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Societa' : EQUITA GROUP

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Oggetto : Notice of Call Ordinary Shareholders Meeting
22 April 2026

Testo del comunicato

Vedi allegato



Notice of Call of Ordinary Shareholders' Meeting

The Ordinary Shareholders' Meeting (the "**Meeting**") of **EQUITA Group S.p.A.** (the "**Company**") is convened at the Company's registered office in Via Filippo Turati 9, Milan (MI), 20121 - Italy, **single call**, on **22 April 2026**, at **10.00 a.m.**, to resolve on the following

Agenda

1. Financial Statements at 31 December 2025:
 - 1.1. Approval of the Financial Statements at 31 December 2025. Presentation of the Consolidated Financial Statements at 31 December 2025.
 - 1.2. Allocation of profit for the year and distribution of dividends to shareholders.
2. Report on the Remuneration Policy and on Fees Paid:
 - 2.1 First Section - Remuneration and Incentive Policy applicable to the EQUITA Group effective from 2026 (binding resolution).
 - 2.2 Second Section - Fees paid with reference to the financial year 2025 (non-binding resolution).
3. Appointment of the Board of Directors:
 - 3.1 Determining the number of members.
 - 3.2 Determining the term of office.
 - 3.3 Appointing the members of the Board of Directors.
 - 3.4 Appointing the Chair of the Board of Directors.
 - 3.5 Determining the Directors' fees.
- 4 Appointment of the Board of Statutory Auditors:
 - 4.1 Appointing the members of the Board of Statutory Auditors.
 - 4.2 Appointing the Chair of the Board of Statutory Auditors.
 - 4.3 Determining the fees of the Chair of the Board of Statutory Auditors and of the Standing Auditors.
- 5 Authorisation to purchase and dispose of treasury shares, subject to revocation of the previous shareholders' authorisation of 29 April 2025.



Share capital

The share capital of the Company, subscribed and fully paid-up, is €12,003,316.90, represented by 52,753,026 ordinary shares all with no expressed par value.

At the date of this notice (the "**Notice**"), under Article 6 of the Articles of Association, each share gives the right to one vote, except as provided for under Article 6-bis (Shares with increased voting rights) of the above-mentioned Articles of Association, based upon which each share gives the right to two (6) votes if the conditions specified in article 6-bis above apply. The Regulations on increased voting rights and the Shareholders with a shareholding of more than 5% who have requested and obtained inclusion on the increased voting rights list are published on the website www.equita.eu (*Investor Relations - Corporate Governance* section, *Increased Voting Rights* area). As at the date of this Notice, 17,725,927 ordinary shares had their voting rights increased and, therefore, the total number of voting rights exercisable at the Company's Shareholders' Meeting is 70,478,953.

At the date this Notice is published, the Company holds 1,523,757 treasury shares, representing approximately 2.9% of the share capital.

Right to attend

Those having voting rights are entitled to attend the Meeting.

Under Article 83-sexies of Italian Legislative Decree no. 58/1998 ("Consolidated Law on Finance"), the right to participate in the Shareholders' Meeting and exercise the right to vote shall be vested in those who hold Company shares at the end of the accounting day of the 7th (seventh) trading day prior to the date set for the Shareholders' Meeting (single call) (i.e. **13 April 2026** – the record date). This is evidenced by a communication from the intermediary to the Company, in favour of the person entitled to vote, prepared on the basis of the intermediary's accounting records. Those who, on the basis of the registrations made in the intermediary's accounts, are found to be the owners of Company shares after **13 April 2026**, shall not be entitled to attend and vote at the Shareholders' Meeting.

The communication of the intermediary shall be received by the Company by the end of the 3rd (third) open trading day prior to the date of the Meeting (i.e. by **17 April 2026**). Nevertheless, the right to attend and vote shall not be affected if the communication is received by the Company after the aforementioned term, as long as such communication is received before the beginning of the Meeting.

Proxy voting

Under Article 135-novies of the Consolidated Finance Law and Article 10.3 of the Articles of Association, those having voting rights may be represented at the Meeting, pursuant to law, by a written proxy issued according to applicable legal and regulatory provisions.

The proxy form is available on the Company's website www.equita.eu (*Investor Relations - Corporate Governance* section, *Shareholders' Meeting* area).

Voting proxies may be notified to the Company, together with a copy of the principal's identity document, or, if the delegating party is a legal entity, a copy of a currently valid identity document of the pro tempore legal representative or another duly authorized person, together with appropriate documentation proving their



qualification and powers, by registered letter with return receipt addressed to EQUITA Group S.p.A., Legal and Corporate Affairs Office, Via Filippo Turati 9, Milan (MI), 20121 - Italy or to the certified e-mail address equitagroupspa@legalmail.it.

Any prior notification of a copy of the proxy shall not exempt the agent, at the time of his/her registration at the Meeting, from the obligation to certify, under his/her own responsibility, the conformity of the copy of the proxy to the original and the identity of the principal. The agent shall retain the original of the proxy and keep a record of any voting instructions received for one year after the conclusion of the Meeting.

Shareholders' representative appointed by the Company

Under Article 135-undecies of the Consolidated Law on Finance, the Company designated Monte Titoli S.p.A., with registered office in Piazza degli Affari 6, Milan (MI), 20123 - Italy ("Monte Titoli"), is the "Designated Representative" to whom shareholders may grant proxy free of charge. Voting instructions on all or some of the proposals on the items on the agenda are attached to the proxy. Proxies must be granted by signing the specific proxy form made available in the appropriate section of the Company's website www.equita.eu (*Investor Relations - Corporate Governance* section, *Shareholders' Meeting* area) and submitted, in the manner specified therein, by the end of the 2nd (second) trading day prior to the date set for the Shareholders' Meeting (i.e. by **20 April 2026**).

The voting proxy issued pursuant to Article 135-undecies of the Consolidated Law on Finance must be submitted together with:

- a copy of a currently valid identity document of the principal or
- where the principal is a legal person, a copy of a currently valid identity document of the pro tempore legal representative or of another person with appropriate powers, together with appropriate documentation attesting to his/her qualification and powers,

by means of one of the following options:

- i) transmission of an electronically reproduced copy (PDF) to the certified mail address RD@pec.euronext.com (subject line "EQUITA Group S.p.A. Shareholders' Meeting Proxy - April 2026") from one's own certified mailbox (or, failing that, transmission from one's own mailbox of the electronic document signed with a qualified electronic or digital signature);
- ii) transmission in original by courier or registered letter with return receipt to the Register Services area, c/o Monte Titoli S.p.A., Piazza degli Affari 6, Milan (MI), 20123 - Italy (Ref. "Proxy of the Shareholders' Meeting EQUITA Group S.p.A. - April 2026") **by sending in advance an electronically reproduced copy (PDF)** by ordinary e-mail to the mailbox: RD@pec.euronext.com (subject line "Proxy of the Shareholders' Meeting EQUITA Group S.p.A. - April 2026").

The proxy and the related voting instructions are revocable within the same term (i.e. by **20 April 2026**). The proxy shall have no effect with respect to proposals in respect of which no voting instructions have been given. For further information, reference should be made to the relevant section of the Company website www.equita.eu (*Investor Relations - Corporate Governance* section, *Shareholders' Meeting* area).

For any clarifications concerning the granting of proxy to the Designated Representative (and, specifically, concerning the filling in of the proxy form and the voting instructions and their transmission), please contact



Monte Titoli S.p.A. by e-mail at RegisterServices@euronext.com or by telephone on (+39) 02.33635810 (during working days from 9 a.m. to 5 p.m.).

Integration of the Agenda and proposals for new resolutions

Pursuant to Article 126-bis of the Consolidated Law on Finance, shareholders who, together with other shareholders, represent at least 1/40 (one-fortieth) of the share capital may request, within 10 (ten) days of the publication of this Notice (i.e. by **23 March 2026**), that the Agenda be integrated with new items to be discussed, by indicating in the request the additional items proposed by them, or present proposals for new resolutions regarding the items included in the Agenda. In any case, each person entitled to vote may individually submit resolution proposals to the Meeting.

The requests, together with certification attesting such shareholders' ownership – issued by the broker's depository of the shares owned by the shareholders – shall be made in writing and submitted to the Company (in particular to the Board of Directors, for the attention of the Corporate and Legal Affairs Office, Via Filippo Turati 9, 20121 Milan), by registered mail with advice of receipt or to the certified e-mail address equitagroupspa@legalmail.it.

Shareholders asking for an addition to the Agenda shall also draft a report outlining the reason for such addition or for the proposals for new resolutions regarding items already included on the Agenda. The report shall be submitted, using the same methods for the submission of the request for addition, to the Board of Directors of the Company within the timeframe provided for the submission of the above-mentioned request for addition (i.e. **23 March 2026**).

Information regarding additions to the Agenda or proposals for new resolutions on items already included on the Agenda will be provided to the market using the same methods required for the publication of this Notice, at least 15 (fifteen) days prior to the date of the Meeting (i.e. by **7 April 2026**). Said additional proposals for resolutions on items already on the Agenda shall be made available to the public at the registered office of the Company in Via Filippo Turati 9, Milan (MI), 20121 - Italy, on the Company's website www.equita.eu (*Investor Relations - Corporate Governance* section, *Shareholders' Meeting* area) and on the authorised eMarket Storage mechanism www.emarketstorage.it, at the same time as the publication of the news to the market. Furthermore, at the same time the news to the market is published, the Board of Directors shall make available to the public at the registered office of the Company in Via Filippo Turati 9, Milan (MI), 20121 - Italy, on the Company's website www.equita.eu (*Investor Relations - Corporate Governance* section, *Shareholders' Meeting* area) and on the authorised eMarket Storage mechanism www.emarketstorage.it, the report prepared by the shareholders, accompanied by their own evaluations, if any.

No addition to the Agenda shall be permitted for items upon which the Meeting resolves, under law, upon proposal by the Board of Directors or upon a project or a report made by the Board of Directors other than those referred to under article 125-ter, paragraph 1 of TUF.

Right to raise questions on items of the Agenda

Pursuant to Article 127-ter of TUF, those having voting rights may raise questions on items of the Agenda, even before the Meeting. Those wishing to exercise such right shall deliver their questions to the Company, at the latest prior to the *record date* (i.e. **13 April 2026**).



Questions, together with the communication issued by the authorised intermediary in compliance with the applicable law, attesting the entitlement to exercise such right, can be submitted to the Company (Corporate and Legal Affairs Office, Via Filippo Turati 9, Milan (MI), 20121 - Italy, by registered letter with return receipt or to the certified e-mail address equitagroupspa@legalmail.it (it being understood that the e-mail may originate from a non-certified mailbox), in compliance with the deadline indicated above.

Questions received prior to the Shareholders' Meeting within the specified deadlines shall be answered no later than the 2nd (second) day prior to the date of the Shareholders' Meeting, and, therefore, no later than **20 April 2026**, by means of publication on the Company's website.

It should be noted that i) no answer is due, not even at the Shareholders' Meeting, to questions asked prior to the meeting, when the requested information is already available in "Q&A" format on the Company's website www.equita.eu (*Investor Relations - Corporate Governance* section, *Shareholders' Meeting* area); ii) the Company may, however, provide unitary answers to questions with the same content.

The right of members to put questions directly to the Meeting remains unaffected.

Appointment of the Board of Directors

In accordance with article 11.1 of the By-laws, the Company is managed by a Board of Directors which is composed of 7 (seven) to 11 (eleven) members.

Before appointing the Board of Directors, the Shareholders, in their Ordinary Meeting, determine the number and term in office of the members. Directors are appointed on the basis of lists according to the procedure established in article 12 of the By-laws - published on the Company website www.equita.eu (*Investor Relations - Corporate Governance - By-laws* section), to which express reference shall be made for that not stated hereunder and in compliance with the applicable laws and regulations.

In compliance with article 12 of the By-laws, the lists may be presented by the outgoing Board of Directors or by those shareholders who, alone or together with other shareholders, own at least **4.5%** (four point five per cent) of the share capital with voting rights. This must be proven by filing proper certification issued by the intermediary who ascertains the ownership of said investment necessary to present the list.

Shareholders may not present or exercise their voting rights for more than one list, even through a third-party or trust company.

The lists presented by shareholders, signed by those who present them, shall be filed at the registered office in Milan at Via Filippo Turati 9 or, preferably, by sending them to the certified mail address equitagroupspa@legalmail.it, at least 25 (twenty-five) days prior to the date set for the Meeting, i.e. by Saturday **28 March 2026**.

Together with each list the following must also be filed within the aforesaid deadline of **28 March 2026**:

- (i) information on the identity of the shareholders who presented the list with the total percentage of investment held, proven by appropriate certification issued by a legally-certified intermediary;
- (ii) the CV containing the personal and professional characteristics of the individual candidates with indication, if any, of those qualifying as independent;



- (iii) the statements with which the individual candidates accept their candidacy and certify, under their responsibility, the non-existence of reasons for incompatibility or of ineligibility, and the existence of the requirements established by the By-laws and by the applicable legal and regulatory provisions.

The lists shall be made available to the public by the Company at the registered office, on the authorised eMarket Storage mechanism at www.emarketstorage.com and on the Company website www.equita.eu (in the *Corporate Governance - Shareholders' Meetings* section) at least 21 (twenty-one) days before the date set for the Meeting (i.e., by **1° April 2026**).

Ownership of the minimum investment percentage necessary for presenting lists, equal to **4.5%** of the share capital entitled to vote, is determined considering the shares registered in the name of the shareholder on the day when the lists are filed at the Company. The relevant certification can also be produced after the list is filed, provided that it is before the deadline set for the Company to publish the lists (i.e., by **1° April 2026**), by notification issued by an authorised intermediary pursuant to legislation in force.

Furthermore, in compliance with the provisions of Consob Communication DEM/9017893 dated 26 February 2009, shareholders that present a "minority list" are required to file - together with the list and relevant documents specified above - a statement certifying the absence of relationships connecting them, as defined by the aforesaid Communication, with the shareholders holding, also jointly, a controlling interest or plurality interest and that submitted and/or voted for the "majority list". Shareholders are requested to examine the above-mentioned Consob Communication.

Lists containing a number of candidates equal to or greater than 3 (three) shall also include a number of candidates of a different gender, so that the percentage of candidates belonging to the less represented gender belongs to the percentage of candidates envisaged by the applicable legal and regulatory provisions on gender balance.

The lists presented without complying with the aforesaid requirements and with the provisions set out in article 12 of the By-laws are considered not presented.

The Directors are elected following the provisions under article 12 of the By-laws, available on the Company website www.equita.eu (*Investor Relations - Corporate Governance - By-laws* section).

For further information about the appointment of the Board of Directors, please refer to the report on the relevant item of the agenda prepared by the Board of Directors pursuant to article 125-ter of the TUF and made available to the public within the terms and according to the methods set forth by law at the registered office of the Company in Milan, Via Filippo Turati 9, on the Company website www.equita.eu (*Investor Relations - Corporate Governance - Shareholders' Meetings* section) and on the authorised eMarket Storage mechanism at www.emarketstorage.com.

Appointment of the Board of Statutory Auditors

In accordance with article 17.1 of the By-laws, company management is controlled by a Board of Statutory Auditors, consisting of 3 (three) Standing Auditors and 2 (two) Alternate Auditors, appointed and operating in accordance with the law.



The Statutory Auditors are appointed on the basis of lists according to the procedure established in article 18 of the By-laws - published on the Company website www.equita.eu (*Investor Relations - Corporate Governance - By-laws* section), to which express reference shall be made for that not stated hereunder and in compliance with the applicable laws and regulations.

In compliance with article 18 of the By-laws, the lists may be presented by those shareholders who, alone or together with other shareholders, own at least **4.5%** (four point five per cent) of the share capital with voting rights. This must be proven by filing proper certification issued by the intermediary who ascertains the ownership of said shareholding necessary to present the list.

The aforementioned lists are divided into two sections: one for candidates for the position of Standing Auditor and the other for candidates for the position of Alternate Auditor.

Shareholders may not present or exercise their voting rights for more than one list, even through a third-party or trust company. Shareholders belonging to the same group and shareholders adhering to a shareholders' agreement concerning shares of the issuer cannot present or vote more than one list, even through a third-party or trust company.

A candidate may only be on one list under penalty of ineligibility.

The lists presented by shareholders, signed by those who present them, shall be filed at the registered office in Milan at Via Filippo Turati 9 or, preferably, by sending them to the certified mail address equitagroupspa@legalmail.it, at least 25 (twenty-five) days prior to the date set for the Meeting, i.e. by Saturday **28 March 2026**.

The lists shall be made available to the public by the Company at the registered office, on the eMarket Storage mechanism at www.emarketstorage.com and on the Company website www.equita.eu (*Investor Relations - Corporate Governance - Shareholders' Meetings* section) at least 21 (twenty-one) days before the date set for the Meeting (i.e., by **1° April 2026**).

Together with each list the following must also be filed within the aforesaid deadline of **28 March 2026**:

- (i) information on the identity of the shareholders who presented the list with the total percentage of stake held, proven by appropriate certification issued by a legally certified intermediary.
- (ii) the CV containing the personal and professional characteristics of the individual candidates;
- (iii) the statements with which the individual candidates accept their candidacy and certify, under their responsibility, the non-existence of reasons for incompatibility or of ineligibility, and the existence of the requirements established by the By-laws and by the applicable legal and regulatory provisions.

Ownership of the minimum investment percentage necessary for presenting lists, equal to **4.5%** of the share capital entitled to vote, is determined considering the shares registered in the name of the shareholder on the day when the lists are filed at the Company. The relevant certification can also be produced after the list is filed, provided that it is before the deadline set for the Company to publish the lists (i.e., by **1° April 2026**), by notification issued by an authorised intermediary pursuant to legislation in force.



Furthermore, in compliance with the provisions of article 144-*quinquies* of Consob's Issuer regulation and Consob Communication DEM/9017893 dated 26 February 2009, the shareholders that present a "minority list" are required to file - together with the list and relevant documents specified above - a statement certifying the absence of relationships connecting them, as defined by the aforesaid Communication, with the shareholders holding, also jointly, a controlling interest or plurality interest and that submitted and/or voted for the "majority list". Shareholders are requested to examine the above-mentioned Consob Communication.

With respect to the composition, lists containing a number of candidates equal to or greater than 3 (three) shall also include a number of candidates of a different gender, so that the percentage of candidates belonging to the less represented gender belongs to the percentage of candidates envisaged by the applicable legal and regulatory provisions on gender balance.

If by the deadline for filing the lists (i.e., within **28 March 2026**) only one list has been filed, or lists have been presented only by shareholders who, pursuant to the applicable legal and regulatory provisions, are connected to each other, additional lists may be presented up until 6:00 p.m. of the third day following said deadline (i.e. until **31 March 2026**). In this case, the minimum shareholding stake for presenting lists will be cut in half, and will therefore be equal to **2.25%** of the share capital.

The lists presented without complying with the aforesaid requirements and with the provisions set out in article 18 of the By-laws are considered not presented. The Board of Statutory Auditors is elected following the provisions under article 18 of the By-laws, available on the Company website www.equita.eu (*Investor Relations - Corporate Governance - By-laws* section).

For further information about the appointment of the Board of Statutory Auditors, please refer to the report on the relevant item of the agenda prepared by the Board of Directors pursuant to article 125-*ter* of the TUF and made available to the public within the terms and according to the methods set forth by law at the registered office of the Company in Milan, Via Filippo Turati 9, on the Company website www.equita.eu (*Investor Relations - Corporate Governance - Shareholders' Meetings* section) and on the authorised eMarket Storage mechanism at www.emarketstorage.com.

Documentation

Documentation regarding the Shareholders' Meeting required under legislation in force, including the reports thereon, is made available to the public within the terms specified by law at the registered office of the Company in Via Filippo Turati 9, Milan (MI), 20121 - Italy, on the Company's website www.equita.eu (*Investor Relations - Corporate Governance* section, *Shareholders' Meeting* area) and on the authorised eMarket Storage mechanism www.emarketstorage.it.

Milan, 13 March 2026

For the Board of Directors

The Chairperson

(Sara Biglieri)

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This Notice is published on the Company's website www.equita.eu (Investor Relations - Corporate Governance section, Shareholders' Meeting area) and on the authorised eMarket Storage mechanism www.emarketstorage.it, as well as in excerpt form in the daily newspaper "Domani" on 13 March 2026.

