

Courtesy translation to Net Insurance S.p.A Shareholders., even if the Italian language version represents the authentic call of notice has been published on the Official Gazette of the Italian Republic, respectively, on last 30th March 2021.

NET INSURANCE S.p.A.

Registered office: Rome, Via Giuseppe Antonio Guattani 4 – 00161 Rome
Register of Companies of Rome: 06130881003
Tax code: 06130881003
VAT number: 15432191003

Calling of Ordinary and Extraordinary Shareholders' Meeting

The Shareholders are convened to an **Ordinary and Extraordinary Shareholders' Meeting** to be held on **28 April 2021 in first call, at 11 a.m.**, at the Company's registered office, Via G. A. Guattani 4, Rome, and if necessary, in second call, on 30 April 2021, at the same time and venue.

It should be noted that the date and/or the venue and/or the attendance and/or the arrangements for voting and/or conducting the Shareholders' Meeting stated in the Notice of Call are subject to compatibility with the applicable regulations or measures issued by the competent Authorities in regard to the "COVID-19" epidemiological emergency, as well as to the fundamental principles of protection of the health of the Company's shareholders, employees, representatives and consultants.

Any changes will be notified in good time using the same procedures required for publishing the notice and/or through the information channels established by legislation in force from time to time.

In view of the ongoing "COVID-19" health emergency, and having regard to the provisions in **Article 106 of Italian Law Decree No. 18, 17 March 2020**, and subsequent amendments ("**Decree No. 18**") – the effectiveness of which has been, most recently, extended pursuant to Article 3, Par. 6, Italian Law Decree No. 183, 31 December 2020, converted into Law 26 February 2021, No. 21, aimed at restricting travel and mass gatherings, the Company has established that the ordinary and extraordinary sessions of the Shareholders' Meeting shall be attended, and votes shall be cast in both of said sessions, exclusively through the Designated Representative, pursuant to Article 135-*undecies* of Italian Law Decree No. 58, 24 February 1998 (TUF, Consolidated Law on Finance).



Capitale Sociale €17.484.862 i.v.
n. di REA RM 948019
Iscrizione al Registro delle Imprese di Roma
C.F. n. 06130881003 P.I. 15432191003
La Società è Capogruppo del Gruppo Assicurativo Net Insurance

Impresa autorizzata all'esercizio delle assicurazioni e
riassicurazioni nei rami danni
Iscrizione Albo Imprese IVASS n. 1.00136
Iscrizione Albo Gruppi Assicurativi IVASS n. 23



In compliance with Decree No. 18, proxies and/or sub-proxies may be given to the Designated Representative pursuant to Article 135-*novies* of the Consolidated Law on Finance, by way of derogation from Article 135-*undecies*, Par. 4 of said Decree.

In view of the restrictions that may arise for health reasons, the Shareholders' Meeting may be attended by the eligible persons (Chairperson, Chief Executive Officer, Chairperson of the Board of Statutory Auditors, other members of the Corporate Bodies, Secretary, Designated Representative, Independent Auditors and/or employees and/or collaborators authorised by the Chairperson) also (or exclusively) using such means of telecommunication to ensure their identification in accordance with the arrangements disclosed to them individually, in compliance with legislation provisions applicable in such cases.

The operational details and the meeting documentation – including the proxy and sub-proxy forms containing the voting instructions – shall be made available on the Company's website at the following link <https://www.netinsurance.it/investor-relations/documenti/assemblee/>.

The Shareholders' Meeting is called to discuss and resolve on the following:

AGENDA

In the ordinary session:

1. Financial statements of Net Insurance S.p.A. as at 31 December 2020. Related and consequent resolutions.
2. Proposal for the allocation of profits as at 31 December 2020 and dividend distribution.
3. Consolidated financial statements of the Net Insurance Group as at 31 December 2020.
4. Information on application of the remuneration policies for corporate bodies and personnel in 2020.
5. Remuneration policies for corporate bodies and personnel in 2021.
6. Appointment of a Member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code.
7. Proposed changes to remuneration of the Board of Directors, Board Committees and Board of Statutory Auditors
8. Regulation of Shareholders' Meeting.
9. Authorisation to the purchase and sale of own shares.

In the extraordinary session:

1. Amendment of the Articles of Association.

Right to attend.

The Shareholders' Meeting may be attended, and voting rights may be exercised, exclusively through the Designated Representative, by eligible persons holding the communication sent to the Company, to the address investor.relations@netinsurance.it, carried out by the intermediary, based on its accounting records and certifying their entitlement to voting rights. This communication is made pursuant to Article 83-*sexies* of Italian Legislative Decree 58/1998 ("TUF", Consolidated Law on Finance) by the intermediary based on the entries relating to the end of 19 April 2021 (*record date*). Credit and debit entries made in the records after that date will be of no relevance for the purpose of entitlement to exercise the right to vote in the Shareholders' Meeting.

Designated Representative

Pursuant to the afore-mentioned Article 106, Par. 4, of Decree No. 18, attendance at the Shareholders' Meeting, both the Ordinary and the Extraordinary session, shall be allowed

exclusively through the Designated Representative, in compliance with Article 135-*undecies* of the Consolidated Law on Finance; in regard to the Shareholders' Meeting concerned by this Notice of Call, Net Insurance S.p.A. has identified this Designated Representative in Studio Legale Trevisan & Associati, with registered office in Milan, Viale Majno No. 45, in the person of Dario Trevisan or a substitute in the case of inability of this to attend ("**Designated Representative**"). A written proxy and/or sub-proxy may be given to this, alternatively pursuant to:

- (i) Article 135-*undecies* of the Consolidated Law on Finance, using the "Proxy Form for Designated Representative", or
- (ii) Article 135-*novies* of the Consolidated Law on Finance, with option to use the "Ordinary proxy form" and/or "Sub-proxy form",

with the procedures described below.

(i) Proxy under Article 135-*undecies* of the Consolidated Law on Finance ("Proxy Form for Designated Representative")

A written proxy may be given to the Designated Representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance, at no cost for the delegating party (except for delivery costs, if any), with voting instructions on all or some proposals on the Agenda.

The proxy given to the Designated Representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance shall be granted using the "Proxy Form for Designated Representative" made available on the Company's website at <https://www.netinsurance.it/investor-relations/documenti/assemblee/> and the original with written voting instructions be sent along with a copy of an identity document and, in the case of legal entities, of documentation proving the signature powers (copy of chamber of commerce certificate or similar), by courier or registered letter with return receipt to:

Studio Legale Trevisan & Associati,

Viale Majno, n. 45

20122 - Milan

(Ref. "Proxy NET INSURANCE Shareholders' Meeting 2021")

by and no later than the end of the second trading day before the date set for the Shareholders' Meeting in first call (i.e. by and no later than 11:59 p.m. of 26 April 2021, if the Shareholders' Meeting is held in first call or, if the Shareholders' Meeting is held in second call, by and no later than 11:59 p.m. of 27 April 2021). Although the original proxy, complete with voting instructions, must be sent as above, it may also be notified electronically to the following certified email address: rappresentante-designato@pec.it.

Proxies sent to this certified email address, and digitally signed in accordance with current legislation, satisfy the requirement of being in writing.

Proxies will not be effective with regard to proposals for which no voting instructions have been given.

Proxies and voting instructions given to the Delegated Representative under Article 135-*undecies* of the Consolidated Law on Finance may be revoked by the same deadline stated above (i.e. by 11:59 p.m. of 26 April 2021, if the Shareholders' Meeting is held in first call, or by 11:59 p.m. of 27 April 2021, if the Shareholders' Meeting is held in second call) and using the same procedures by which they were given.

Further information, also on the rules governing the institution of the Designated Representative, can be found on the Company's website at the address <https://www.netinsurance.it/investor-relations/documenti/assemblee/>.

(ii) Proxy and/or sub-proxy pursuant to Article 135-*novies* of the Consolidated Law on Finance ("Ordinary proxy and/or sub-proxy")

Those who choose not to make use of the proxy pursuant to Article 135-*undecies* of the Consolidated Law on Finance may grant proxy and/or sub-proxy to the Designated Representative pursuant to Article 135-*novies* of the Consolidated Law on Finance, in derogation to Article 135-*undecies*, Par. 4, of the Consolidated Law on Finance, which, with the corresponding voting instructions in writing, together with a copy of an identity document and, in the case of legal entities, of documentation proving the signature powers (copy of chamber of commerce certificate or similar document) must be sent to the following addresses:

(i) to the Company, by post, to the address: Via G. A. Guattani 4, 00141, Rome, or, by certified email to: netinsurance@pec.netinsurance.it, or by email to: investor.relations@netinsurance.it, or, alternatively,

(ii) to the Studio Legale Trevisan & Associati, by post, to the address: Viale Majno 45, 20122, Milan – Italy, or by certified email to: rappresentante-designato@pec.it, or by e-mail, to: rappresentante-designato@trevisanlaw.it (Ref. “Proxy NET INSURANCE Shareholders’ Meeting 2021”)

by 12:00 p.m. of 27 April 2021, if the Shareholders’ Meeting is held in first call or, if the Shareholders’ Meeting is held in second call, by 12:00 p.m. of 28 April 2021.

If a sub-proxy is given to the Designated Representative, the sub-principal must also send to the latter, using the procedures described above, a copy of the proxy/ies received and of the declaration certifying that the document is a true copy of the original and the identity of the principal. The proxies and voting instructions given to the Designated Representative may be revoked by the same deadline stated above (i.e. by 27 April 2021, if the Shareholders’ Meeting is held in first call, or, if the Shareholders’ Meeting is held in second call, by 28 April 2021) using the same procedures by which they were given. The Designated Representative reserves the right to accept proxies/sub-proxies and/or voting instructions and/or their revocations received even after this deadline, provided that the meeting’s business has not yet commenced. The proxy and/or sub-proxy given to the Designated Representative may contain voting instructions on all or some of the proposals relating to the items on the Agenda, with the understanding that the Designated Representative will not cast a discretionary vote in the Shareholders’ Meeting on proposals for which precise voting instructions were not received, even though the related actions will be counted for the purposes of the meeting and voting quorums.

As from today, if clarification is required on how to give the proxy to the Designated Representative (and in particular on how to fill out and send the proxy form and the voting instructions), it is possible to contact the Designated Representative at the addresses stated above and/or at the Freephone Number 800 134 679 (during office hours), as well as the Company at the addresses stated above.

Questions, contributions and proposals

Those holding voting rights, entitled in the forms established under applicable rules, may submit questions, contributions and proposals on the items on the Agenda before the Shareholders’ Meeting, sending them to the address investor.relations@netinsurance.it.

A reply will be given in the Shareholders’ Meeting to questions, contributions and proposals submitted by and no later than 26 April 2021.

Rome, 30 March 2021

NET INSURANCE S.p.A.
The Chair of the Board of Directors
Luisa Todini