



ORDINARY SHAREHOLDERS' MEETING NOTICE OF CALL

Those entitled to attend and exercise their voting rights are called to the Ordinary Shareholders' Meeting of Fine Foods & Pharmaceuticals N.T.M. S.p.A. (the "**Company**"), at the Company's registered office in Zingonia-Verdellino (BG), Via Berlino 39, on **29 May 2024**, at 3 pm, on a single call, under the procedures specified below, to discuss and resolve on the following

AGENDA

1. 31 December 2023 Financial Statements; related and consequent resolutions:
 - 1.1 Approval of the 31 December 2023 Company Financial Statements and the Board of Directors' Annual Report; Acknowledgement of the Board of Statutory Auditors and Auditing Company Reports; Presentation of the 31 December 2023 Consolidated Financial Statements and the Consolidated Non-Financial Statement prepared under Legislative Decree no. 254/2016 for the 2023 financial year;
 - 1.2 Allocation of the result for the year.
2. Dividend distribution. Related and consequent resolutions.
3. Authorisation to buy and dispose of treasury shares under articles 2357 and 2357-ter of the Civil Code, subject to the revocation of the unexecuted part of a previous Shareholders' Meeting authorisation dated 09 May 2023. Related and consequent resolutions.
4. Report on remuneration policy and compensation under Article 123-ter, paragraphs 3-bis and 6 of Legislative Decree no. 58/1998:
 - 4.1 First Section: report on remuneration policy. Binding resolution;
 - 4.2 Second Section: report on remuneration paid. Non-binding resolution.
5. Appointment of the Board of Directors. Related and consequent resolutions:
 - 5.1 Setting the number of Board of Directors members;
 - 5.2 Deciding the Board of Directors duration;
 - 5.3 Appointing the Board of Directors members;
 - 5.4 Appointing the Board of Directors Chairperson;



- 5.5 Establishing the Board of Directors members' remuneration.
6. Appointment of the Board of Statutory Auditors for the 2024-2026 financial years. Related and consequent resolutions:
- 6.1 Appointing three Statutory Auditors and two Alternate Auditors;
- 6.2 Appointing the Chairman of the Board of Statutory Auditors;
- 6.3 Establishing the Board of Statutory Auditors members' remuneration.

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

Under Article 125-*quater*, paragraph 1, letter c) of Legislative Decree no. 58/1998 (Consolidated Law on Financial Intermediation "TUF"), the public is informed that the company share capital amounts to € 22,770,445.02, fully subscribed and paid-up, represented by 25,560,125 shares, of which 22,060,125 are ordinary shares listed on the Euronext STAR Milan share market and 3,500,000 are unlisted shares with multiple voting rights, all without a nominal value declared. As of the date of this notice, the Company holds 1,077,669 ordinary treasury shares, equal to 4.22% of the share capital as of the same date. The related voting rights are suspended under Art. 2357-*ter* of the Italian Civil Code.

SHAREHOLDERS' MEETING PROCEDURE

Under art. 10.7 of the Company Articles of Association, **participation in the Shareholders' Meeting by those who have the right to vote is permitted exclusively through the Representative Designated** as specified in the paragraph below "*Shareholders' Meeting attendance, the exercise of voting by proxy and Shareholders' Representative appointed by the Company.*" The Designated Representative may be granted proxies or sub-delegations under art.135-*novies* of the TUF, as an exception to art. 135-*undecies*, paragraph 4, of the TUF under the procedures specified below.

The Directors, Statutory Auditors, meeting secretary, auditing company representatives and Designated Representative may participate also using telecommunication media which allow their identification, without the need for the Chairman and Secretary to be in the same place. The instructions for participation in the Shareholders' Meeting electronically will be made known by the Company to the above parties.

Under its convocation methods, the Shareholders' Meeting shall be deemed duly convened and held at the registered office in Zingonia-Verdellino (BG), Via Berlino 39.

PARTICIPATION ENTITLEMENT

Under art. 83-*sexies* of the TUF, entitlement to attend the Shareholders' Meeting and exercise voting rights, exclusively through the Designated Representative, is proved by a communication to the Company. This notification is made by the intermediary authorised to legally keep accounts based on the accounting records of the end of the accounting day of the seventh trading day before the Shareholders' Meeting, i.e., **20 May**



2024 (record date). Credit and debit entries made to the accounts after that date are irrelevant for Shareholders' Meeting voting rights entitlement. Those who are owners of the Company's shares only after that date are not entitled to attend and vote at the Shareholders' Meeting.

The intermediary notification must be received by the Company by the end of the third trading day before the Shareholders' Meeting (**24 May 2024**). Entitlement to participate and vote - exclusively through the Designated Representative - is unaffected if the Company receives the notice after that deadline but before the Shareholders' Meeting.

SHAREHOLDERS' MEETING PARTICIPATION, EXERCISE OF THE VOTE BY PROXY AND SHAREHOLDERS' REPRESENTATIVE APPOINTED BY THE COMPANY

Under art. 10.7 of the Articles of Association, **participation in the Shareholders' Meeting by those who have the right to vote is permitted exclusively through the Representative Designated by the Company** under art. 135-*undecies.1* of the TUF, Computershare S.p.A, with its registered office in Milan, Via Lorenzo Mascheroni no. 19 (the "**Designated Representative**"), to whom specific proxy or sub-delegation must be conferred. Alternatively, under art. 135-*undecies* of the TUF, this can be done using the "*Proxy Form and Voting Instructions to Computershare S.p.A. as the only party who may attend the Shareholders' Meeting*" or art. 135-*novies* of the TUF, optionally using the "*Form for granting proxy/sub-delegation to the Designated Representative appointed exclusively under art. 135-undecies.1 of the TUF*", under the procedure described below.

- **Proxy under Article 135-undecies TUF**

The Designated Representative may be granted a written proxy under Article 135-*undecies* of the TUF, at no cost to the delegating party, except for any postage costs, with voting instructions on all or some agenda items.

The proxy to the Designated Representative under art. 135-*undecies* of the TUF must be conferred by signing the specific "*Proxy Form and Voting Instructions to Computershare S.p.A. as the only party who may attend the Shareholders' Meeting*" made available on the Company's website at www.finefoods.it in the *Governance - Shareholders' Meeting Section*. Under the outlined procedure, this must be received with the relevant written voting instructions, together with a copy of the delegating party's valid identity document. If the delegating party is a legal person, the following is required: a copy of a valid identity document of the *pro tempore* legal representative, or another person with the appropriate powers, the documentation proving their qualifications and powers (copy of a Chamber of Commerce certificate or similar), and any copy of the accreditation certificate issued by their bank or intermediary. This must be received by the end of the second trading day before the Shareholders' Meeting (no later than **11:59 pm of 27 May 2024**), under the procedures outlined in the form and specified below.

The proxy and related voting instructions given to the Designated Representative under art. 135-*undecies* of the TUF may be revoked within the above deadline (i.e., no later than **11:59 pm of 27 May 2024**), using the same procedures.

The proxy granted shall be valid only for proposals for which voting instructions have been given.



- **Proxy or sub-delegation under art. 135-novies of the TUF**

Those who have the right to vote may be represented at the Shareholders' Meeting, under law, by the Designated Representative using proxy or sub-delegation granted under art. 135-novies of the TUF, as an exception to art. 135-undecies, paragraph 4 of the TUF, optionally using the "*Form for conferring proxy/sub-delegation to the Designated Representative appointed exclusively under art. 135-undecies.1 of the TUF*" available on the Company's website at www.finefoods.it, *Governance - Shareholders' Meeting Section*.

The proxy or sub-delegation and written voting instructions must be provided together with a copy of the delegating party's valid identity document. If the delegating party is a legal person, the following is required: a copy of a valid identity document of the *pro tempore* legal representative, or another person with the appropriate powers, the documentation proving their qualifications and powers (copy of a Chamber of Commerce certificate or similar), and any copy of the accreditation certificate issued by their bank or intermediary, under the procedures outlined in the form. This must be received no later than 12 noon on the day before the Shareholders' Meeting, i.e., **28 May 2024**. The proxy or sub-delegation and the related voting instructions may be revoked within this deadline as described above.

As of today's date, the Designated Representative is available to shareholders to provide any information and clarifications that may be necessary to grant the proxy (for the completion of the proxy form and voting instructions and their transmission), at the address ufficiomi@computershare.it or from the following numbers (+39) 0246776818 – 0246776814 (from 9 am to 6 pm, Monday to Friday). There are no postal or electronic voting procedures.

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

Shareholders who, individually or jointly, under art. 126-bis of the TUF, represent at least a 40th of the share capital may request additions to the agenda items to be discussed, specifying the additional items, or submit resolution proposals on items already on the agenda. This can be done within ten days of the publication of this notice and, by **29 April 2024**.

Shareholders from whom the Company has received a specific notice through an authorised intermediary under current legislation, may request agenda additions or submit new resolution proposals.

Requests must be submitted in writing and received by the Company within the above deadline by certified email at finefoods@pec.finefoods.it.

Within the same deadline and using the same procedure, the proposing Shareholders must submit to the Board of Directors a report containing the reason for resolution proposals on the new items proposed for discussion or the reasons for the additional resolution proposals on items already on the agenda.

Agenda additions are not permitted when the Shareholders' Meeting legally resolves on a directors' proposal or a project or report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF.

Notice of agenda additions or submission for new resolution proposals on items already on the agenda shall be given using the same procedure for publication of this notice, at least 15 days before the date set for the



Shareholders' Meeting (i.e., by **14 May 2024**). At the same time as the publication of the notice of additions or submission, the report prepared by the requesting Shareholders, accompanied by any Board of Directors' assessments, will be made available using the same procedure for the Shareholders' Meeting documentation. Since Shareholders' Meeting participation is permitted exclusively through the Designated Representative, proposals will be published promptly on the Company's website to enable those entitled to vote to express themselves also on these new proposals and allow the Designated Representative to collect voting instructions.

SUBMITTING INDIVIDUAL RESOLUTION PROPOSALS

Since participation in the Shareholders' Meeting is permitted exclusively through a Designated Representative in compliance with what set out in the Company Articles of Association, under art. 135-*undecies*.1 of the TUF, those entitled to vote may submit individual resolution proposals on the agenda items by the 15th day before the date set for the only convocation of the Shareholders' Meeting, i.e. not later than 11:59 pm of **14 May 2024**, by sending them to the Company's certified e-mail address finefoods@pec.finefoods.it, specifying the following email subject "Fine Foods & Pharmaceuticals N.T.M. S.p.A. 2024 Shareholders' Meeting - individual resolution proposals."

Proposals must contain the text of the resolution and be accompanied by the submitter identity information, the percentage of the share capital held on the date of submission, and the notice sent by the intermediary to the Company under art. 83-*sexies* of the TUF.

Validly submitted proposals will be made available by the Company, on the Company's website at www.finefoods.it, in the Governance - *Shareholders' Meeting* Section, and at the Info authorised storage system, at www.info.it within two days after the deadline for their submission, i.e., **16 May 2024**.

The deadline for submitting such proposals, under art. 135-*undecies*.1 of the TUF, allows those interested in submitting individual proposals to consider what has been published by the Company on the agenda items. This allows the Designated Representative to update the forms to grant proxies under art. 135-*undecies* and art. 135-*novies* of the TUF, so that those entitled to vote may assess requests and proposals timely before providing voting instructions.

RIGHT TO ASK QUESTIONS ON THE AGENDA ITEMS

Under Article 127-*ter* of the TUF, those who are entitled to vote and from whom the Company has received a notification through an intermediary, authorised under current legislation, may ask questions on the agenda items exclusively before the Shareholders' Meeting, and by the seventh trading day before the date set for the Shareholders' Meeting, i.e., **20 May 2024**, by sending the questions by certified email to finefoods@pec.finefoods.it.

Questions received by this deadline will be answered at least by **26 May 2024** by publication on the Company's website (www.finefoods.it), in the *Governance - Shareholders' Meeting Section*, with the right to provide a single answer to questions with the same content.



BOARD OF DIRECTORS' RENEWAL

For the Board of Directors appointment, which will take place based on lists of candidates, please refer to art. 147-ter of the TUF and articles 15 and 16 of the Articles of Association.

Please note:

– **Entitlement to submit lists:**

Only shareholders who, alone or together with others, hold shares with voting rights representing a percentage no lower than that prescribed for the Company by applicable law and regulations, i.e. one fortieth (2.5%) of the share capital, can submit lists. Ownership of the minimum shareholding is determined by taking into account the shares registered in favour of the Shareholder on the day the lists are filed with the Company. The certification showing ownership of such shareholding may be produced after the lists have been filed, provided that it is within the deadline set for the lists' publication by the Company, i.e. **8 May 2024**.

Each Shareholder and (i) shareholders which belong to the same group, i.e. the controlling party (including non-corporate) under art. 2359 of the Italian Civil Code and any company controlled by or under the common control of the same party, or (ii) shareholders who are members of the same shareholders' agreement under art. 122 of the Consolidated Law on Finance (TUF), or (iii) shareholders who have relevant relationships under applicable law and regulations, may not submit or take part in a submission (neither through a third party nor trust company) of more than one list. They may not vote for different lists. Each candidate may appear on one list only, under penalty of ineligibility.

– **List presentation method:**

under the Articles of Association, lists must contain several candidates that do not exceed the maximum number of directors that may be elected under art. 15.1 of the Company Articles of Association i.e., 12 candidates who must be listed with a progressive number equal to the positions to be filled. Without prejudice to compliance with the criterion guaranteeing a balance between genders within the Board of Directors, each list containing several candidates not exceeding seven must have and expressly indicate at least one Director who meets the independence requirements established under applicable laws and regulations (the "**Independent Directors**"); if it contains several candidates exceeding seven, it must include at least two Independent Directors. The composition of the Board of Directors is governed by Art. IA.2.10.6 of the Instructions to the Regulation of Markets Organised and Managed by Borsa Italiana S.p.A.

The lists must be accompanied by: (i) the information on the identity of the shareholders who have submitted the lists, with an indication of the total percentage of their shareholding; (ii) exhaustive information on the personal and professional features of candidates and a declaration of the candidates stating that there are no reasons for their ineligibility and incompatibility and that they comply with the requirements - including independence, if applicable - set out by applicable law and regulations and the Company Articles of Association; (iii) the declaration by which each candidate accepts their candidacy; (iv) any other or different statement, information or document required by applicable law and regulations.

Shareholders who intend to submit lists for the appointment of members of the Board of Directors are invited to read the recommendations contained in Consob Communication no. DEM/9017893 of 26 February 2009.



Under Consob Communication no. 3/2020 of 10 April 2020, for shareholders' meetings convened to renew corporate bodies, those submitting candidate lists for director appointments must specify the candidate they propose for the role of Chairman of the Board of Directors to the Shareholders' Meeting.

– **Deadlines for submitting lists:**

lists must be submitted by the shareholders and filed at the Company's registered office or sent to the certified mail address finefoods@pec.finefoods.it, under art. 147-ter, paragraph 1-bis of the TUF, by the 25th day before the date set for the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Directors, i.e. not later than **4 May 2024**.

During the 30 March 2022 meeting, the Board of Directors approved a "**Diversity Policy**", with the favourable opinion of the Remuneration and Nomination Committee and the Environment, Social and Governance Committee, implementing art. 123-bis, paragraph 2, letter d-bis) of the TUF and Recommendation no. 8 of the Corporate Governance Code of listed companies prepared by the Corporate Governance Committee promoted by Borsa Italiana S.p.A. This policy defines and formalises the criteria and tools adopted by Fine Foods to guarantee an adequate level of diversity in its governing and supervisory bodies. Shareholders are invited to read the above Diversity Policy.

Lists and annexes will be made available by the Company, on the Company's website at www.finefoods.it, in the *Governance* - Shareholders' Meeting Section, and at the 1info authorised storage system, at www.1info.it by the 21st day before the date set for the Shareholders' Meeting, i.e. **8 May 2024**.

For further information on the methods and terms for renewing the governing body, please refer to the description in the Directors' Report on the agenda item, applicable legal provisions and the Articles of Association.

BOARD OF STATUTORY AUDITORS APPOINTMENT

For the Board of Statutory Auditors appointment, which will take place based on the lists submitted by Shareholders, please refer to art. 148 of the TUF and articles 26 and 27 of the Articles of Association.

Please note:

– **Entitlement to submit lists:**

Only shareholders who, alone or together with others, representing, at the time of submitting the list, at least the percentage of share capital not lower than that prescribed for the Company by applicable law and regulations i.e. one-fortieth (2.5%) of the share capital, can submit lists. Ownership of the minimum shareholding is determined by taking into account the shares registered in favour of the Shareholder on the day the lists are filed with the Company. The certification showing ownership of such shareholding may be produced after the lists have been filed, provided that it is within the deadline set for the lists' publication by the Company.



– **List presentation method:**

The lists of candidates submitted by the shareholders and filed at the Company's registered office within the terms and following applicable legal and regulatory provisions, in which the candidates must be listed sequentially in numerical order.

Each candidate may appear on only one list, under penalty of ineligibility. The list shall consist of two sections: one for candidates for the office of Statutory Auditor, the other for candidates for the office of Alternate Auditor. The list must indicate at least one candidate for the office of Statutory Auditor and one candidate for the office of Alternate Auditor and may contain up to a maximum of three candidates for the office of Statutory Auditor and two candidates for the office of Alternate Auditor.

The first of the candidates in each section must be enrolled in the register of Statutory Auditors and have exercised statutory auditing activities for not less than three years. If other candidates do not meet the requisites above, they must have the other professional requisites provided by the Articles of Association and applicable law and regulations.

To ensure a genders balance, the lists of at least three candidates must be composed of candidates belonging to both in each of the two sections. This means that a number of candidates belonging to the less represented gender complies with the applicable minimum legal requirements.

The lists must be accompanied by: (i) the information on the identity of the shareholders who have submitted the lists, with an indication of the total percentage of their shareholding; (ii) a statement of the shareholders who have submitted the lists other than those who hold (even jointly), a controlling or relative majority of the shares, confirming the absence of any connection, even indirect, with the latter under the Articles of Association and applicable law and regulations; (iii) comprehensive information on the candidates personal and professional features, listing the management and control positions held in other companies, and a declaration of the candidates stating that they comply with the requirements, including integrity, professionalism, independence and combination of offices, under applicable law and regulations and the Articles of Association; (iv) the declaration by which each candidate accepts their candidacy; (v) any other or different statement, information or document required by applicable law and regulations.

The annual remuneration of Auditors is established by the Meeting at the time of their appointment, for the entire period of their office, following applicable laws. Under art. 148, paragraph 2-*bis*, of the TUF and art. 27.12 of the Articles of Association, the Chairman of the Board of Statutory Auditors is appointed by the Shareholders' Meeting from among the Auditors elected by the minority.

Shareholders should consider the recommendations contained in Consob Communication DEM/9017893 of 26 February 2009.

– **Deadlines for submitting lists:**

lists must be filed at the Company's registered office or sent to the certified mail address finefoods@pec.finefoods.it under art. 147-*ter*, paragraph 1-*bis* of the TUF, at least 25 days before the date set for the Shareholders' Meeting, i.e. not later than **4 May 2024** and made available to the public at the Company's



registered office, on the Company's website and at the Iinfo authorised storage system, at www.iinfo.it by the 21st day before the date set for the Shareholders' Meeting, i.e. not later than **8 May 2024**.

If by **4 May 2024**, only one list has been submitted, or lists that are linked to each other, they may be submitted, under art. 144-*sexies*, paragraph 5 of the Issuers' Regulation no. 11971 of 14/05/1999, until the third day following the above date, i.e. **7 May 2024**, with the minimum shareholding threshold required for submission reduced to 1.25 per cent of the share capital. A list submission that does not comply with the Articles of Association will be treated as if it was not submitted.

For the supervisory body composition, Shareholders are invited to read the Diversity Policy adopted by the Board of Directors on 30 March 2022 and available at the Company' registered office and on its website.

For further information on the methods and terms for renewing the Board of Statutory Auditors, please refer to the description in the Directors' Report on the agenda item, applicable legal provisions and the Articles of Association.

DOCUMENTATION

The Directors' Report on the Shareholders' Meeting agenda items together with the proposed resolutions, and further related documentation under legislation, are made available within the terms and in the manner provided for by applicable regulations at the registered office of Fine Foods & Pharmaceuticals N.T.M. S.p.A., in Zingonia-Verdellino (BG), Via Berlino no. 39, and on Company's website www.finefoods.it in the *Governance - Shareholders' Meeting Section*, and at the Iinfo authorised storage system managed by Computershare S.p.A. at www.iinfo.it.

Entitled parties may have a copy.

The Articles of Association are available on the Company's website at www.finefoods.it, *Governance - Corporate Documents Section*.

This notice of call is fully published today on the Company's website (www.finefoods.it) in the section dedicated to this Shareholders' Meeting, at the Iinfo authorised storage system managed by Computershare S.p.A. at www.iinfo.it, and as an excerpt in the daily newspaper Il Sole24Ore.

The Company thanks the Shareholders for their cooperation in complying with this notice and ordinary and special laws.

Zingonia-Verdellino, 19 April 2024

For the Board of Directors
Chairman
Marco Francesco Eigenmann