

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 4th June 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 20 June 2022 in first call, at 8pm, at the Company's registered office, Via G. A. Guattani 4, Rome, and if necessary, in second call, on **21 June 2022 at 9am**, to discuss and resolve on the following:

AGENDA

In the ordinary session:

1. Approval of the project for the admission to listing and trading of the ordinary shares and warrants issued by Net Insurance S.p.A. on Euronext Milan, (if the conditions are met, Euronext STAR Milan segment) and consequent withdrawal of the same from trading on Euronext Growth Milan.
2. Adoption of a shareholders' meeting regulation, with effectiveness subject to the start of trading of the ordinary shares of Net Insurance S.p.A. on Euronext Milan.
3. Proposal to update the mandate given to the auditing company to take account of the provisions applicable to companies with shares listed on a regulated market.
4. Authorisation to purchase and dispose of own shares.

In the extraordinary session:

5. Adoption of a new text of the Articles of Association, with effectiveness subject to the start of trading of the ordinary shares of Net Insurance S.p.A. on Euronext Milan.

Please also note 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 due to the "COVID-19" epidemiological emergency, and 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 the law and the Articles of Association, the persons entitled to attend the Shareholders' Meeting and exercise their voting rights, exclusively through the Designated Representative, are those in possession of the communication sent to the Company at investor.relations@netinsurance.it and segreteria.societaria@netinsurance.it by the intermediary, in accordance with its accounting records, for the person entitled to vote. This communication is carried out 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 **9 June 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 to a minimum, 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 (so-called **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 (Chairperson, Managing Director, 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 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 Mr. 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 11:59pm of 16 June 2022, if the Shareholders' Meeting is held in first call or, if the Shareholders' Meeting is held **in second call, no later than 11:59pm of 17 June 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.

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 11:59pm of 16 June 2022, if the Shareholders' Meeting is held in first call, or, if the Shareholders' Meeting is held in second call, by 11:59pm of 17 June 2022) 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 via email, to: investor.relations@netinsurance.it and segreteria.societaria@netinsurance.it or, alternatively,

(ii) to 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 email, to: rappresentante-designato@trevisanlaw.it (Ref. “Proxy NET INSURANCE Shareholders' Meeting 2022”)

by 12pm of 17 June 2022, if the Shareholders' Meeting is held in first call or, if the Shareholders' Meeting is held **in second call, by 12pm of 20 June 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 17 June 2022, if the Shareholders' Meeting is held in first call, or, if the Shareholders' Meeting is held **in second call, by 20 June 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.

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 and segreteria.societaria@netinsurance.it

A reply will be given in the Shareholders' Meeting to questions, contributions and proposals submitted no later than **15 June 2022**.

Rome, 4 June 2022

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