

**NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING**

The Shareholders' Meeting of Dexelance S.p.A. ("**Dexelance**" or the "**Company**") is convened, in ordinary session and with a single call, at the company's registered office in Milan, Corso Venezia n. 29 on the 21 January 2025 at 10.00 am, to discuss and resolve on the following:

**AGENDA**

1. Entrustment for the audit engagement of sustainability reporting for financial years 2024-2026. Determination of the fee and possible adjustment criteria. Related and consequent resolutions.

**Share capital and voting rights as of the date of the notice of meeting**

The Company's share capital is subscribed and paid up in the amount of Euro 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 notice, the Company holds 204,360 treasury shares, for which voting rights are suspended.

**Right to attend and vote at the Shareholder's Meeting**

Holders of the right to attend and vote at the Shareholders' Meeting are entitled to attend and vote at the Shareholders' Meeting if they are in possession of the appropriate notices issued by an authorized intermediary, in the manner prescribed by the laws and regulations in force. In this regard, pursuant to Article 83-sexies of Legislative Decree No. 58 of 24 February 1998 (Consolidated Law on Finance or "**TUF**"), the entitlement to attend the Shareholders' Meeting and exercise voting rights is certified by a communication to the Company, issued by the intermediary in accordance with its accounting records, in favor 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 the end of the 10 January 2025 (*record date*). Those who hold shares only after this date will not have the right 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 16 January 2025. However, the entitlement to attend and vote shall remain unaffected if the communications are received by the Company after said deadline, provided that they are received by the start of the Shareholders' Meeting.

**Participation in the Shareholders' Meeting and granting of proxy to the Appointed Representative**

The Company – in accordance with the provisions of Article 135-*undecies*.1 of the TUF and of Article 11.7 of the bylaws – has decided to avail itself of the option to provide that shareholders' participation in the Shareholders' Meeting takes place exclusively through the Appointed Representative, without physical participation on their part.

The Company has appointed Computershare S.p.A. - with registered office in Milan, Via Lorenzo Mascheroni 19 - to represent the shareholders pursuant to Articles. 135-*undecies* and 135-*undecies*.1 of the TUF. Shareholders who wish to participate in the Shareholders' Meeting may therefore grant the Appointed Representative a proxy - with voting instructions - on the proposed resolution on the item on the agenda by using the specific proxy form prepared by the Appointed Representative himself in agreement with the Company, available on the Company's website (<https://dexelance.com/en/>) in the Investors/Governance/Shareholders' Meeting section. 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 17 January 2025, and within the same deadline the proxy may be revoked. The proxy shall only be effective for proposals in relation to which voting instructions are given. It should be noted that the shares for which proxy is given, even partially, are counted for the purpose of the regular constitution of the Shareholders' Meeting. Any amendments and/or additions to the information contained in this notice of



call will be made available in a timely manner through the Company's website and with the other methods provided for by the regulations in force.

The communication to the Company made by the intermediary certifying the entitlement to participate in the Shareholders' Meeting is also necessary in the event of conferment of the proxy to the Appointed Representative by the Company; therefore, in the absence of the aforesaid communication, the proxy shall be considered ineffective.

It should also be noted that the Appointed Representative may also be granted proxies or sub-delegations pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, par. 4, of the TUF, by using the proxy form available on the Company's website (<https://dexelance.com/en/>) at the Investors/Governance/Shareholders' Meeting section and following the instructions indicated therein.

The Appointed Representative is available for clarification or information at the following numbers: 0246776830 - 14 or at the following e-mail address: [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

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

Participation in the Shareholders' Meeting by the authorized parties (the members of the corporate bodies, the appointed Secretary and the Appointed Representative) may also take place by means of telecommunications that also guarantee their identification, in accordance with the procedures notified to them individually, in compliance with the applicable regulatory provisions for such cases.

#### **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 TUF, all persons entitled to vote may submit questions on the items on the agenda also prior to the Shareholders' Meeting, by sending them to the certified e-mail address [dexelance@legalmail.it](mailto: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 10 January 2025, and must be accompanied by appropriate documentation proving the applicant's status as a shareholder of the Company, i.e. the communication made to the Company by an authorized intermediary pursuant to Art. 83-*quinquies*, par. 3, of the TUF or, alternatively, by the communication attesting the entitlement to participate in the Shareholders' Meeting and to exercise voting rights, made pursuant to Article 83-*sexies*, par. 1, of the TUF.

Such documentation may also be provided after the submission of the applications, 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 13 January 2025. Questions received prior to the Shareholders' Meeting will be answered by the 2nd (second) trading day prior to the date of the Shareholders' Meeting, i.e. by 16 January 2025, by means of publication on the Company's website, with the right to provide a single answer to questions with the same content.

#### **Right to request additions to the agenda and to submit new proposals for resolution**

Pursuant to Article 126-*bis*, par. 1, of the TUF, shareholders who, also jointly, represent at least 1/40 (one fortieth) of the share capital represented by shares with voting rights may request, within 10 (ten) days from the publication of this notice of call, i.e. by 29 December 2024, to supplement the list of items on the agenda to be discussed, indicating in the request the additional items they propose or submit resolution proposals on items already on the agenda. Requests, together with the notice proving ownership of the shareholding, must be submitted in writing by sending them to the certified e-mail address [dexelance@legalmail.it](mailto:dexelance@legalmail.it), or by registered mail with return receipt, addressed to the company secretariat.

Shareholders requesting integration of the agenda or submitting additional proposed resolutions on matters already on the agenda shall prepare a report stating the reasons for the proposed resolutions on the new matters they propose to deal with, or the reasons for the additional proposed resolutions submitted on matters



already on the agenda; this report shall be submitted by the shareholders to the Company's Board of Directors, in the same manner as indicated above, within 10 (ten) days from the publication of this notice of meeting, i.e., by 29 December 2024.

Of any additions to the agenda or the submission of further proposed resolutions on matters already on the agenda, notice will be given in the same manner as the publication of this Notice of Shareholders' Meeting, at least 15 (fifteen) days prior to the date set for the Shareholders' Meeting, i.e. by 6 January 2025. Additional proposed resolutions on matters already on the agenda will be made available to the public at the registered office, on the Company's website (<https://dexelance.com/en/>) at the Investors/Governance/Shareholders' Meeting section, as well as at the 1Info Storage system 1Info Storage (www.1info.it).

The Board of Directors will make available to the public the report prepared by shareholders requesting the supplementation of the agenda or submitting additional proposals, accompanied by its own evaluations, if any, at the same time as the publication of the notice of the supplementation or submission, at the registered office, on the Company's website (<https://dexelance.com/en/>) at the Investors/Governance/Shareholders' Meeting section, as well as at the 1Info Storage system 1Info Storage (www.1info.it).

In view of the fact that attendance at the Shareholders' Meeting is provided exclusively through the Appointed Representative, the persons entitled to attend the Shareholders' Meeting and exercise their voting rights who intend to individually formulate proposals for resolutions and votes on the items on the agenda pursuant to Article 126-bis, par. 1, third sentence, of the TUF must submit them within 15 (fifteen) days prior to the date set for the Shareholders' Meeting, i.e. by 6 January 2025. Such proposals will be published by the 2nd (second) day following the above submission deadline, i.e., by 8 January 2025, on the Company's website (<https://dexelance.com/en/>) at the Investors/Governance/Shareholders' Meeting section, as well as at the 1Info Storage system 1Info Storage (www.1info.it), in order to enable those entitled to vote to make an informed decision also taking into account such new proposals and to enable the Appointed Representative to collect voting instructions possibly also on the same.

Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the directors, or on the basis of a draft or report prepared by them, other than those referred to in Article 125-ter, par. 1, of the TUF.

### **Documentation**

The documents relating to the items on the agenda, together with the proposed resolutions, will be made available to the public within the terms of the law at the registered office, on the Company's website (<https://dexelance.com/en/>) at the Investors/Governance/Shareholders' Meeting section, as well as at the 1Info Storage system 1Info Storage (www.1info.it) as of today, at the same time as the notice of the meeting.

Those entitled to vote are entitled to obtain copies of the submitted documents at their own expense.

This notice is published on the Company's website <https://dexelance.com/en/>, at the 1Info Storage system 1Info Storage (www.1info.it) and is also published as an abstract, pursuant to Article 125-bis, par. 1, of the TUF in the daily newspaper "Italia Oggi".

Milan, 19 December 2024

**For the Board of Directors of Dexelance S.p.A.  
The Chairman - Andrea Sasso**

