

**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 Shareholders' Meeting**

The Shareholders are hereby convened to an **Ordinary Shareholders' Meeting** to be held on **27 April 2023 in a single call, at 11:00 a.m.**, at the registered office of Net Insurance S.p.A. ("**Net Insurance**" or "**Company**"), Via G. A. Guattani 4, Rome (with entrance on via Nomentana No. 96), to discuss and resolve on the following:

**AGENDA**

1. Financial statements as at 31 December 2022:
  1. Approval of the Financial Statements of Net Insurance S.p.A. as at 31 December 2022, accompanied by the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the Consolidated Financial Statements as at 31 December 2022. Related and consequent resolutions;
  2. Proposal for the allocation of profits for the year ended 31 December 2022 and distribution of the dividend. Related and consequent resolutions.
2. Report on the remuneration policy and remuneration paid pursuant to Article 123-ter of Italian Legislative Decree No. 58/1998:
  1. First section: report on the remuneration policy (binding resolution)\*;
  2. Second section: report on remuneration paid (non-binding resolution).

\* in the event of a positive outcome of the voluntary total take-over bid promoted by Net Holding S.p.A on the Company's ordinary shares, the proposal referred to in Section One shall not be put to the vote, for the purpose of its necessary adaptation to the policies of the new group.

It should be noted that the Shareholders' Meeting shall be held with the attendance of shareholders, in person or by proxy, at the Company's registered office, located in Rome, Via G. A. Guattani, No. 4, (with entrance on Via Nomentana No. 96), however, participation by audio or video conference is also permitted, as detailed below.

The methods for conducting the Shareholders' Meeting may be supplemented, modified and communicated with due advance notice.

**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, those who hold voting rights at the end of the accounting day of **18 April 2023** (record date) are entitled to attend the Shareholders' Meeting and exercise their voting rights, in person or by proxy.

Credit and debit entries made in the records after the aforementioned deadline will be of no relevance for the purpose of entitlement to exercise voting rights at the Shareholders' Meeting. Entitlement to participate in the Shareholders' Meeting and to exercise voting rights is attested by a communication sent to the Company, to the addresses [investor.relations@netinsurance.it](mailto:investor.relations@netinsurance.it) and [segreteria.societaria@netinsurance.it](mailto:segreteria.societaria@netinsurance.it) made by the authorised intermediary, in accordance with its accounting records, in favour of the person entitled to vote. This communication must reach the Company by the end of the accounting day of 24 April 2023. The right to attend and vote remains valid if the communication is received by the Company after the aforementioned deadline, provided that it is before the start of the Shareholders' Meeting.

Participation in the Shareholders' Meeting by the entitled parties may also take place via audio or video conference, by means of telecommunications that allow for their identification, in accordance with the procedures communicated in compliance with the applicable regulatory provisions.

The operational details (including for the audio/video link) and the meeting documentation – including therein the 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/>.

### **Voting Proxies and Company Designated Representative**

Each person entitled to attend and vote at the Shareholders' Meeting may also be represented by means of a written proxy in accordance with current legal provisions, and may also use the proxy form available on the Company's website, at [www.netinsurance.it](http://www.netinsurance.it), in the section [investor-relations/documenti/assemblee](http://www.netinsurance.it/investor-relations/documenti/assemblee).

The proxy may be notified to the Company by post, addressed to Net Insurance S.p.A., Via Giuseppe Antonio Guattani 4 – 00161 Rome, or by email, to the address [netinsurance@pec.netinsurance.it](mailto:netinsurance@pec.netinsurance.it). The delegate attending the Shareholders' Meeting must in any case certify, under his own responsibility, the conformity of the notified copy to the original and the identity of the delegating party.

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For the Shareholders' Meeting referred to in this Notice of Call, Net Insurance has identified as Designated Representative, pursuant to Article 135-*undecies* of the Consolidated Law on Finance, Dario Trevisan (or his substitutes in the event of his being unable to attend), who may be given a written proxy at no cost to the delegating party (except for delivery costs, if any), with voting instructions on all or some of the proposals on the Agenda.

The proxy to the Designated Representative must be given by signing the specific “*Designated Representative Proxy Form*”, containing voting instructions (and accompanied by a copy of the identity document of the delegating party or of the legal representative or attorney with appropriate powers, together with documentation certifying his/her qualification and powers), and must be sent, in original form, by courier or registered letter with return receipt to Studio Legale Trevisan & Associati, Viale Majno, no. 45, Milan (Ref. “*NET INSURANCE 2023 Shareholders' Meeting Proxy*”), **by 11:59 p.m. on 25 April 2023**. 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 electronically or digitally signed in accordance with current legislation, satisfy the requirement of being in writing.

The “*Designated Representative Proxy Form*” can be found on the Company’s website at [www.netinsurance.it](http://www.netinsurance.it), in the section investor-relations/documenti/assemblee. The proxy has no effect with regard to proposals for which voting instructions have not been given.

Proxies and voting instructions given to the Delegated Representative may be revoked by the same deadline stated above (i.e. **by 11:59 p.m. on 25 April 2023**) and using the same procedures by which they were given.

The Designated Representative will be available, for clarifications or information, at the addresses indicated above and/or at the toll-free number: 800 134 679 (during working days and hours).

### **Additions to the Agenda and presentation of new resolution proposals**

Shareholders who, even jointly, hold at least one fortieth of the share capital represented by shares with voting rights, may request in writing, within ten days of the publication of this Notice of Call, to add to the Agenda of the Shareholders' Meeting, indicating in their request the additional items proposed by them or submitting resolution proposals on matters already on the Agenda. Requests must be sent by registered letter to the Company's registered office (00161, Via GA Guattani, No. 4, Rome) or by communication to the email addresses [investor.relations@netinsurance.it](mailto:investor.relations@netinsurance.it) and [segreteria.societaria@netinsurance.it](mailto:segreteria.societaria@netinsurance.it), accompanied by appropriate documentation proving entitlement to exercise voting rights issued by the authorised intermediary. Within the same time limit and in the same manner, a report must be submitted on the items proposed for discussion or the justification for further proposed resolutions on items already on the agenda.

Any additions to the Agenda or the presentation of further proposed resolutions on items already on the Agenda shall be announced, in the same form prescribed for the publication of this Notice of Call, at least fifteen days before the date set for the Shareholders' Meeting (i.e. 12 April 2023). At the same time, the report prepared by the proposing shareholders will also be made available to the public, accompanied by any assessments by the Board of Directors.

Additions to the Agenda are not permitted for items on which the Shareholders' Meeting resolves, by law, on the proposal of the directors or on the basis of a draft or a report prepared by them.

Anyone who has the right to vote may individually submit resolution proposals at the Shareholders' Meeting.

### **Right to ask questions on items on the Agenda**

Those who have the right to vote may ask questions on the items on the Agenda even before the Shareholders' Meeting. Questions must be received by 22 April 2023, either by registered letter to the Company's registered office (00161, Via G. A. Guattani, No. 4, Rome) or by e-mail at [investor.relations@netinsurance.it](mailto:investor.relations@netinsurance.it) and [segreteria.societaria@netinsurance.it](mailto:segreteria.societaria@netinsurance.it), accompanied by appropriate documentation proving entitlement to exercise voting rights issued by the authorised intermediary.

Questions received within the specified deadline will be answered, at the latest, during the Shareholders' Meeting. The Company may provide a single answer to questions with the same content.

**Information documentation**

The documentation relating to the items on the Agenda, the Directors' Report to the Shareholders' Meeting with the resolution proposals, the proxy forms, together with the other information required by current legislation, are made available to the public within the terms of the law at the Company's registered office, on the Company's website [www.netinsurance.it](http://www.netinsurance.it), in the section [investor-relations/documenti/assemblee](#), as well as on the authorised storage mechanism eMarket SDIR, managed by Teleborsa S.r.l., at the website [www.emarketstorage.com](http://www.emarketstorage.com).

Shareholders have the right to examine all documents filed at the registered office and to obtain a copy thereof at their own expense.

Rome, 28 March 2023

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