

NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Neodecortech S.p.A. (the "**Company**") is convened on **27 April 2023 at 3:00 p.m.** in single call, at the Company's registered office in Via Provinciale 2, Filago (BG), to discuss and resolve on the following:

AGENDA

Ordinary session

1. Review and approval of the financial statements of Neodecortech S.p.A. at 31 December 2022, including the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report, the Independent Auditors' Report, and the Statement of the Financial Reporting Manager. Relevant and ensuing resolutions;
2. Proposed allocation of profit for the year. Relevant and ensuing resolutions;
3. Presentation of the consolidated financial statements of the Neodecortech Group at 31 December 2022, including the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report, the Independent Auditors' Report, and the Statement of the Financial Reporting Manager;
4. Presentation of the Non-Financial Statement of the Neodecortech Group at 31 December 2022, prepared pursuant to Legislative Decree no. 254 of 30 December 2016.
5. Authorization on the purchase and disposal of treasury shares. Relevant and ensuing resolutions;
6. Changes in the fees to the members of the Board of Directors. Relevant and ensuing resolutions;
7. Review of Section I of the Report on the Remuneration Policy for 2023 and Compensation Paid in 2022, prepared pursuant to Article 123-ter, paragraph 3, of Legislative Decree no. 58 of 24 February 1998. Resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of 24 February 1998;
8. Review of Section II of the Report on the Remuneration Policy for 2023 and Compensation Paid in 2022, prepared pursuant to Article 123-ter, paragraph 4, of Legislative Decree no. 58 of 24 February 1998. Resolutions pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58 of 24 February 1998;
9. Additional fees to the Independent Auditors. Relevant and ensuing resolutions;
10. Appointment of the members of the Board of Statutory Auditors. Relevant and ensuing resolutions;
11. Appointment of the Chairman of the Board of Statutory Auditors. Relevant and ensuing resolutions;
12. Determination of the total fees for each year of the term of office of the members of the Board of Statutory Auditors. Relevant and ensuing resolutions.

Extraordinary session

1. Amendment to Articles 13, 21 and 24 of the Bylaws. Relevant and ensuing resolutions.

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



Information on the share capital and voting rights

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. Each ordinary share entitles the holder to one vote at ordinary and extraordinary shareholders' meetings of the Company. At the date of this notice of call, the Company holds no. 123,000 treasury shares (equal to 0.86% of the share capital), the voting of which is suspended pursuant to Article 2357-ter, second paragraph, of the Italian Civil Code; therefore, the voting rights that can be exercised at the Shareholders' Meeting are related to no. 14,095,021 ordinary shares.

Entitlement to attend and vote at the Shareholders' Meeting

Pursuant to Article 83-sexies of Legislative Decree no. 58 of 24 February 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 in accordance with its accounting records, upon request and in favour of the person entitled to vote, based on the relevant accounting records at the end of the accounting day of the seventh trading day prior to the date set for the meeting in single call, i.e., 18 April 2023 (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 24 April 2023. 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 time limit herein, provided that this is made before the beginning of the Shareholders' Meeting.

Proxy voting

Any person entitled to attend the Shareholders' Meeting may be represented by written proxy, within the limits of law. For this purpose, the proxy form to use is available on the Company website at www.neodecortech.it (*Investor/Corporate Governance/Documenti e assemblee/Assemblee* section).

Voting proxies may be notified to the Company, accompanied by a copy of the delegating party's identity document, by registered letter to Neodecortech S.p.A., Via Provinciale 2, 24040, Filago (BG), or by sending it to the certified mail address neodecortechspa@legalmail.it.

Any prior notification does not exempt the proxy, when accrediting for access to the meeting proceedings, from the obligation to certify under his/her responsibility the conformity of the notified proxy with the original and the identity of the delegating party. The representative shall keep the original of the proxy and keep records for one year, from conclusion of the meeting proceedings, of any voting instructions received. Pursuant to Article 17.2 of the Bylaws, the Company does not take advantage of the option to appoint the representative to whom Shareholders may grant proxy with voting instructions on all or some of the proposals on the agenda 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 holding of the Shareholders' Meeting is also governed by the specific Regulation,

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published on the Company website at www.neodecortech.it ([Investors/Corporate Governance/Documenti e assemblee/Procedure](#) section).

Right to submit 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 by 18 April 2023 (record date), by sending them by registered letter 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 21 April 2023. Answers to the questions received shall be provided by publishing them on the Company website at www.neodecortech.it ([Investor/Corporate Governance/Documenti e assemblee/Assemblee](#) section) by at least 24 April 2023.

Additions to the agenda and submission of new proposed resolutions

Pursuant to Article 126-bis of the TUF, 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 (i.e., by 27 March 2023), additions to the list of items to be discussed, indicating in the request the additional items they propose, or submit proposed resolutions on one or more items already on the agenda. The applications, together with the certification attesting ownership of the investment, shall be submitted in writing by registered letter 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 the shareholders propose to discuss, or the reasons for the additional proposed resolutions submitted on items already on the agenda. Requests for additions to the agenda may not 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 of the TUF.

Additions to the agenda or additional proposed resolutions submitted shall be communicated in the same manner as provided for the publication of the notice of call, at least 15 (fifteen) days before the date set for the meeting, i.e., by 12 April 2023.

Pursuant to Article 126-bis, paragraph 1, of the TUF, he/she entitled to vote may individually submit proposed resolutions at the Shareholders' Meeting.

Appointment of the Board of Statutory Auditors

Pursuant to Article 30 of the Bylaws (available on the Company website at www.neodecortech.it, [Investor/Corporate Governance/Statuto](#) section), the Board of Statutory Auditors consists of three standing

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members and two alternate members, appointed by the Shareholders' Meeting, remains in office for three years and its term of office expires on the date of the Shareholders' Meeting called to approve the financial statements for the third year of office. The Statutory Auditors are appointed - in compliance with the applicable legislation in force at the time on gender balance - based on the lists submitted by the shareholders, in which the candidates are listed in sequential order.

The lists submitted by the shareholders consist of two sections, one for the candidates running as Standing Auditor, the other for the candidates running as Alternate Auditor. The list shall contain at least one candidate for the office of Standing Auditor and one candidate for the office of Alternate Auditor, and may contain up to a maximum of three candidates for the office of Standing Auditor and two candidates for the office of Alternate Auditor. Moreover, the lists that contain a total of three or more candidates shall include candidates of different gender, so as to allow the Board of Statutory Auditors 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.

Shareholders who, alone or together with other shareholders, hold a total of shares representing at least 2.50% of the share capital at the time the list is submitted, are entitled to submit a list, in accordance with CONSOB Executive Resolution no. 76 of 30 January 2023.

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. Each candidate may stand for election only on one list, under penalty of ineligibility.

Candidates may not be included in the lists if they are ineligible or incompatible, or if they do not meet the requirements of independence, integrity and professionalism set out by applicable law, or exceed the limits for the maximum number of offices set out by law and the regulations in force. Outgoing Statutory Auditors are eligible for re-election.

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 (i.e., Sunday, 2 April 2023) and will be made publicly available at the registered office, on the Company website at www.neodecortech.it (*Investor/Corporate Governance/Documenti e assemblee/Assemblee* section), and made available at the storage mechanism "1info-storage" (www.1info.it) at least twenty-one days before the date of the Meeting (i.e., by 6 April 2023).

Each list shall be filed together with (i) information on the identity of the shareholders who submitted the lists, indicating the total percentage of the interest held; (ii) a statement of the shareholders other than those who hold, even jointly, a controlling and relative majority interest, certifying the absence of relationships, pursuant to Article 144-*quinquies* of the Issuer Regulation, with the latter; (iii) the *curriculum vitae* of each candidate, which contains detailed information on his/her personal (including gender) and professional details; (iv) the statements that each candidate accepts the nomination and states, under his/her responsibility, that there are no reasons for incompatibility or ineligibility, and that he/she complies with the requirements set out by current law and regulations in force to hold office, including compliance with the

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limits to the maximum number of offices set out by current legal and regulatory provisions.

Ownership of the number of shares required for the submission of lists is certified, at the same time as the filing of the list or at the latest by 21 days before the date of the Shareholders' Meeting (i.e., by 6 April 2023), by means of a notice issued by the intermediary having regard to the shares that are registered in favour of the Shareholder on the day the lists are filed with the Company. Any list that fails to comply with the foregoing requirements is considered as not having been submitted.

If, by the deadline for submitting lists (i.e., by 3 April 2023), only one list has been filed, or only lists submitted by shareholders who are connected with each other pursuant to Article 144-*quinquies* of the Issuer Regulation, lists may be submitted up to the third day following that date, it being understood that the documentation proving ownership of the interest for the purposes of submitting the list shall in any case be filed by 5:00 p.m. on 6 April 2023. In such a case, the interest threshold for the submission of lists will be reduced by half and will thus be 1.25% of the share capital.

If no list or if only one list is submitted, the Shareholders' Meeting shall appoint the Board of Statutory Auditors and its Chairman by a majority vote of those voting in accordance with the provisions of law and regulations in force; subject to compliance with the provisions of law and regulations in force from time to time on gender balance (male and female).

Further information on the submission, filing and publication of lists and the procedures for the appointment of directors is contained in Article 30 of the Bylaws, which can be consulted at www.neodecortech.it ([Investor/Corporate Governance/Documenti e assemblee/Statuto](#) section) and in the Explanatory Report of the Board of Directors available on the same website ([Investor/Corporate Governance/Documenti e assemblee/Assemblee](#) section).

Documentation

The documents relating to the Shareholders' Meeting and the Explanatory Reports on the items on the agenda with the related proposed resolutions will be made publicly available at the Company's registered office, published on Neodecortech's website at www.neodecortech.it ([Investor/Corporate Governance/Documenti e assemblee/Assemblee](#) section) and made available at the "1info-storage" storage mechanism (www.1info.it), managed by Computershare S.p.A. with registered office in Via Lorenzo Mascheroni 19, Milan, according to the time limits and manners set out by law, with the right to view and obtain a copy.

This notice of call is published on the Company website at www.neodecortech.it ([Investor/Corporate Governance/Documenti e assemblee/Assemblee](#) section), at the authorized storage mechanism "1info-storage" (www.1info.it), as well as, in excerpts, in the daily newspaper Milano Finanza.

The Chairman of the Board of Directors

Luca Peli

Filago (BG), 17 March 2023

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