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The securities referred to herein may not be offered or sold in the United States unless they are registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or exempt from registration under Section 5 of the Securities Act. The Company has not registered and does not intend to register any financial instruments under the Securities Act or the laws of any state. There will be no public offering in the United States of America.

DEXELANCE

— CRAFTING DESIGN
FOR EXCELLENCE

NOTICE OF CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Dexelance S.p.A. ("**Dexelance**" or the "**Company**") is convened, in extraordinary session, at the registered office in Milan, Corso Venezia n. 29, on 20 January 2026 at 10:00 am, in a single call, to discuss and resolve on the following:

AGENDA

1. **proposal to grant the Board of Directors a mandate, pursuant to Article 2443 of the Italian Civil Code, to resolve a share capital increase, in one or more tranches, divisible and against payment, for a period of one year from the shareholders' meeting resolution, for a maximum total amount of Euro 70 million, including any share premium, through the issuance of ordinary shares, without par value, coupled with warrants, with regular dividend rights, to be offered as an option to those entitled pursuant to Article 2441 of the Italian Civil Code; consequent amendments to the articles of association and related and consequent resolutions.**

Share capital and voting rights at the date of the Shareholders' Meeting notice of call

At the date of publication of this notice of call, the share capital of the Company 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. On the date of publication of this notice of call, the Company holds 512.471 treasury shares, representing 1,90% of the shares representing the Company's share capital, for which voting rights are suspended in accordance with the law.

Right to attend and vote at the Shareholders' 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 (the "**Consolidated Law on Finance**") and Article 12 of the Articles of Association (the "**Articles of Association**"), 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 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 9 January 2026 (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 15 January 2026. However, 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.

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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 Consolidated Law on Finance and of Article 11.7 of the Articles of Association – has decided to avail itself of the option to provide that shareholders' participation in the Shareholders' Meeting takes place exclusively through an appointed representative (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 Consolidated Law on Finance. Shareholders who wish to participate in the Shareholders' Meeting may therefore grant the Appointed Representative a proxy – with voting instructions – on the proposed resolutions on the items on the agenda by using the specific proxy/sub-proxy form, prepared by the Appointed Representative himself in agreement with the Company, available on the Company's website at (www.dexelance.com) in the section “Investors/Governance/Shareholders' Meeting”. The form with the voting instructions must be submitted following the instructions on the form by the end of the 2nd (second) trading day prior to the Shareholders' Meeting, *i.e.*, by 16 January 2026 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 purposes 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 at (www.dexelance.com) and with the other methods provided for by the current legislation.

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.

The Appointed Representative is available for clarification or information at the following numbers: 0246776830 - 14 or at the following email address: 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 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, it being understood that the Secretary in charge will be present at the venue of the meeting.

Right to submit questions on the items on the agenda before the Shareholders' Meeting

Pursuant to Articles 127-ter and 135-undecies.1, paragraph 3, of the Consolidated Law on Finance, all persons entitled to vote may submit questions on the items on the agenda exclusively prior to the Shareholders' Meeting, by sending them to the certified email address dexelance@legalmail.it, or by registered letter with acknowledgement of receipt, addressed to the company secretary. Applications must be received no later than the 7th (seventh) trading day prior to the date set for the Shareholders' Meeting, *i.e.*, by 9 January 2026, and must be accompanied by appropriate documentation proving the applicant's *status* as shareholder of the Company, *i.e.*, the communication made to the Company by an authorized intermediary pursuant to Article 83-quinquies, paragraph 3, of the Consolidated Law on Finance 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, paragraph 1, of the Consolidated Law on Finance. Such documentation may also be provided after the submission of the applications provided that this 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 9 January 2026. Questions received prior to the Shareholders' Meeting will be answered by the 3rd (third) trading day prior to the date of the Shareholders' Meeting, *i.e.*, by 15 January 2026, 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, paragraph 1, of the Consolidated Law on Finance, shareholders who, also jointly, represent at least 1/40 (2.5%) of the share capital represented by voting shares may request, within 10 (ten) days from the publication of this notice of call, *i.e.*, by 25 December 2025, 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 email address dexelance@legalmail.it, or by registered letter with acknowledgement of receipt, addressed to the company secretary.

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 of the publication of this notice of call, *i.e.*, by 25 December 2025.

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 call, at least 15 (fifteen) days before the date set for the Shareholders' Meeting, *i.e.*, by 5 January 2026. 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 at (www.dexelance.com) in the section "[Investors/Governance/Shareholders' Meeting](#)", and at the authorized storage mechanism 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, at the same time as the publication of the notice of supplementation or submission, at the registered office, on the Company's website at (www.dexelance.com) in the section "[Investors/Governance/Shareholders' Meeting](#)", and at the authorized storage mechanism 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, paragraph 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 5 January 2026. Such proposals will be published by the 2nd (second) day following the above submission deadline, *i.e.*, by 7 January 2026, on the Company's website at (www.dexelance.com) in the section "[Investors/Governance/Shareholders' Meeting](#)", and at the authorized storage mechanism 1Info STORAGE (www.1info.it).



This is 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 also collect voting instructions on them, if any.

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, paragraph 1, of the Consolidated Law on Finance.

Documentation

The documentation relating to the items on the agenda, together with the proposed resolutions, is made available to the public at the registered office, on the Company's website at (www.dexelance.com) in the section "[Investors/Governance/Shareholders' Meeting](#)", and at the authorized storage mechanism 1Info STORAGE (www.1info.it) as of today's date, together with the notice of call of the Shareholders' Meeting.

Those entitled to vote may obtain, at their own expense, a copy of the documentation submitted.

This notice of call, pursuant to Article 125-bis, paragraph 1, of the Consolidated Law on Finance, Article 84 of the Regulations, issued by the Italian Stock Exchange Regulatory Authority (CONSOB) with resolution No. 11971 of 14 May 1999 and Article 11.1 of the Articles of Association, is published in full, on the Company's website at (www.dexelance.com) in the section "[Investors/Governance/Shareholders' Meeting](#)", and at the authorized storage mechanism 1Info STORAGE (www.1info.it) and is also published in summary form in the daily newspaper "Italia Oggi" on 15 December 2025.

Milan, 15 December 2025

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

The Chairman of the Board of Directors

