Fine Foods & Pharmaceuticals N.T.M. S.p.A.
Sede Legale in Zingonia-Verdellino (BG), Via Berlino 39,
P.IVA/C.F. 09320600969 - Numero REA: BG - 454184
Capitale sociale: Euro 22.770.445,02 i.v.

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**") on **28 February 2025**, at **12 noon**, on a single call, exclusively by electronic means, under the procedures specified below, to discuss and resolve the following

AGENDA

1. Assigning the task to certify sustainability report compliance under Legislative Decree no. 125/2024 for the financial years 2024-2026. Related and consequent resolutions.

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

Under Art. 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 4.2162% 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 (i) of the Company Articles of Association, **participation in the Shareholders' Meeting by those who have the right to vote is permitted exclusively through the Designated Representative** as specified in the paragraph below "*Shareholders' Meeting participation, exercise of the vote 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.

Those entitled, may only participate in the Shareholders' Meeting using telecommunication media which allow their identification. Those entitled may attend the meeting remotely via the Microsoft Teams audio/video conferencing platform. The Company will provide access credentials and the relevant access code to authorised participants.

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., **19 February 2025** (**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 (**25 February 2025**). 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 (i) 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* of the 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 26 February 2025)**, 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 26 February 2025**), 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., **27 February 2025.** 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 number (+39) 0246776818 – 14 (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 **08 February 2025**.

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 **13 February 2025**). 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 under the Company Articles of Association, and 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 first or only convocation of the Shareholders' Meeting, i.e. Not later than **11:59 pm** of **13 February 2025**, 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. 2025 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 1info authorised storage system, at www.1info.it within two days after the deadline for their submission, i.e., **15 February 2025**.

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., **19 February 2025**, by sending the questions by certified email to finefoods@pec.finefoods.it.

Questions received by this deadline will be answered at least by **25 February 2025** 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.

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 1info authorised storage system managed by Computershare S.p.A. at www.1info.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 1info authorised dissemination and storage system managed by Computershare S.p.A. at www.1info.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, 29 January 2025

For the Board of Directors
Chairman
Marco Francesco Eigenmann