



NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Italian Design Brands S.p.A. (“IDB” or the “Company”) is convened, at Palazzo delle Stelline, Corso Magenta 61, 20123 - Milan, on **16 November 2023 at 11:00 a.m.**, with a single call, to discuss and resolve on the following:

AGENDA

1. Authorization to the Board of Directors to purchase and dispose of treasury shares, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code. Related and consequent resolutions.

SHARE CAPITAL AND VOTING RIGHTS AS OF THE DATE OF THE SHAREHOLDERS' MEETING'S NOTICE

The Company's share capital is subscribed and paid up in the amount of 26,926,298 euros, divided into 26,926,298 ordinary shares, with no expressed par value. Each share is attributed one vote. As of the date of publication of this notice, the Company holds no treasury shares.

RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

The holders of voting rights in possession of the appropriate statements issued by an authorized intermediary, in the manner prescribed by the rules and regulations in force, have the right to attend and vote at the Shareholders' Meeting. In this regard, pursuant to Article 83-sexies of Legislative Decree No. 58 of February 24, 1998 (TUF), the legitimate attendance of the Shareholders' Meeting and the exercise of voting rights is confirmed by a communication to the Company made by an authorized intermediary in compliance with its accounting records, on behalf of the person with the right to vote, on the basis of the evidence of the accounting records relative to the end of the accounting day of the 7th (seventh) trading day prior to the date scheduled for the Shareholders' Meeting, i.e. **7 November, 2023** (*record date*). Those resulting owners of Company's shares after this date will not be entitled to intervene and vote at the Shareholders' Meeting. Notice from the intermediary shall reach the Company by the end of the 3rd (third) trading day prior to the date scheduled for the Shareholders' Meeting, i.e. within **13 November, 2023**. This is without prejudice to legitimate attendance and voting if the communications have reached the Company beyond this deadline, provided that they are received before the start of the works of the Shareholders' Meeting.

There are no procedures for voting by mail or electronic means.

Those who have the right to participate in the Shareholders' Meeting are invited to arrive well in advance of the time of the Shareholders' Meeting in order to facilitate accreditation and registration, which will begin at 10:00 a.m. on the day of the Shareholders' Meeting.



REPRESENTATION AT THE SHAREHOLDERS' MEETING AND PROXY VOTING

Any person with the right to vote may indicate one representative for the Shareholders' Meeting by means of a written proxy, without prejudice to the incompatibilities and limitations provided for in current regulations.

For this purpose, holders of voting rights may use the proxy form issued by the authorized intermediary at the request of the person entitled to vote, or they can use the form available on the Company's website (www.italiandesignbrands.com) at the [Investors/Governance/Shareholders' Meeting](#) section. The proxy may be notified to the Company by sending it to the certified e-mail address italiandesignbrands@legalmail.it, or by registered mail with return receipt, addressed to the Corporate Affairs Secretary, received at the Company's registered office prior to the beginning of the works of the Shareholders' Meeting. It should be noted that Article 135-novies, paragraph 5, of the TUF provides that, in case of delivery or forwarding to the Company of a copy of the proxy *in lieu* of the original, the representative is required to certify, under his or her own responsibility, the compliance of the proxy to the original and the identity of the delegating party. Therefore, any prior notification of a copy of the proxy does not exempt the representative, during the accreditation and registration, from the obligation to certify the compliance of the notified copy to the original and the identity of the delegating party.

APPOINTED REPRESENTATIVE

The Company has appointed Computershare S.p.A., with registered office at Via Lorenzo Mascheroni 19, 20145 – Milan, to represent shareholders according to Article 135-*undecies* of the TUF. Shareholders who wish to attend the Shareholders' Meeting may therefore grant the Appointed Representative proxy - with voting instructions – on all or some of the proposals 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 (www.italiandesignbrands.com) at the [Investors/Governance/Shareholders' Meeting](#) section. The proxy form, together with voting instructions, shall be submitted in accordance with the instructions contained in the proxy form by the end of the 2nd (second) trading day prior to the date scheduled for the Shareholders' Meeting, i.e. by **14 November, 2023**, and by the same deadline the proxy may be revoked. The proxy shall be valid only for proposals on which voting instructions are given. It should be noted that the shares for which proxy is given, even if partial, are calculated for the purpose of determining the quorum required for the Shareholders' Meeting. Any changes and/or additions to the information contained in this notice of meeting will be made available in a timely manner through the Company's website and in the other ways provided for by current regulations.

The communication to the Company made by the intermediary certifying the legitimate attendance of the Shareholders' Meeting is also necessary in the event of the granting of the proxy to the Company's Appointed Representative; therefore, in the absence of the aforementioned communication, the proxy shall be considered ineffective.

The Appointed Representative is available for clarification or information at the following numbers: 02-46776814, 02-46776830 or at the following e-mail address: ufficiomi@computershare.it.



RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA BEFORE THE SHAREHOLDERS' MEETING

Pursuant to Article 127-ter of the TUF, all those with voting rights may submit questions on items on the agenda even prior to the Shareholders' Meeting by sending them to the certified e-mail address italiandesignbrands@legalmail.it, or by registered mail with return receipt, addressed to the Corporate Affairs Secretary. Questions shall reach the Company by the 5th (fifth) trading day prior to the date scheduled for the Shareholders' Meeting, i.e. by **9 November, 2023**, and shall be accompanied by appropriate documentation proving the status of shareholder of the Company of the person submitting the questions, i.e., the communication made to the Company by an authorized intermediary pursuant to Art. 83-quinquies, paragraph 3, of the TUF or, alternatively, by the communication certifying the entitlement to attend the Shareholders' Meeting and exercise voting rights, made pursuant to Article 83-sexies, paragraph 1, of the TUF. Questions received prior to the Shareholders' Meeting will be answered at the latest during the Shareholders' Meeting, with the right for the Company to provide a single reply to questions having the same content. It should be noted that the replies made available in hard copy to each person having voting rights at the beginning of the Shareholders' Meeting shall be deemed itself to have been provided at the Shareholders' Meeting.

RIGHT TO REQUEST ADDITIONS TO THE AGENDA AND TO SUBMIT NEW PROPOSALS FOR RESOLUTION

Pursuant to Article 126-bis, paragraph 1, of the TUF, shareholders who, individually or jointly, account for at least 1/40th (one fortieth) of the share capital represented by shares with voting rights may, within 10 (ten) days from the publication of this notice, i.e. by **21 October, 2023**, ask for the integration of the list of the items on the agenda, specifying in the request the additional items they propose, or submit new proposed resolutions on items already on the agenda. The requests, together with the certificate attesting ownership of the shares, shall be submitted in writing by sending them to the certified e-mail address italiandesignbrands@legalmail.it, or by registered mail with return receipt, addressed to the Corporate Affairs Secretary. Shareholders requesting additions to the agenda or submitting new proposed resolutions on items already on the agenda shall prepare a report giving the reasons for the proposed resolutions on the new items or the reasons relating to additional proposed resolutions submitted on items already on the agenda; such report shall be sent to the Company's Board of Directors, in the same manner as indicated above, within 10 (ten) days from the publication of this notice, i.e. by **21 October, 2023**.

The Company shall give notice of any integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda in the same ways as prescribed for the publication of this notice and at least 15 (fifteen) days prior to the date scheduled for the Shareholders' Meeting, i.e. by **1st November, 2023**. Additional proposed resolutions on items already on the agenda will be made available to the public at the registered office, on the Company's website www.italiandesignbrands.com at the [Investors/Governance/Shareholders' Meeting](#) section, as well as at the 1Info storage system (www.1info.it).

The Board of Directors will make available to the public the report prepared by the shareholders requesting additions to the agenda or submitting additional proposals, accompanied by its own assessments, if any, at the same time as publishing the news of the addition or presentation, at the registered office, at the Company's website (www.italiandesignbrands.com) at the [Investors/Governance/Shareholders' Meeting](#) section, and at the 1Info storage system (www.1info.it).



Those with voting rights may individually submit proposals for resolutions at the Shareholders' Meeting. Pursuant to the applicable law, no additions to the agenda are permitted for the items upon which the Shareholders' Meeting resolves upon proposal by the directors or based on a project or report prepared by them, other than those referred to under Article 125-ter, paragraph 1, of the TUF.

Documentation

The documents relating to the items on the agenda, together with the proposed resolution, will be made available to the public within the terms prescribed by law at the registered office, on the Company's website (www.italiandesignbrands.com) at the [Investors/Governance/Shareholders' Meeting](#) section, as well as at the 1Info storage system (www.1info.it).

Those with voting rights are entitled to obtain copies of such documents at their own expense.

This notice is published on the Company's website (www.italiandesignbrands.com) and conveyed via the 1Info SDIR system (www.1info.it). It is also published in excerpt, pursuant to Article 125-bis, paragraph 1, of the TUF in the daily newspaper Italia Oggi.

Milan, 11 October, 2023

**For the Board of Directors of Italian Design Brands S.p.A.
The Chairman - Andrea Sasso**