

*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 on 2nd April 2022.*

**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 **27 April 2022 in first call, at 11.30 a.m.**, at the Company's registered office, Via G. A. Guattani 4, Rome (with entrance at via Nomentana no.96), and if necessary, in second call, on 28 April 2022, at the same time and venue, to discuss and resolve on the following:

**AGENDA**

In the extraordinary session:

1. Approval of amendments to the Articles of Association. Related and consequent resolutions.

In the ordinary session:

2. 2021 Financial Statements.
  - a. Approval of the financial statements of Net Insurance S.p.A. as at 31 December 2021. Related and consequent resolutions;
  - b. Proposal for the allocation of profits as at 31 December 2021 and dividend distribution. Related and consequent resolutions;
  - c. Presentation of the Consolidated Financial Statements.
3. Appointment and remuneration of the new Board of Directors, related and consequent resolutions:
  - a. Determination of the number of members;
  - b. Determination of the term of office;
  - c. Appointment of members;
  - d. Determination of the remuneration.
4. Appointment and remuneration of the new Board of Statutory Auditors for the 2022-2024 period, related and consequent resolutions:
  - a. Appointment of members;
  - b. Determination of the remuneration.
5. Remuneration Policies in favour of Corporate Bodies and Personnel (hereinafter Policies). Related and consequent resolutions:
  - a. Disclosure on the application of the Policies in 2021;
  - b. Approval of Policies for 2022.



It should be noted that the Shareholders' Meeting **will be held in a face-to-face setting** (with entrance at via Nomentana no.96). Nonetheless, participation via the Designated Representative is also permitted, as detailed hereunder.

It should also 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 and/or measures issued by the competent Authorities based on 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.

#### **Legitimate entitlement to attend and vote at the Shareholders' Meeting on own behalf or via proxy**

Pursuant to law and the Articles of Association, the Shareholders' Meeting may be attended, and voting rights may be exercised, on own behalf or via proxy, by eligible persons in possession of the communication sent to the Company, at the address [investor.relations@netinsurance.it](mailto:investor.relations@netinsurance.it) and [segreteria.societaria@netinsurance.it](mailto:segreteria.societaria@netinsurance.it) carried out by the intermediary, in compliance with its accounting records, in favour of the party holding the voting right. This communication is made pursuant to Article 83-sexies of Italian Legislative Decree 58/1998 ("TUF") by the intermediary on the basis of the entries relating to the end of the accounting day 14 April 2022 (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.

In view of the ongoing "COVID-19" epidemiological 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. 1, Italian Law Decree No. 228, 30 December 2021, converted into Law no. 15 of 25 February 2022, 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, also by conferring the appropriate proxy to the Designated Representative, pursuant to Article 135-*undecies* of Italian Legislative Decree No. 58, 24 February 1998 (TUF, Consolidated Law on Finance).

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 (the shareholders who do not avail themselves of the Designated Representative, the Chairperson, the Managing Director, the Chairperson of the Board of Statutory Auditors, other members of the Corporate Bodies, the Secretary, the

Designated Representative, the Independent Auditors and/or employees and/or collaborators authorised by the Chairperson) also using such means of telecommunication to ensure their identification in accordance with the arrangements disclosed to them individually, in compliance with legislative provisions applicable in such cases.

The operational details and the meeting documentation – including therein the proxy and sub-proxy forms used to participate and vote at the Shareholders' Meeting, also via the Designated Representative – shall be made available on the Company's website at the following link <https://www.netinsurance.it/investor-relations/documenti/assemblee/>.

### **Exercise of vote by proxy via the Designated Representative**

Pursuant to the aforementioned Article 106, Par. 4, of Decree No. 18 and subsequent amendments, attendance at the Shareholders' Meeting and exercise of the voting right, in both the Ordinary and the Extraordinary sessions, shall also be allowed through conferral of the appropriate proxy to the Company's Designated Representative, in compliance with Article 135-*undecies* of the Consolidated Law on Finance which, with reference to the Shareholders' Meeting concerned by this Notice of Call, Net Insurance S.p.A. has identified as 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 his inability to attend ("**Designated Representative**"). A written proxy and/or sub-proxy may be given to him, 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 2022")

no later than the end of the second trading day before the date set for the Shareholders' Meeting in first call (i.e. no later than 11:59 p.m. of 25 April 2022, if the Shareholders' Meeting is held in first call or, if the Shareholders' Meeting is held in second call, no later than 11:59 p.m. of 26 April 2022). 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](mailto: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 25 April 2022, if the Shareholders' Meeting is held in first call, or by 11:59 p.m. of 26 April 2022, 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 e-mail to: [netinsurance@pec.netinsurance.it](mailto:netinsurance@pec.netinsurance.it), or via e-mail, to: [investor.relations@netinsurance.it](mailto:investor.relations@netinsurance.it) and [segreteria.societaria@netinsurance.it](mailto:segreteria.societaria@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](mailto:rappresentante-designato@pec.it), or by e-mail, to: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it) (Ref. “Proxy NET INSURANCE Shareholders' Meeting 2022”)

by 12:00 p.m. of 26 April 2022, 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 27 April 2022.

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 26 April 2022, if the Shareholders' Meeting is held in first call, or, if the Shareholders' Meeting is held in second call, by 27 April 2022) using the same procedures by which they were given. The Designated Representative reserves the right to accept proxies/sub-proxies and/or voting instructions 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.

### **Presentation of lists for appointment of directors or statutory auditors**

For the shareholders who intend to present a list for appointment of directors or statutory auditors, please refer respectively to the documents "NET\_Linee Guida Presentazione Liste Cda" and "NET\_Linee Guida Presentazione Liste Sindaci" made available in the appropriate section of the company's website at the address <https://www.netinsurance.it/investor-relations/documenti/assemblee/>

The lists must be sent by **19.04.22** to [investor.relations@netinsurance.it](mailto:investor.relations@netinsurance.it) and [segreteria.societaria@netinsurance.it](mailto:segreteria.societaria@netinsurance.it)

### **Presentation of candidates for independent directors in the lists**

The shareholders who intend to present one or more candidates for Independent Directors must send - no later than **17:00 of 12 April 22** - a communication to Euronext Growth Advisor to obtain a prior opinion, pursuant to the "Procedure for the acquisition of the prior opinion of the Euronext Growth Advisor on the proposed appointment of the independent director(s) of Net Insurance S.p.A.", made available in the appropriate section of the Company's website at <https://www.netinsurance.it/investor-relations/documenti/assemblee/>

### **Questions, contributions and proposals**

Those holding voting rights, who avail themselves of the Designated Representative, entitled according to 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](mailto:investor.relations@netinsurance.it) and [segreteria.societaria@netinsurance.it](mailto:segreteria.societaria@netinsurance.it)

A reply will be given in the Shareholders' Meeting to questions, contributions and proposals submitted no later than 22 April 2022.

Rome, 2 April 2022

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