



## EXCERPT NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders with voting rights for the Shareholders' Meeting of Giglio Group S.p.A. (hereinafter also referred to as, “**Giglio**” or the “**Company**”) are hereby called to attend the Ordinary and Extraordinary Shareholders' Meeting to be held on **21 June 2021 at 11:00** in single call at the Company's headquarters in Milan, piazza Diaz 6 - 20123 (hereinafter also referred to as the “**Meeting**”), to discuss and resolve upon the following

### AGENDA

#### Extraordinary Meeting

1. Amendment to Art. 15.2 and 29.3 of the By-laws in order to comply with Art. 147-ter, par. 1-ter and Art. 148, par. 1-bis of the Legislative Decree no. 58/1998.

#### Ordinary Meeting

2. Financial Statements as of 31 December 2020; presentation of Consolidated Financial Statements as of 31 December 2020; Directors' Report on Operations, Board of Statutory Auditors' Report and Auditing Company's Report.
  - 2.1. Approval of the Financial Statements also pursuant to Art. 2446 of the Italian Civil Code.
  - 2.2. Resolutions regarding the allocation of the result for the year.
  - 2.3. Resolutions pursuant to Art.2446 of the Italian Civil Code on the relevant provision and in particular with acknowledgement of the intention of the Board of Directors to exercise the residual part of the proxy for the share capital increase already vested to it by the Shareholders' Meeting on 12 November 2020, pursuant to Art. 2441, par. 4 of the Italian Civil Code.
3. Appointment of the Board of Directors. Resolutions pertaining thereto and resulting therefrom.
  - 3.1. Identification of number of members of the Board of Directors.
  - 3.2. Identification of the duration of the assignment of the Board of Directors.
  - 3.3. Appointment of the members of the Board of Directors.
  - 3.4. Appointment of the Chairman of the Board of Directors.
  - 3.5. Identification of the remuneration of the members of the Board of Directors.
4. Appointment of the Board of Statutory Auditors.
  - 4.1. Appointment of the members of the Board of Statutory Auditors and of its Chairman
  - 4.2. Identification of their remuneration
5. Report on the Remuneration Policy and on the remunerations paid at 31 December 2020 pursuant to Art. 123-ter of the Legislative Decree no. 58/1998 and to Art. 84-quater of the Regulation adopted with Consob resolution no. 11971 on 14 May 1999.
  - 5.1. Binding resolution on the first section of the Report on the Remuneration Policy, drafted pursuant to Art. 123-ter, par. 3 of the Legislative Decree no. 58/1998.
  - 5.2. Non-binding resolution on the second section of the Report on remunerations paid, drafted pursuant to Art. 123-ter, par. 4 of the Legislative Decree no. 58/1998.
6. Authorisation to purchase and place own shares.
7. Approval of the Stock Option Plan called "Stock Option Plan 2021 - 2028", regarding Giglio Group S.p.A.'s ordinary shares and reserved only to executive directors and/or managers with strategic responsibilities of both the Company and/or its subsidiaries.

#### Extraordinary Meeting

8. Proposal to delegate to the Board of Directors, for a period of five years from the Meeting's resolution, the authority to increase Giglio Group S.p.A. share capital against payment, pursuant to Art. 2443 of the Civil Code, in separate issues, excluding option rights, pursuant to Art. 2441, par. 8 and as far as applicable - par. 5 of the Civil Code, for a maximum amount of € 180,000 through the issue, also in more tranches, of a maximum of no. 900,000 ordinary shares without nominal value, to be used only within the scope of the "Stock Option Plan 2021-2028"
9. Amendments to Art. 6 of the Company's By-laws in view of the resolutions resulting from items 7 and 8 of the agenda.

For the documents of the Shareholders' Meeting, including the Explanatory Notes of the Board of Directors, the draft resolutions on the items of the agenda and the information on the share capital, the right to attend and vote (record date 10 June 2021), the right to integrate the agenda and to present draft resolutions on items already on the agenda, the right to pose questions before the Meeting, and all information and terms set forth by the law, also for the purpose of presenting the slated of candidates for the appointment of the Board of Directors and of the Board of Statutory Auditors, see the full Notice of call made available to the public in the terms and with the conditions set forth in the current legislation; Shareholders and individuals with voting rights may obtain a copy of said documents. These documents shall be made available at the



Company's headquarters (Piazza Diaz 6, 20123 - Milan), on the authorised storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the Company's website, [www.giglio.org](http://www.giglio.org), in the *Corporate Governance – Shareholders' Meeting– Shareholders' Meeting 21 June 2021*.

Milan, 12 May 2021  
For the Board of Directors  
The Chairman, Alessandro Giglio