be published on the Company website at www.neodecortech.it (*Investors/Corporate Governance/Documents and Shareholders' meetings/Shareholders' meetings* section), without delay and in any case by 20 April 2022, 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 (14 April 2022) 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.

Appointment of the Board of Directors

Pursuant to Article 20 of the Bylaws, the Company is managed by a Board of Directors composed of five to nine members, appointed by the Shareholders' Meeting. The members of the Board of Directors, who may also be non-members, remain in office for three financial years or for the shorter period established by the Shareholders' Meeting and may be re-elected.

Pursuant to and for the purposes of Article 2383 of the Italian Civil Code, the appointment is, in any case,

**Decors and surfaces
for sustainable living.**

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 035996111 – Fax +39 035995225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331



NEO DECOR TECH

preceded by the submission of a statement by each person concerned, that there are no grounds for ineligibility as envisaged by Article 2382 of the Italian Civil Code, and that no disqualification from holding the office of director has been imposed against him/her in a EU Member State.

Before the appointment, the Shareholders' Meeting determines the number of members of the Board of Directors and the term of office of the directors within the abovementioned limits.

Pursuant to the TUF and the Bylaws, the members of the Board of Directors are elected by the Shareholders' Meeting according to the list voting system, in compliance with current legislation on gender balance.

Directors are appointed on the basis of lists submitted by shareholders who, alone or jointly, hold 2.5% of the share capital with voting rights in the resolutions regarding the appointment of members of the governing body, pursuant to the Bylaws and to CONSOB Resolution no. 60 of 28 January 2022.

Each shareholder, as well as the shareholders belonging to the same Group, the shareholders who are members of the same shareholders' agreement pursuant to Article 122 of the TUF, the controlling entity, the subsidiaries and those subject to joint control pursuant to Article 93 of the TUF, may not submit or take part in the submission of more than one list, neither through a third party nor a trust company, nor vote for different lists, and each candidate may be included in one list only, under penalty of ineligibility.

The lists shall include a number of candidates not exceeding the number of members to be elected, listed in sequential order.

Directors shall satisfy the requirements of the legal regulations in force at the time and of the Bylaws. Additionally, under the Bylaws, a certain number of directors not less than the legal minimum shall qualify as independent as set out in Articles 147-ter, paragraph four and 148, paragraph three of the TUF and in the Corporate Governance Code.

The lists are filed at the registered office or by sending them to the certified e-mail address neodecortechspa@legalmail.com at least twenty-five days before the date set for the Shareholders' Meeting called to resolve on the appointment of the governing body (i.e. by 2 April 2022) and will be made publicly available at the registered office, on the Company website at www.neodecortech.it ([Investors/Corporate Governance/Documents and Shareholders' meetings/Shareholders' meetings](#) section) and made available at the "1Info" storage mechanism, which can be consulted at www.1info.it at least twenty-one days before the date set for the Shareholders' Meeting (i.e., by 6 April 2022).

Each list shall be filed together with (i) information on the identity of the shareholders who have submitted the list and the overall percentage of share capital held; (ii) the professional curricula of each candidate, containing detailed information on personal (including gender) and professional details, as well as an indication of the management and supervisory positions held; (iii) the statements that each candidate accepts the nomination and states, under his/her own responsibility, that there are no reasons for his/her incompatibility or ineligibility, as set out in Article 2382 of the Italian Civil Code, that he/she is not barred from holding the office of director in any EU Member State, and that he/she complies with the requirements set out by law in force for holding the position of director; (iv) the independence statements issued in

**Decors and surfaces
for sustainable living.**

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 035996111 – Fax +39 035995225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331



NEO DECOR TECH

compliance with the applicable legal and regulatory provisions, with an indication of the directorships and supervisory appointments held in other companies.

The lists indicate which Directors meet the independence requirements established by law, the Bylaws and the Corporate Governance Code.

Moreover, the lists that contain three or more candidates shall include candidates of different gender, so as to allow the Board of Directors to be composed in accordance with the provisions on gender balance set out in the legal and regulatory provisions in force from time to time and in the Corporate Governance Code. In this regard, mention should be made that - pursuant to Article 147-ter, paragraph 1-ter, of the TUF, introduced by Law no. 120 of 12 July 2011 as subsequently amended - with regard to the term of office of the new governing body, the less represented gender shall obtain at least two fifths of the elected Directors, rounded up to the higher unit.

In order to prove the entitlement to submit lists, reference shall be made to the number of Shares registered in favour of the shareholder on the day when the lists are filed with the Company. In order to prove the ownership of the number of shares required to submit the lists, the shareholders who participate in the submission of the lists shall submit or have delivered to the registered office a copy of the relevant certification issued by the intermediary authorized by law, which proves the ownership of the number of shares required to submit the list at the time of filing with the Company. The notice certifying ownership of said stake - issued by an authorized intermediary - may be received by the Company also after the filing of the lists, provided that it is received at least twenty-one days before the date of the Shareholders' Meeting (i.e. by 6 April 2022 which is the deadline for the publication of the lists by the Company)

Lists which are submitted in breach of the above provisions are deemed not to have been submitted. Each shareholder may vote for one list only.

Additionally, when drawing up the lists, shareholders are invited to take account of the guidance on the quantitative and qualitative composition of the Board of Directors deemed optimal by the outgoing Board of Directors, made available at the registered office, on the Company website at www.neodecortech.it ([Investors/Corporate Governance/Documents and Shareholders' meetings/Shareholders' meetings](#) section) and made available at the "1Info" storage mechanism, which can be consulted at www.1info.it.

Mention is also made that the shareholders who submit a "minority list" are subject to the recommendations issued by CONSOB through Communication no. DEM/9017893 of 26 February 2009.

The Bylaws do not envisage for the outgoing Board of Directors to submit a list.

Further information on the submission, filing and publication of lists and the procedures for the appointment of directors is contained in Article 20 of the Bylaws, which can be consulted at www.neodecortech.it ([Investor/Corporate Governance/Documents and Shareholders' meetings/By-laws](#) section) and in the explanatory report of the Board of Directors available on the same website ([Investors/Corporate Governance/Documents and Shareholders' meetings/Shareholders' meetings](#) section).

Decors and surfaces for sustainable living.

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 035996111 – Fax +39 035995225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331



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 at Neodecortech S.p.A. - Corporate Affairs Office - via Provinciale no. 2, 24040 Filago (BG), published on the Company website at www.neodecortech.it ([Investors/Corporate Governance/Documents and Shareholders' meetings/Shareholders' meetings](#) section) and made available at the storage mechanism "1Info" at www.1info.it, managed by Computershare S.p.A. with registered office in Via Lorenzo Mascheroni 19, Milan, according to the time limits and conditions set out by law, with the right to view and obtain a copy.

Specifically, concurrent to this notice, the explanatory reports relating to all items on the agenda will be made available. The Annual Report for 2021, together with the other reports pursuant to Article 154-ter TUF, including the Report on Corporate Governance and Ownership Structure for 2021, the Consolidated non-financial statement as well as the Report on Remuneration Policy and Compensation Paid pursuant to Article 123-ter TUF will be made available by 31 March 2021.

This notice of call is published on today's date, in its entirety, on the Company website at www.neodecortech.it ([Investors/Corporate Governance/Documents and Shareholders' meetings/Shareholders' meetings](#) section) and published in extracts, within the next day, in the daily newspaper Il Sole 24 Ore and also made available on the regulated information storage mechanism "1info" at www.1info.it.

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 ([Investors/Corporate Governance/Documents and Shareholders' meetings/Shareholders' meetings](#) section) or write to the e-mail address legalneodecortech@neodecortech.it.

The Chairman of the Board of Directors

Riccardo Bruno

Filago (BG), 17 March 2022

**Decors and surfaces
for sustainable living.**

Neodecortech S.p.A. – Via Provinciale 2, 24040 Filago (BG) Italy
Tel. +39 0359961111 – Fax +39 035995225 – www.neodecortech.it

Capitale Sociale Euro 18,804,209.37 i.v.
C.F. e R.I. 00725270151 – P. IVA IT 02833670165 – R.E.A. 193331

