

NOTICE OF CALL OF SHAREHOLDERS' MEETING

The Shareholders' Meeting of Neodecortech S.p.A. (the "**Company**") is convened on **19 April 2024** at **10.00 a.m.** in single call, at the Company's registered office in Via Provinciale 2, Filago (BG), to discuss and resolve on the following:

AGENDA

- 1. Review and approval of the financial statements of Neodecortech S.p.A. at 31 December 2023, including the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report, the Independent Auditors' Report, and the Certification 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 2023, 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 2023, prepared pursuant to Legislative Decree no. 254 of 30 December 2016;**
- 5. Authorization to purchase and dispose of treasury shares upon revocation of the authorization to purchase treasury shares granted by the Shareholders' Meeting of 27 April 2023 for the unexecuted portion. Relevant and ensuing resolutions;**
- 6. Report on the Remuneration Policy for 2024 and Compensation Paid in 2023:**
 - 6.1 Review of Section I prepared pursuant to Article 123-ter, paragraph 3, of Legislative Decree no. 58 of 24 February 1998 (i.e., remuneration policy for 2024). Resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of 24 February 1998;**
 - 6.2 Review of Section II prepared pursuant to Article 123-ter, paragraph 4, of Legislative Decree no. 58 of 24 February 1998 (i.e., compensation paid in 2023). Resolutions pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58 of 24 February 1998.**

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. 353,000 treasury shares (equal to 2.483% 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. 13,865,021 ordinary shares.

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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



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., 10 April 2024 (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 16 April 2024. 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 proxy giver'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 proxy giver. 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, 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 10 April 2024 (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

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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 13 April 2024. 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 16 April 2024.

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 24 March 2024), 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 the 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 4 April 2024.

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

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.

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The Chairman of the Board of Directors

Luca Peli

Filago (BG), 14 March 2024

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