

NOTICE CONVENING THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Dexelance S.p.A. ("**Dexelance**" or the "**Company**") is hereby convened at the company's registered office in Milan at Corso Venezia No. 29, on 27 April 2026 at 10:00 a.m., with a single call to discuss and resolve on the following:

AGENDA

1. Financial Statements as at 31 December 2025: approval of the financial statements as at 31 December 2025, accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the consolidated financial statements as at 31 December 2025 inclusive of sustainability reporting. Related and consequent resolutions.
2. Financial Statements as at 31 December 2025: Resolutions concerning the allocation of the result for the year. Related and consequent resolutions.
3. Remuneration policy and remuneration report pursuant to Art. 123-*ter*, Legislative Decree No. 58/1998: approval of the "first section" of the remuneration policy report pursuant to Art. 123-*ter*, par. 3-*bis* and 3-*ter*, of Legislative Decree No. 58/1998. Related and consequent resolutions.
4. Remuneration policy and report on the remuneration policy and the compensation paid pursuant to Art. 123-*ter*, Legislative Decree No. 58/1998: resolutions on the "second section" of the report on the compensation paid pursuant to Art. 123-*ter*, par. 6, of Legislative Decree No. 58/1998. Related and consequent resolutions.
5. Authorisation to the Board of Directors to purchase and dispose of treasury shares pursuant to Articles 2357 and 2357-*ter* of the Italian Civil Code, subject to the revocation, to the extent not exercised, of the previous authorization of 16 April 2025. Related and consequent resolutions.
6. Appointment of the Board of Directors: determination of the number of members of the Board of Directors.
7. Appointment of the Board of Directors: determination of the term of office of the Board of Directors.
8. Appointment of the Board of Directors: appointment of the members of the Board of Directors.
9. Appointment of the Board of Directors: appointment of the Chair of the Board of Directors.
10. Appointment of the Board of Directors: determination of the remuneration of the members of the Board of Directors.
11. Appointment of the Board of Statutory Auditors for the three-year term of 2026, 2027, and 2028: appointment of the Board of Statutory Auditors.
12. Appointment of the Board of Statutory Auditors for the three-year term of 2026, 2027, and 2028: appointment of the Chair of the Board of Statutory Auditors.
13. Appointment of the Board of Statutory Auditors for the three-year term of 2026, 2027, and 2028: determination of the remuneration of the Board of Statutory Auditors.

Share capital and voting rights as of the date of the call notice

At the date of publication of this call notice, the Company's share capital is subscribed and paid in the amount of EUR 26,926,298.00, divided into 26,926,298 ordinary shares, with no indication of par value. Each share is attributed one vote. At the date of publication of this call notice, the Company holds 512,471 treasury shares, representing 1.9032% of the shares constituting the Company's share capital, for which voting rights are suspended pursuant to the applicable law. Such shares are counted to establish a valid quorum of the Shareholders' Meeting but not to calculate the majority required to approve the resolutions on the agenda.

Right to attend and vote at the Shareholder's Meeting

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The holders of voting rights are entitled to attend and vote at the Shareholders' Meeting if they are in possession of the appropriate notices issued by an authorised intermediary, in accordance with the current legislation in force. In this regard, pursuant to Art. 83-*sexies* of Legislative Decree No. 58 of 24 February 1998 (the "**Consolidated Law on Finance**"), and Article 12 of the by-laws (the "**By-Laws**"), entitlement to attend the Shareholders' Meeting and exercise voting rights is certified by a notice to the Company, issued by the intermediary in accordance with its accounting records, in favour of the person entitled to vote, based on the evidence at the end of the accounting day of the 7th (seventh) trading day prior to the date set for the Shareholders' Meeting, i.e. by 16 April 2026 (the "record date"). Those who become shareholders after this date shall not be entitled to attend and vote at the Shareholders' Meeting.

The notice from the intermediary must reach the Company by the end of the 3rd (third) trading day prior to the date set for the Shareholders' Meeting, i.e. by 22 April 2026. However, the entitlement to attend and vote shall remain unaffected if the Company receives the notices after this deadline, provided that it receives them by the start of the Shareholders' Meeting.

Attendance at the Shareholders' Meeting and granting of proxy to the Appointed Representative

In accordance with Art. 135-*undecies*.1 of the Consolidated Law on Finance and of Art.11.7 of the By-Laws, the Company has resolved to exercise the option providing that shareholders may attend and vote at the Shareholders' Meeting exclusively through an appointed representative (the "**Appointed Representative**"), without their having to be physically present.

The Company has appointed Computershare S.p.A., with registered office in Milan at Via Lorenzo Mascheroni No. 19 to represent the shareholders pursuant to Art. 135-*undecies* and 135-*undecies*.1 of the Consolidated Law on Finance. Shareholders who wish to participate in the Shareholders' Meeting may therefore grant the Appointed Representative a proxy (with their voting instructions) on the proposed resolutions on the items on the agenda by using the specific proxy form, prepared by the Appointed Representative itself in agreement with the Company, available on the Company's website at (www.dexelance.com) under the section [Investors/Governance/Shareholders Meeting](#). The proxy form with the voting instructions must be submitted following the instructions on the proxy form by the end of the 2nd (second) trading day prior to the Shareholders' Meeting, i.e. by 23 April 2026. The proxy may also be revoked by this same deadline. The proxy shall only be effective for proposals for which voting instructions have been provided. It should be noted that the shares for which proxy is given, even partially, are counted for the purpose of establishing a valid quorum of the Shareholders' Meeting. Any amendments and/or additions to the information contained in this call notice shall be made available in a timely manner via the Company's website and the other methods provided for in the current legislation in force.

The notice to the Company made by the intermediary certifying the entitlement to attend and vote at the Shareholders' Meeting is also required if the Company has granted the proxy to the Appointed Representative; therefore, in the absence of such a notice, the proxy shall be considered ineffective.

The Appointed Representative is available for further clarifications or information at the following numbers: +39 02 46776830 – 14 or at the following e-mail address: ufficiomi@computershare.it.

The granting of proxy to the Appointed Representative does not entail any expense for shareholders.

Authorised parties may also attend and vote at the Shareholders' Meeting by means of telecommunications that guarantee their identification, in accordance with the procedures notified to them individually, in



compliance with the applicable regulatory provisions for such cases, it being understood that the appointed Secretary shall be present at the place of the meeting.

The right to submit questions on the items on the agenda before the Shareholders' Meeting

Pursuant to Articles 127-*ter* and 135-*undecies*.1, par. 3, of the Consolidated Law on Finance, all parties entitled to vote may only submit questions on the items on the agenda prior to the Shareholders' Meeting by sending them to the certified e-mail address dexelance@legalmail.it, or by registered letter with acknowledgement of receipt, addressed to the Company Secretariat. Applications must be received no later than the 7th (seventh) trading day prior to the date set for the Shareholders' Meeting, i.e. by 16 April 2026, and they must be accompanied by appropriate documentation proving the status of the party asking the question as a shareholder of the Company, i.e. the notice made to the Company by an authorised intermediary pursuant to Art. 83-*quinquies*, par. 3, of the Consolidated Law on Finance or, alternatively, by the notice confirming the entitlement to attend and vote at the Shareholders' Meeting, made pursuant to Art. 83-*sexies*, par. 1, of the Consolidated Law on Finance. This documentation may also be provided after the submission of the questions, provided that it is received by the 3rd (third) day following the 7th (seventh) trading day prior to the date set for the Shareholders' Meeting, i.e. by 19 April 2026. Answers to the questions received prior to the Shareholders' Meeting shall be published on the Company's website by the 3rd (third) trading day prior to the date of the Shareholders' Meeting, i.e. by 22 April 2026. The Company is entitled to provide a single answer to multiple questions having the same content.

The right to request additions to the agenda and to submit new proposals for resolution

Pursuant to Art. 126-*bis*, par. 1, of the Consolidated Law on Finance, shareholders who, also jointly, represent at least 1/40 (one fortieth), equal to 2.5%, of the share capital represented by shares with voting rights may request, within 10 (ten) days from the publication of this call notice, i.e. by 28 March 2026, to add to the list of items on the agenda to be discussed, indicating in the request the additional items they propose, or to submit resolution proposals on items already on the agenda. Requests, together with the notice proving ownership of the shareholding, must be sent in writing to the certified e-mail address dexelance@legalmail.it, or by registered mail with return receipt, addressed to the Company Secretariat.

Shareholders requesting additions to the agenda or submitting additional proposed resolutions on items already on the agenda shall prepare a report stating the reasons for the proposed resolutions on the new items they propose for deliberation or the reasons for the additional proposed resolutions submitted for items already on the agenda. Shareholders shall submit this report to the Company's Board of Directors in the same manner as indicated above, within 10 (ten) days from the publication of this call notice, i.e., by 28 March 2026.

Regarding any additions to the agenda or the submission of further proposed resolutions on items already on the agenda, notice shall be given in the same manner as the publication of this call notice at least 15 (fifteen) days prior to the date set for the Shareholders' Meeting, i.e., by 12 April 2026. Additional proposed resolutions on items already on the agenda shall be made available to the public at the registered office, on the Company's website (www.dexelance.com), under the section [Investors/Governance/Shareholders Meeting](#), as well as in the 1Info Storage system (www.1info.it).

The Board of Directors shall make the report prepared by shareholders requesting additions to the agenda or submitting additional proposals, accompanied by its own assessments, if any, available to the public at the



same time as the publication of the notice of the addition or submission, at the registered office, on the Company's website (www.dexelance.com), under the section [Investors/Governance/Shareholders Meeting](#), as well as in the 1Info Storage system (www.1info.it).

In consideration of the fact that attendance at the Shareholders' Meeting is provided for exclusively through the Appointed Representative, the persons entitled to attend and vote at the Shareholders' Meeting who intend to individually formulate proposals for resolutions and votes on the items on the agenda pursuant to Art. 126-*bis*, par. 1, of the Consolidated Law on Finance must submit them within 15 (fifteen) days prior to the date set for the Shareholders' Meeting, i.e. by 12 April 2026. Such proposals shall be published by the 2nd (second) day following the above submission deadline, i.e., by 14 April 2026, on the Company's website (www.dexelance.com), under the section [Investors/Governance/Shareholders Meeting](#), as well as in the 1Info Storage system (www.1info.it).

This shall enable parties entitled to vote to make an informed decision also in view of such new proposals, and it shall also enable the Appointed Representative to collect any voting instructions on them.

Additions to the agenda are not permitted for items on which the Shareholders' Meeting legitimately resolves on proposals of the directors or on the basis of a draft or report prepared by them, other than those referred to in Art. 125-*ter*, par. 1, of the Consolidated Law on Finance.

Appointment of the Board of Directors

The Board of Directors shall be appointed in accordance with Articles 16 and 17 of the By-Laws, to which express reference is made for any matters not set out below.

The Board of Directors shall be composed of no fewer than 5 (five) and no more than 13 (thirteen) members.

The members of the Board of Directors shall be appointed on the basis of lists submitted by the shareholders, in accordance with the procedures set out in the current legislation in force, as supplemented by Art. 17 of the By-Laws.

Shareholders who, individually or together with other shareholders, represent in the aggregate at least 2.5% (two point five percent) of the share capital represented by voting shares at the ordinary Shareholders' Meeting shall be entitled to submit lists of candidates. The minority shareholders – who are not party to any significant relationships of affiliation, including indirect relationships, pursuant to Art. 147-*ter*, par. 3, of the Consolidated Law on Finance and the related implementing regulations – shall be entitled to elect one director.

Lists shall be submitted no later than the 25th (twenty-fifth) day before the date set for the Shareholders' Meeting, i.e., by 2 April 2026, by sending them to the certified email address dexelance@legalmail.it or by registered mail with return receipt addressed to the Company Secretariat. Lists must be accompanied by the following documentation:

- (i) information concerning the identity of the shareholders who submitted the lists, indicating the percentage of shareholding held in the aggregate, it being understood that the confirmation of ownership of the shareholding may also be submitted after the filing of the lists, provided that it is submitted within the deadline set for the publication of the lists by the Company;



- (ii) a statement by the shareholders submitting the lists, other than those who hold, individually or jointly, a controlling interest or a relative majority interest, certifying the absence of any relationships of affiliation, including indirect relationships, with these controlling or majority shareholders, pursuant to the By-Laws and the current legislation in force;
- (iii) comprehensive information on the personal and professional characteristics of the candidates, together with statements by the same candidates certifying the absence of grounds for ineligibility or incompatibility, as well as the fulfilment of the requirements, including independence requirements where applicable, provided for by the current legislation in force and by the By-Laws;
- (iv) a statement by which each candidate accepts his or her nomination;
- (v) any other statement, disclosure and/or document required by the current legislation in force.

Each shareholder, as well as (i) shareholders belonging to the same group, meaning the entity, including a non-corporate entity, that exercises control pursuant to Art. 2359 of the Italian Civil Code and Art. 93 of the Consolidated Law on Finance, and any company controlled by, or under common control with, this entity, or (ii) shareholders who are parties to the same shareholders' agreement pursuant to Art. 122 of the Consolidated Law on Finance, or (iii) shareholders who are otherwise connected with each other through significant relationships of affiliation pursuant to the current legislation in force, may not submit — or participate in the submission, including through a proxy or fiduciary company — more than one list, nor may they vote for different lists.

Each candidate may appear on only one list, under penalty of ineligibility.

Shareholders intending to submit lists are invited to take into account the recommendations contained in CONSOB Notice DEM/9017893 of 26 February 2009.

In the lists, the candidates must be indicated in a number not exceeding 13 (thirteen), each assigned a consecutive number.

Shareholders are reminded that the less represented gender must account for at least two-fifths of the directors elected and that, where the application of the gender allocation criterion does not result in a whole number of members belonging to the less represented gender, this number shall be rounded up to the next whole number, except in the case of corporate bodies composed of three members, for which the number shall be rounded down to the next lowest whole number. Accordingly, at least two-fifths of the candidates on the lists must belong to a gender different from that of the other candidates, it being specified that in lists containing more than three candidates the rounding shall be made upward, whereas in lists containing three or fewer candidates, the rounding shall be made downward.

Furthermore, each list containing no more than 7 (seven) candidates must include and expressly indicate at least one candidate who meets the independence requirements established pursuant to the current legislation in force. If the list contains more than 7 (seven) candidates, it must include and expressly indicate at least 2 (two) candidates who meet these independence requirements. Moreover, given that the Company adheres to the Italian Corporate Governance Code for Listed Companies, which recommends that a significant proportion of non-executive directors should be independent and that the number and expertise of independent directors should be adequate with respect to the needs of the Company, the functioning of its board of directors, and the establishment of the relevant committees, and that the regulation of the Committee for Control and Risks, Transactions with Related Parties, and Sustainability provides that this committee be composed of non-



executive and independent directors, shareholders intending to submit lists are thus invited to take these indications into account.

The lists shall be made public by the Company 21 (twenty-one) days prior to the Shareholders' Meeting, i.e., by 6 April 2026, in accordance with the procedures set out in the current legislation in force, at the Company's registered office, on the Company's website (www.dexelance.com), under the section [Investors/Governance/Shareholders' Meeting](#), as well as in the 1Info Storage system (www.1info.it). The notice certifying ownership of the shareholding must be received by the same deadline.

In compliance with the recommendations of the Corporate Governance Code for Listed Companies, to which the Company adheres, the outgoing Board of Directors, with the support of the Appointment, Human Resources and Remuneration Committee and taking into account the results of the self-assessment carried out by the Board itself, prepared and approved on 16 March 2026 its guidelines regarding the quantitative and qualitative composition of the Board of Directors deemed optimal, to be submitted to the shareholders. Such guidelines are available at the Company's registered office and on the Company's website (www.dexelance.com) in the section [Investors/Governance/Shareholders' Meeting](#).

For further information regarding the appointment of the Board of Directors, reference is made to the relevant explanatory report, available as indicated below, and, more generally, to the applicable provisions of law and of the By-Laws.

Appointment of the Board of Statutory Auditors

The Board of Statutory Auditors shall be appointed in accordance with Articles 26 and 27 of the By-Laws, to which express reference is made for any matters not set out below.

The Board of Statutory Auditors shall consist of 3 (three) standing auditors and 2 (two) alternate auditors.

The members of the Board of Statutory Auditors shall be appointed on the basis of lists submitted by the shareholders, in accordance with the procedures set out in the current legislation in effect, as supplemented by Art. 27 of the By-Laws.

Shareholders who, individually or together with other shareholders, represent in the aggregate at least 2.5% (two point five percent) of the share capital represented by voting shares at the Ordinary Shareholders' Meeting shall be entitled to submit lists of candidates. Minority shareholders – who are not party to any significant relationships of affiliation, including indirect relationships, pursuant to Art. 148, par. 2, of the Consolidated Law on Finance and the related implementing regulations – shall be entitled to elect one standing statutory auditor, who shall serve as Chair of the Board of Statutory Auditors, and one alternate statutory auditor.

Lists shall be submitted no later than the 25th (twenty-fifth) day preceding the date set for the Shareholders' Meeting, i.e., by 2 April 2026, by sending them to the certified email address dexelance@legalmail.it or by registered mail with return receipt addressed to the Company's Corporate Secretariat and accompanied by the following documentation:

- (i) information concerning the identity of the shareholders submitting lists, indicating the percentage of shareholding held in the aggregate, it being understood that confirmation of ownership of this shareholding may also be submitted after the filing of the lists, provided that it is submitted by the deadline set for the publication of the lists by the Company;



- (ii) a statement by the shareholders submitting lists, other than those who hold, individually or jointly, a controlling interest or a relative majority interest, certifying the absence of any relationships of affiliation, including indirect relationships, with these controlling or majority shareholders, pursuant to the By-Laws and the current legislation in force;
- (iii) comprehensive information on the personal and professional characteristics of the candidates, including an indication of any management and supervisory positions held in other companies, together with statements by these candidates certifying that they meet the requirements, including those regarding integrity, professionalism, independence and limits on the number of offices held, provided for by the current legislation in force and by the By-Laws;
- (iv) a statement with which each candidate accepts his or her nomination;
- (v) any other statement, disclosure and/or document required by the current legislation in force.

If, upon expiry of the deadline for the submission of the lists, only one list has been filed, or only lists submitted by shareholders who are connected with each other pursuant to the current legislation in force, additional lists may be submitted until the 3rd (third) day following this deadline, i.e., until 5 April 2026. In such a case, the thresholds required for the submission of lists shall be reduced by half (i.e., to 1.25% of the share capital).

Each shareholder, as well as (i) shareholders belonging to the same group, meaning the entity, including a non-corporate entity, that exercises control pursuant to Art. 2359 of the Italian Civil Code and Art. 93 of the Consolidated Law on Finance, and any company controlled by, or under common control with, such entity, or (ii) shareholders who are parties to the same shareholders' agreement pursuant to Art. 122 of the Consolidated Law on Finance, or (iii) shareholders who are otherwise connected with each other through significant relationships of affiliation pursuant to the current legislation in force, may not submit – or participate in the submission, including through a proxy or fiduciary company – of more than one list, nor may they vote for different lists.

Each candidate may appear on only one list, under penalty of ineligibility.

Shareholders intending to submit lists are invited to take into account the recommendations contained in CONSOB Notice DEM/9017893 of 26 February 2009.

Each list shall consist of two sections: one for candidates for the office of standing statutory auditor, and the other for candidates for the office of alternate statutory auditor. The list must indicate at least one candidate for the office of standing statutory auditor and one candidate for the office of alternate statutory auditor, and it may contain up to a maximum of 3 (three) candidates for the office of standing statutory auditor and 2 (two) candidates for the office of alternate statutory auditor.

The first candidate in each section must be entered in the Register of Statutory Auditors and must have worked as a statutory auditor for a period of no less than 3 (three) years. If the other candidates do not meet the requirement set out in the preceding sentence, they must possess the other professional qualifications provided for by the By-Laws and by the current legislation in force.

To ensure gender balance, lists composed of at least 3 (three) candidates must include candidates of both genders in each of the two sections, so that the number of candidates belonging to the less represented gender complies with the minimum requirements set out by the current legislation in force on gender balance. In this



respect, it should be noted that the applicable laws and regulations provide that the allocation of the members of the Board of Statutory Auditors shall be made in such a way that the less represented gender obtains at least two-fifths of the standing members of the Board of Statutory Auditors, it being understood that, where the application of the gender allocation criterion does not result in a whole number of members belonging to the less represented gender, such number shall be rounded up to the next whole number, except in the case of corporate bodies composed of 3 (three) members, for which the number shall be rounded down to the next lowest whole number.

Accordingly – considering that the Board of Statutory Auditors must be composed of 3 (three) standing statutory auditors, of whom at least one must belong to the less represented gender, and 2 (two) alternate statutory auditors, one for each gender, and that gender balance must be ensured throughout the entire term of office and therefore also in the event of replacement of statutory auditors – shareholders are invited, when submitting lists of candidates (including regarding the section for alternate statutory auditors), to duly take into account the need to comply with the legal requirements concerning gender balance and, therefore, to include in both sections candidates belonging to both genders to ensure and/or facilitate compliance with the relevant provisions of law.

Persons who exceed the limits on the number of offices that may be held, or for whom grounds for ineligibility or removal exist, or who do not meet the independence, integrity and professional qualification requirements and the other requirements established by the current legislation in force, may not be elected as statutory auditors and, if elected, shall forfeit their office.

The lists shall be made public by the Company 21 (twenty-one) days prior to the Shareholders' Meeting, i.e., by 6 April 2026, in accordance with the procedures set out by the applicable legislation, at the Company's registered office, on the Company's website (www.dexelance.com), under the section [Investors/Governance/Shareholders' Meeting](#), as well as in the 1Info Storage system (www.1info.it). The notice certifying ownership of the shareholding must be received by this same deadline.

In accordance with the "Rules of Conduct for the Board of Statutory Auditors of Listed Companies" issued by the Italian Council of Chartered Accountants and Accounting Experts and the recommendations contained in the Corporate Governance Code for Listed Companies, with which the Company complies, the exiting Board of Statutory Auditors has drafted its opinion on the optimal composition of the Board of Statutory Auditors dated 28 February 2026, to be submitted to the shareholders. This opinion is available at the Company's registered office, on its website (www.dexelance.com), under the section [Investors/Governance/Shareholders Meeting](#).

For further information regarding the appointment of the Board of Statutory Auditors, reference is made to the relevant explanatory report, available as indicated below, and, more generally, to the applicable provisions of law and of the By-Laws.

Documentation

The documents regarding the items on the agenda, together with the proposed resolutions, shall be made available to the public at the Company's registered office, on the Company's website (www.dexelance.com), under the section [Investors/Governance/Shareholders Meeting](#), as well as in the 1Info Storage system (www.1info.it) within the terms provided by law.

Parties entitled to vote may obtain copies of the submitted documentation at their own expense.



In accordance with Art. 125-*bis*, par. 1, of the Consolidated Law on Finance, Art. 84 of the Issuers' Regulation and Art. 11.1 of the By-Laws, this call notice is published in full on the Company's website (www.dexelance.com), under the section [Investors/Governance/Shareholders Meeting](#), as well as in the 1Info SDIR and Storage system (www.1info.it), and it is also published in excerpted form in the newspaper "Italia Oggi" on 18 March 2026.

Milan, 18 March 2026

For the Board of Directors of Dexelance S.p.A.

The Chairman of the Board

