



GIGLIO GROUP S.P.A.

Registered office in Piazza Diaz 6, Milan, 20123
Share capital of € 4,393,604.40 (fully paid-up)
Milan, Monza, Brianza and Lodi Companies Registration Office and VAT number 07396371002
Economic & Admin. Register no. 2091150

CALL NOTICE OF THE ORDINARY 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 Shareholders' Meeting to be held on **30 April 2022** at **10:30** in single call at Piazza della Meridiana 1 - 16124, Genoa (GE) (hereinafter also referred to as the "**Meeting**"), to discuss and resolve upon the following

AGENDA

1. Financial Statements as of 31 December 2021; presentation of Consolidated Financial Statements as of 31 December 2021; Directors' Report on Operations, Board of Statutory Auditors' Report and Auditing Company's Report.
 - 1.1 Approval of Financial Statements.
 - 1.2 **Provisions pursuant to Art. 2446 of the Italian Civil Code.** Resolutions pertaining thereto and resulting therefrom.
2. **Appointment of one director pursuant to Art. 2386 of the Italian Civil Code.** Resolutions pertaining thereto and resulting therefrom.
3. Report on the Remuneration Policy and on the remunerations paid, 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.
 - 3.1. 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.
 - 3.2. 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.

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

As of the date of publication of this call, the share capital of Giglio, subscribed and paid-in, amounts to € 4,393,604.40, divided into 21,968,022 ordinary shares, without nominal value. Each ordinary share has the right to one vote at the Ordinary and Extraordinary Shareholders' Meetings. As of the date of publication of this call, the Company does not hold own treasury shares. Information regarding the composition of the share capital are available on the Company's Website at www.giglio.org ("Investor relations - Shareholders ID" section).

RIGHT TO ATTEND AND VOTE IN THE MEETING

Pursuant to Art. 83-sexies of the Legislative Decree no. 58 of 24 February 1998 ("**CFA**") and to Art. 12 of the By-laws, the individuals for whom the authorised intermediary (pursuant to the applicable rules) shares with the Company, upon the request of the individual with right to vote, the communication certifying the ownership of said right upon the end of the accounting day of the seventh trading day before the date set for the Shareholders' Meeting in single call (21 April 2022 - record date) shall have a right to attend the Meeting and vote.

Debit and credit entries made on the accounts after the record date shall not be taken into account for the purpose of entitlement to vote in the Shareholders' Meeting. Therefore, those individuals who shall hold shares of the Company after said record date shall not be entitled to participate nor vote in the Meeting.

The communication of the intermediary must be received by the Company by the end of the third trading day before the date fixed for the Shareholders' Meeting (therefore, by 27 April 2022). The right to attend and vote at the Shareholders' Meeting remains valid if the communication is sent to the Company outside the above-stated time period, although by the beginning of the Shareholders' Meeting.



RIGHT TO POSE QUESTIONS BEFORE THE MEETING

Pursuant to Art. 127-ter of the CFA, individuals with voting rights may pose questions on the items of the agenda also before the beginning of the Meeting, by sending them to the Company before the record date (i.e., by **21 April 2022**); the Company shall not be held accountable for the requests received after said date. The Company, upon assessing their relevance with the items on the agenda of the Meeting and the right of the individual who poses them, shall provide an answer to these questions at least two days before the Shareholders' Meeting (i.e. by **28 April 2022**), also through a publication on a specific section of the Company's website, for the purpose of allowing individuals with a right to attend and vote to express their opinion knowingly with regard to the items on the agenda.

It is noticed that the entitlement of the right to vote may be certified also after the submission of the questions, but always before the third day after the record date (i.e. by 24 April 2022). The Company may provide a single answer to multiple questions with the same content.

The submission of the aforementioned questions - together with the identification data of the individuals submitting them, as well as with the notification issued by the authorised intermediary pursuant to the applicable regulation certifying the right to vote of the individual proposing the question - shall take place via certified mail to the registered office of the Company at Milan, piazza Diaz 6 - 20123, or certified e-mail at the following address: giglio@arubapec.it.

INTEGRATION OF THE AGENDA OF THE SHAREHOLDERS' MEETING AND DRAFT RESOLUTIONS ON ITEMS ON THE AGENDA

In accordance with Article 126-bis of the CFA, Shareholders who represent, even jointly, at least one-fortieth of the share capital may request, within ten days of publication of the present notice (i.e. by 10 April 2022), supplementation to the matters on the Agenda, indicating in the request the further matters to be included on the Agenda, or proposals on matters already on the Agenda. Said request shall be delivered in writing to the Company within the aforementioned term via certified mail to the registered office of the Company at Milan, piazza Diaz 6 - 20123, or certified e-mail at the following address: giglio@arubapec.it, to the attention of the Legal and Corporate Affairs Office. Each request shall be submitted together with a report outlining the reasons for the draft resolutions of new items to be added to the Agenda or the reasoning concerning further resolutions to be presented on items already on the Agenda.

Within the same aforementioned term, the Company shall receive a notification from the authorised intermediary, pursuant to applicable regulations, certifying the ownership of a share in the capital of the Company as requirement for eligibility to exercise the right to request a supplementation of the agenda and to present new draft resolutions.

In any event, each individual with voting rights shall be able to submit draft resolutions independently during the Meeting, on the items of its Agenda.

Any request of supplementation of the agenda or new resolution proposals on items already on the agenda shall be disclosed at least fifteen days before the date of the Meeting (i.e. **15 April 2022**) with the same procedures set forth for the disclosure of this notice. At the same time, the reports submitted by those individuals who requested a supplementation and/or proposed new resolutions shall be disclosed with the same procedure set forth for the Meeting's documents, along with any assessment of the Board of Directors.

It is noted that the supplementation of the Agenda is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those prepared in accordance with Article 125-ter, par.1 of the CFA.

EXERCISE OF PROXY VOTING

Pursuant to Art. 135-novies of the CFA and to Art. 12 of the By-laws, individuals with voting rights may be represented by a third party in the Shareholders' Meeting in the manner provided for by the law. The proxy can be notified via certified mail to the Company at its registered office in Milan, piazza Diaz 6 -



20123, or via certified e-mail at giglio@arubapec.it, to the attention of the Legal and Corporate Affairs Office, at least two market days before the date of the Meeting (i.e., by 28 April 2022) and, in any case, before the beginning of the Meeting's works by hand. Both the proxy and its voting instructions can always be revoked. For the proxy form, see the "Corporate Governance/Shareholders' Meetings/Shareholders' Meeting 30 April 2022" section of the Company's website at www.giglio.org.

SHAREHOLDERS' APPOINTED REPRESENTATIVE

Pursuant to Art. 135-undecies of the CFA, the Company appointed Computershare S.p.A. ("**Computershare**") as individual to whom shareholders may freely delegate their rights (the "**Appointed Representative**"), with the exception of any dispatch cost. Voting instructions on all or some of the draft resolutions related to the items on the agenda must be attached to the proxy. The proxy must be granted via subscription of the specific proxy form made available in the specific section of the Company's website at www.giglio.org, in the "Corporate Governance/Shareholders' Meetings/Shareholders' Meeting 30 April 2022" section and subsequently sent, as indicated therein, by the end of the second trading day before the date set for the Shareholders' Meeting, i.e. by 28 April 2022. Proxies and their voting instructions can be revoked by the same term as mentioned above. The proxy shall have no effect on the draft resolutions for which the shareholder gave no voting instructions. For further information, see the "Corporate Governance/Shareholders' Meetings/Shareholders' Meeting 30 April 2022" section of the Company's website at www.giglio.org. The Appointed Representative will be available to all shareholders in order to provide any information and explanation that may be deemed necessary via the following addresses. (+39) 02 46776819 – ufficiomi@computershare.it. It is noted that the shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the Shareholders' Meeting. With regard to proposals for which no voting instructions are given, the shares concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.

DOCUMENTS

All documents related to the Shareholders' Meeting, including the explanatory notes of the Board of Directors and the resolution proposals on the items of the agenda, shall be made available to the shareholders and the public, and at the registered office, according to the procedures and time limits laid down by law, and all Shareholders and individuals with voting rights shall have the power to obtain a copy thereof. The Meeting's documents shall be made available at the Company's registered office (Milan, Piazza Diaz 6), with the authorised storage mechanism (www.emarketstorage.com) and on the Company's website (www.giglio.org).

This notice of call shall be published, pursuant to Art. 125-bis of the CFA, Art. 84 of Consob Regulation no. 11971/1999 and Art. 12 of the By-laws, on the Company's website (www.giglio.org - *Corporate Governance – Shareholders' Meetings*), on the website of the authorised storage mechanism (www.emarketstorage.com), and on the newspaper "Il Giornale" on 31 March 2022, as an excerpt.

The Company reserves its right to integrate and/or amend the contents of this notice should this become necessary following the evolution of the current public health situation and the possible introduction, upon provisions issued by the competent authorities, of alternative modalities for the performance of the Shareholders' Meetings works.

Milan, 31 March 2022
The Chairman of the Board of Directors
Alessandro Giglio

A handwritten signature in black ink, appearing to read "Alessandro Giglio", is written over the printed name.