



**GVS S.p.A.**

**Registered office in Via Roma 50, Zola Predosa (BO), 40069 - Italy**

**Share Capital Euro 1,891,776.93 fully paid-up**

**Bologna Register of Companies and tax code 03636630372 and VAT number 00644831208**

**Economic and Administrative Index (REA) BO-305386**

## **NOTICE OF CALL FOR THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The Ordinary and Extraordinary Shareholders' Meeting is convened for 08 May 2025 at 10 a.m., on single call, which is considered called to the offices of GVS S.p.A. ("**GVS**" or the "**Company**"), in Via Roma n. 50, Zola Predosa (BO), to discuss and resolve on the following

### **AGENDA**

#### **ORDINARY PART:**

1. Financial Statements as at 31 December 2024 and proposed allocation of the period result:
  - a. approval of the Financial Statements as at 31 December 2024, accompanied by the Directors' Report on Operations, the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2024. Presentation of the Consolidated Sustainability Statement prepared pursuant to Legislative Decree No. 125/2024;
  - b. resolutions relating to the allocation of the result for FY 2024.
2. Report on the remuneration policy and compensation paid pursuant to Article 123-*ter* of Legislative Decree No. 58 of 24 February 1998 and Article 84-*ter* of CONSOB Regulation No. 11971/1999;
  - a. binding resolution on the first section on the Remuneration Policy prepared in accordance with Article 123-*ter*(3) of Legislative Decree No. 58/1998;
  - b. non-binding resolution on the second section on compensation paid prepared pursuant to Article 123-*ter*(4) of Legislative Decree No. 58/1998.
3. Authorisation for the purchase and disposal of treasury shares pursuant to Articles 2357, 2357-*ter* of the Italian Civil Code, Article 132 of Legislative Decree No. 58 of 24 February 1998 and Article 144-*bis* of the Consob regulation adopted by resolution No. 11971 of 14 May 1999, subject to revocation, for the part that remains unfulfilled, of the authorisation resolution passed by the Ordinary Shareholders' Meeting on 07 May 2024. Related and consequent resolutions.

#### **EXTRAORDINARY PART:**

1. Assignment to the Board of Directors of (i) a mandate to increase the share capital with the exclusion of pre-emption rights, pursuant to Articles 2443 and 2441(4), second sentence, of the Italian Civil Code; and (ii) a mandate to increase the share capital with the exclusion of pre-emption rights, pursuant to Articles 2443 and 2441(4) first sentence, of the Italian Civil Code. Amendment of Article 5 of the Articles of Association. Related and consequent resolutions.

2. Amendment of Article 30 of the Articles of Association. Related and consequent resolutions.

### MEETING PROCEDURE

Pursuant to Article 135-*undecies*.1 of Legislative Decree No. 58/1998 and in compliance with the provisions of Article 12.6 of the Articles of Association, **participation in the Shareholders' Meeting of those with voting rights will take place exclusively through the representative designated as per Article 135-*undecies* of Legislative Decree No. 58/1998**, as subsequently amended and supplemented ("TUF"). To this end, the Company has appointed Monte Titoli S.p.A., with registered office in Piazza degli Affari 6, Milan (MI), 20123 - Italy, as of the "**Designated Representative**", to whom a specific proxy and/or sub-proxy must be granted, in accordance with the terms and conditions set out in the paragraph below entitled of the "*DESIGNATED REPRESENTATIVE*".

The aforementioned Designated Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*(4) of the TUF, in order to allow the widest possible use of this remote voting instrument for all shareholders.

The Shareholders' Meeting will therefore be held without the physical attendance of the Shareholders.

The Directors, the Auditors, the Designated Representative, the secretary of the meeting, the Notary and the representatives of the Independent Auditors, as well as other persons entitled by law other than those with voting rights, may participate in the Shareholders' Meeting by means of telecommunications that guarantee their identification. The instructions for participation in the Shareholders' Meeting by means of telecommunications will be made known by the Company to the Directors and Auditors, as well as to others entitled to attend, other than those with voting rights.

The procedures for holding the Shareholders' Meeting may be supplemented, amended and communicated well in advance.

### SHARE CAPITAL AND VOTING SHARES

The share capital of GVS, subscribed and paid-up, is equal to Euro 1,891,776.93, divided into 189,177,693 ordinary shares, with no indication of nominal value. Each ordinary share gives the right to one vote in the ordinary and extraordinary Shareholders' Meetings of the Company, except for the 110,465,000 ordinary shares for which an increase in voting rights has been obtained in accordance with Article 6 of the Articles of Association; therefore, the total number of voting rights that can be exercised in the Shareholders' Meeting at the date of this notice is 299,642,693. As at the date of this call notice, the Company holds 314,022 treasury shares, equal to 0.17% of the share capital.

For more information on the increase in voting rights, please refer to the website [www.gsv.com](http://www.gsv.com), in the "*Governance - Increased Voting Rights*" section.

### ENTITLEMENT TO ATTEND AND VOTE

Entitlement to attend the Shareholders' Meeting and exercise voting rights - which may only be exercised through the Designated Representative - is certified by a communication to the Company made by the authorised intermediary, at the request of the entitled party, on the basis of the evidence in the accounting records relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. **28 April 2025** (record date). Those who are found to be the owners of the Company's shares after that date, on the basis of the records made on the accounts, will not be entitled to attend and vote at the Shareholders' Meeting. The notice from the intermediary must be received by the Company by the end of the third trading day preceding the date set for the Meeting and, therefore, by **05 May 2025**. However, this does not affect the right to attend and vote, in accordance with the terms mentioned above and in compliance with the terms for conferring powers of attorney on the Designated Representative, if communications are received by the Company after the aforementioned deadline, provided they are received before the start of the meeting proceedings.

## DESIGNATED REPRESENTATIVE

Pursuant to Article 135-*undecies*.1 of the TUF and in compliance with what is permitted by Article 12.6 of the Articles of Association, the participation in the Shareholders' Meeting of those who have the right to vote shall take place exclusively through the Designated Representative of the Company, who must be granted a written proxy, without expenses to be borne by the delegating party (except for any postage expenses), with voting instructions, on all or some of the proposals on the agenda of the Shareholders' Meeting, alternatively pursuant to:

- Article 135-*undecies* of the TUF, by means of the “*Proxy Form for the Designated Representative*”, or
- Article 135-*novies* of the TUF, with the option of using the “*Ordinary Proxy Form/Sub-proxy Form*”, in the manner described below.

The proxy to the Designated Representative pursuant to Article 135-*undecies* of the TUF must be conferred by signing the specific “*Proxy Form for the Designated Representative*”, containing voting instructions (and accompanied by a copy of the delegating party's currently valid identity document or, if the delegating party is a legal entity, of the *pro tempore* legal representative or other party with the appropriate powers, together with appropriate documentation to attest the delegating party's qualification and powers), and must be received by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by **6 May 2025**), by the Designated Representative, submitted by means of one of the following alternative methods: (i) for proxies signed with a handwritten signature, by courier or registered letter with advice of receipt, to Monte Titoli S.p.A. - FAO: Register Services area, at the address Piazza degli Affari 6, Milan (MI), 20123 - Italy (Ref. “Delega Assemblea GVS maggio 2025”), sending in advance a computerised copy (PDF) by ordinary e-mail to the following e-mail address RD@pec.euronext.com (subject line “Delega Assemblea GVS maggio 2025”); (ii) transmission of a computerised copy (PDF) to the certified mail address RD@pec.euronext.com (subject “Delega Assemblea GVS maggio 2025”) from its own certified mailbox (or, failing that, from its own ordinary mailbox, in which case the proxy with the voting instructions must be signed with a qualified or digital electronic signature).

The “*Proxy Form for the Designated Representative*”, with instructions for its completion and transmission, can be found on the Company's website (<http://www.gvs.com>, in the “*Governance - Shareholders' Meeting*” section).

The proxy and voting instructions conferred upon the Designated Representative are revocable by the same deadline as specified above (i.e. by **06 May 2025**), in the same manner as envisaged for conferral.

Those who do not intend to take advantage of the intervention method envisaged by Article 135-*undecies* of the TUF, may, alternatively, confer on the Designated Representative a proxy or sub-proxy pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*(4) of the TUF, containing voting instructions on all or some of the proposals on the Agenda, potentially using the “*Ordinary Proxy Form/Sub-proxy Form*”, available on the Company's website (<http://www.gvs.com>, in the “*Governance - Shareholders' Meeting*” section).

In this case, the proxies and related written voting instructions (complete with a copy of a currently valid identity document of the delegating party or, if the delegating party is a legal entity, of the *pro tempore* legal representative or other party with appropriate powers, together with suitable documentation attesting to the delegating party's qualification and powers) must, no later than 18:00 on the day before the Shareholders' Meeting (and, in any case, no later than the start of the meeting proceedings), reach Monte Titoli S.p.A. by mailing to: Monte Titoli S.p.A. - FAO: area Register Services, at the address Piazza degli Affari n. 6, 20123 Milan or by sending a certified e-mail to: RD@pec.euronext.com (Ref. of the “Delega Assemblea GVS maggio 2025”).

The proxy and voting instructions can be revoked at any time before said deadline in the manner indicated above.

In the absence of the communication from the authorised intermediary attesting the entitlement to attend the Shareholders' Meeting, the power of attorney will be considered invalid.

The power of attorney has no effect with regard to proposals for which no voting instructions have been given. Company shares for which a full or partial delegation is conferred are calculated for the purpose of determining due establishment of the Shareholders' Meeting.

For any clarification necessary on the conferral of the proxy on the Designated Representative (and, in particular, about the compiling of the proxy form and voting instructions and their transmission), entitled persons can contact Monte Titoli S.p.A. by e-mailing RegisterServices@euronext.com or calling (+39) 02.33635810 (on working days, from 9:00 to 17:00).

It shall be recalled that no procedures for voting by mail or electronically are envisaged.

### **THE RIGHT TO REQUEST ADDITIONS TO THE AGENDA OF THE MEETING AND TO SUBMIT NEW PROPOSALS FOR RESOLUTIONS**

Shareholders who, individually or jointly, represent at least one fortieth of the share capital may request that the list of items to be discussed be supplemented, indicating in their request the additional items they propose, or they may present proposals for resolutions on items already on the Agenda. Such supplementation may be requested within ten days of the publication of this notice.

Shareholders in favour of whom the Company has received a communication from an authorised intermediary pursuant to current legislation are entitled to request the integration of the Agenda or submit new resolution proposals.

Requests for additions must be made in writing and must be received by the Company no later than **14 April 2025**, by registered mail or certified e-mail to the following addresses: GVS S.p.A., Legal Department, Via Roma 50, Zola Predosa (BO), 40069 - Italy, e-mail gvsspa.gvs@legalmail.it for the attention of the Legal Department. By the same deadline and in the same manner, the proposing Shareholders are required to submit to the Board of Directors a report containing the reasons for the resolution proposals on the new matters they propose to deal with, or the reasons for further resolution proposals presented on matters already on the Agenda.

Notice of additions to the Agenda or the presentation of further proposals for resolutions on items already on the Agenda shall be given, in the same manner as prescribed for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting (i.e. by **23 April 2025**). At the same time as publication of the integration notice or presentation, the report prepared by the requesting Shareholders, accompanied by any evaluations by the Board of Directors, will be made available to the public in the same form as the documentation relating to the Shareholders' Meeting.

Supplementation of the Agenda is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a plan or report prepared by them that is different to those set out in Article 125-ter(1) of the TUF.

### **THE RIGHT TO INDIVIDUALLY SUBMIT RESOLUTION PROPOSALS BEFORE THE MEETING**

Since Shareholders' participation in the Shareholders' Meeting takes place exclusively through the Appointed Representative pursuant to Article 135-undecies of the TUF and Article 12.6 of the Articles of Association and, therefore, without physical participation by Shareholders, those with voting rights may individually submit resolution proposals to the Company on the items on the agenda of the Shareholders' Meeting - pursuant to Article 126-bis(1) penultimate sentence of the TUF and Article 135-undecies.1(2) of the TUF - by the fifteenth day prior to the Shareholders' Meeting and therefore by **23 April 2025**, in the same manner as indicated in the preceding paragraph. Such proposals, subject to verification of their relevance with respect to the agenda, as well as their completeness and compliance with the applicable regulations, shall be published on the Company's website by the following **25 April 2025**, in order to allow those entitled to vote to express themselves consciously also taking into account such new proposals and to allow the Designated Representative to collect voting instructions on them,

if necessary. The requesting party must provide suitable documentation proving the right to participate in the Shareholders' Meeting and the issue of a power of attorney to the Designated Representative for participation in the Shareholders' Meeting.

### **RIGHT TO ASK QUESTIONS ON THE AGENDA ITEMS**

Pursuant to Article 135-*undecies*.1(3) of the TUF, the right to ask questions is only exercised prior to the Shareholders' Meeting.

Pursuant to Article 127-*ter* of the TUF, those with voting rights may submit questions on the items on the Agenda, including before the Shareholders' Meeting, and in any case by the fifth trading day before the date set for the Shareholders' Meeting (i.e. by **28 April 2025**), to which the Company, having verified their relevance to the items on the Agenda of the Shareholders' Meeting and the legitimacy of the applicant, will provide an answer by **05 May 2025**, by publication in a special section of the Company's website (<http://www.gvs.com>, "Governance - Shareholders' Meeting" section), in order to enable those entitled to vote to express an informed opinion on the items on the Agenda.

The aforesaid questions - accompanied by the relative communication, issued by the qualified intermediary in accordance with current legislation, certifying the legitimacy to exercise the right - must be sent by registered letter or certified e-mail to the following addresses: GVS S.p.A., Legal Department, Via Roma, n. 50, 40069 Zola Predosa (BO), or e-mail [gvsspa.gvs@legalmail.it](mailto:gvsspa.gvs@legalmail.it) for the attention of the Legal Department.

Please note that the ownership of the voting right may also be certified after the submission of the applications provided that it is within the third day following the record date (i.e. by **01 May 2025**). The Company may provide unitary answers to questions with the same content.

### **DOCUMENTATION**

The explanatory reports of the Directors with the full text of the proposed resolutions and the other documentation relating to the Shareholders' Meeting required by current legislation, including the annual financial report, will be made available to the public, within the terms of the law, at the Company's registered office in Via Roma 50, 40016 Zola Predosa (BO), and on the Company's website (<http://www.gvs.com>, "Governance - Shareholders' Meeting" section), as well as at the authorised storage mechanism of the eMarket STORAGE". The documentation may be consulted at the company's registered office only if permitted by the *pro-tempore* regulations in force.

This call notice is published today, in full, in accordance with Article 125-*bis* of the TUF, on the Company's website and at the authorised storage mechanism "eMarket STORAGE" and in extract form in the newspaper Milano Finanza on 04 April 2025.

### **OTHER INFORMATION**

The Company reserves the right to supplement and/or amend the contents of this notice, should such be necessary. Any changes will be promptly announced in the same manner as for the publication of the notice and/or in any case through the information channels provided for by the regulations in force.

Zola Predosa (BO), 04 April 2025

For the Board of Directors  
The Chairman, Alessandro Nasi