

**SYS-DAT S.p.A.**

Share capital €1,564,244.00 fully paid-in

Registered office: Milan, Via Muzio Attendolo detto Sforza, 7/9

R.E.A. Milan no. 963005

Tax Code, VAT number, and registration number with the Milan Business Register no.  
03699600155**NOTICE OF CALL FOR THE ORDINARY SHAREHOLDERS' MEETING**

The persons eligible to attend and exercise their voting rights are called to the Ordinary Shareholders' Meeting of SYS-DAT S.p.A. to be held on April 22, 2026, at 11:00 AM (single call), at ZNR Notai, in Milan, Via Pietro Metastasio, 5, to discuss and resolve on the following:

**Agenda**

- 1. Approval of the financial statements as of December 31, 2025, accompanied by the Board of Directors' management report, the Board of Statutory Auditors' report, and the Independent Auditor's report. Presentation of the consolidated financial statements as of December 31, 2025.**
- 2. Resolutions regarding the allocation of the net result for the fiscal year ending December 31, 2025.**
- 3. Report on the remuneration policy and compensation paid:**
  - 3.1. Approval of the first section of the report pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58/1998;**
  - 3.2. Resolutions regarding the second section of the report pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998.**
- 4. Authorization to purchase and dispose of company's own shares, pursuant to Articles 2357 and subsequent of the Civil Code, as well as Article 132 of Legislative Decree no. 58/1998 and Article 144-bis of the Consob Regulation (adopted with resolution no. 11971/1999 and subsequent amendments), following the revocation of the authorization granted by the General Meeting of April 16, 2025, for the part not executed. Relevant and subsequent resolutions.**

**MEETING PROCEDURES**

Pursuant to Article 16.4 of the Company's Articles of Association and in accordance with Article 135-undecies.1 of Legislative Decree no. 58/1998 (the "TUF"), participation in the Meeting and the exercise of voting rights may only occur through the designated representative pursuant to Article 135-undecies of the TUF, as specified below, in compliance with legal and regulatory provisions, as further detailed below. Any amendments or additions to the information provided in this notice of convocation will be promptly made available through the Company's website and other methods prescribed by current regulations.

**SHARE CAPITAL INFORMATION AS OF THE DATE OF THIS NOTICE**

The share capital is €1,564,244.00, divided into 31,284,880 ordinary shares without nominal value; each share grants the right to one vote.

As of the date of this notice, the Company holds 380,208 own shares, for which voting rights are suspended by law.

## **RIGHT TO ATTEND AND VOTE AT THE MEETING**

Pursuant to Article 83-sexies of the TUF and Article 16 of the Articles of Association, entitlement to attend the Meeting and exercise voting rights, which may occur only through the designated representative, is subject to the receipt by the Company of the communication issued by an authorized intermediary pursuant to the applicable regulations, which must be requested by each eligible party, confirming the ownership of the shares as per the evidence of their accounting records on the last trading day before the date of the Meeting (April 13, 2026 – record date). Transactions recorded after this date do not affect the right to vote. Therefore, those who become shareholders only after the record date will not have the right to attend and vote at the Meeting. The intermediary's communication must reach the Company by the end of the third open market day before the Meeting (April 17, 2026). The right to participate and vote remains valid if communications are received after the deadline, as long as they arrive before the start of the Meeting.

Remote voting or voting by correspondence is not possible.

The participation in the Meeting of the legitimate subjects (e.g., the members of the corporate bodies, the designated representative, the representatives of the auditing firm and the secretary of the meeting) may also take place through telecommunication means that guarantee their identification, pursuant to Art. 16.3 of the Articles of Association. The instructions for participation in the Meeting will be made known by the Company to the aforementioned subjects.

## **ATTENDING THE MEETING THROUGH VOTING DELEGATION TO THE DESIGNATED REPRESENTATIVE**

In accordance with Article 16.4 of the Articles of Association and Article 135-undecies.1 of the TUF, participation in the Meeting is allowed only through the designated representative as per Article 135-undecies of the TUF. The Company has designated Monte Titoli S.p.A., located at Piazza degli Affari 6, Milan, as the designated representative (the "Designated Representative"). The proxy can be given without costs for the delegator (except for shipping expenses) with voting instructions on all or some of the agenda items. The proxy must be granted using the specific proxy form available on the Company's website at [www.sys-datgroup.com](http://www.sys-datgroup.com) in the "Governance/Shareholders' Meeting" section.

The proxy with the voting instructions, together with a copy of a valid identity document of the delegating member or, if the delegating member is a legal person, of the legal representative pro tempore or of another person with suitable powers, together with suitable documentation certifying their qualifications and powers, must be received by the Designated Representative by the end of the second trading day prior to the date of the Meeting (i.e. by 11.59 p.m. on 20 April 2026), using the following alternative methods: (i) sending a scanned copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com), indicating as the subject line "SYS-DAT General Meeting April 2026 - Proxy" from your certified email inbox (or, failing that, from your ordinary email inbox, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); (ii) delivery of the original copy by courier or registered mail with return receipt, to the attention of Area Register Services of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan, Ref.

“SYS-DAT General Meeting April 2026 - Proxy”, sending a scanned copy (PDF) by ordinary email to the mailbox [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject: “SYS-DAT General Meeting April 2026 - Proxy”). The proxy and voting instructions may be revoked within the same terms and conditions.

The shares, for which a full or partial proxy has been granted, are counted for the purposes of the regular quorum of the Shareholders’ Meeting. The proxy has no effect with regard to proposals for which voting instructions have not been granted.

As provided for by art. 135-undecies.1 of the TUF, in derogation of article 135-undecies, paragraph 4, TUF, those who do not intend to use the participation method provided for by art. 135-undecies of the TUF, may, alternatively, intervene by granting the same Designated Representative a proxy or sub-delegation pursuant to article 135-novies, containing voting instructions on all or some of the proposals on the agenda, by using the proxy/sub-proxy form, available on the Company's website at [www.sys-datgroup.com](http://www.sys-datgroup.com) in the "Governance/Shareholders' Meeting" section.

For the transmission of such proxies/sub-delegations, the same procedures indicated above must be followed and reported on the proxy/sub-delegation form.

The proxy/sub-proxy must be received no later than 6:00 p.m. on the day before the Meeting (without prejudice to the fact that the Designated Representative may accept the proxies and/or instructions even after the aforementioned deadline but before the opening of the meeting). The proxy/sub-proxy and the related voting instructions may always be revoked within the aforementioned deadline using the aforementioned methods.

For any clarifications regarding the granting of the proxy (and in particular regarding the completion of the proxy form and the Voting Instructions and their transmission), persons eligible to attend the Meeting may contact Monte Titoli S.p.A. by e-mail at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by calling (+39) 02.33635810 on office days, from 9:00 a.m. to 5:00 p.m.

## **ADDITIONS TO THE AGENDA AND PROPOSAL OF NEW RESOLUTIONS UNDER ARTICLE 126-BIS, PARAGRAPH 1, FIRST PERIOD, TUF**

Pursuant to Article 126-bis of the TUF and Article 12.5 of the Articles of Association, shareholders representing at least one-fortieth of the share capital may request, within ten days of the publication of this notice, i.e., by April 2, 2026, the inclusion of additional items on the agenda or the presentation of new resolutions on already listed agenda items. Members in whose favor the Company has received a specific communication pursuant to art. 83-sexies, paragraph 1, of the TUF from an intermediary authorized pursuant to the legislation in force are entitled to request the integration of the agenda.

Requests for integration of the agenda or for the presentation of new proposals for resolutions on the items on the agenda must be received in writing, within the deadline indicated above, by registered mail to the registered office of the Company, in Milan (20141), Via Muzio Attendolo detto Sforza, 7/9, or by certified email to the address [sys-dat@registrepec.it](mailto:sys-dat@registrepec.it) with information relating to the identity of the members who submitted it, with the indication of the overall percentage held and references to the communication certifying ownership of the shareholding issued by the intermediaries. Within said deadline and using the same methods, the proposing members must submit a report containing the reasons for the proposed resolutions on the new matters they propose to discuss or the reasons for the additional proposed resolutions presented on matters already on the

agenda. Additions to the agenda are not permitted for matters on which the Meeting deliberates, pursuant to the law, on the proposal of the Directors or on the basis of a project or report prepared by them, other than those pursuant to art. 125-ter, paragraph 1, TUF.

Any additions to the agenda or the submission of additional proposed resolutions on matters already on the agenda will be notified, in the same ways prescribed for the publication of this notice, at least fifteen days before the date set for the Meeting (i.e. by 7 April 2026). At the same time, the aforementioned reports prepared by the requesting members, accompanied by any assessments of the Board of Directors, will be made available to the public, in the same forms provided for the documentation relating to the Shareholders' Meeting.

### **ADDITIONS TO THE AGENDA AND PROPOSAL OF NEW RESOLUTIONS UNDER ARTICLE 126-BIS, PARAGRAPH 1, PENULTIMATE SENTENCE, TUF AND UNDER ARTICLE 135-UNDECIES.1 PARAGRAPH 2, TUF**

Since the participation of the members in the Meeting takes place exclusively through the Designated Representative pursuant to art. 135-undecies of the TUF and art. 16 of the Articles of Association and, therefore, without physical participation by the members, those who have the right to vote may individually submit proposals for resolutions on the items on the agenda of the Meeting - pursuant to art. 126-bis, paragraph 1, penultimate period, of the TUF and art. 135-undecies.1, paragraph 2, of the TUF - within the fifteenth day preceding the date of the single call of the Meeting (i.e. by 7 April 2026).

The submission of new proposals for resolutions on items on the agenda, with the documentation suitable for proving ownership of the participation, must be submitted in writing, indicating as the reference "Proposals for resolutions pursuant to art. 126-bis, paragraph 1, penultimate period, TUF and art. 135-undecies.1, paragraph 2, of the TUF" at the registered office of the Company in Milan (20141), Via Muzio Attendolo detto Sforza, 7/9 or by sending to the certified email address [sys-dat@registerpec.it](mailto:sys-dat@registerpec.it).

The aforementioned proposals, formulated in a clear and complete manner, must indicate the item on the agenda of the Meeting to which they refer and the text of the proposed resolution. The resolution proposals received by the Company within the terms and with the methods illustrated above will be published by the Company within two days following the deadline (by Thursday 9 April 2026) on the Company's website ([www.sys-datgroup.com](http://www.sys-datgroup.com) in the section "Governance/Shareholders' Meeting").

For the purposes of the relevant publication, as well as in relation to the conduct of the Meeting proceedings, the Company reserves the right to verify the relevance of the proposals to the items on the agenda, their completeness, their compliance with the applicable legislation and the legitimacy of the proposers.

In the event of proposals for resolutions on the items on the agenda that are alternatives to those formulated by the Board, the Board's proposal will be put to the vote first (unless it is withdrawn) and, only if such a proposal is rejected, the proposals of the members will be put to the vote. Such proposals, even in the absence of a proposal from the Board, will be submitted to the Meeting starting from the proposal presented by the members representing the largest percentage of the capital. Only if the proposal put to the vote is rejected, the next proposal in order of capital represented will be put to the vote.

## **RIGHT TO ASK QUESTIONS PRIOR TO THE MEETING**

Pursuant to art. 135-undecies.1, paragraph 3 of the TUF, the right to ask questions is exercised only before the Meeting.

Pursuant to art. 127-ter of the TUF and art. 135-undecies.1, paragraph 3, of the TUF, those who have the right to vote at the Meeting, in whose favor the Company has received a specific communication pursuant to art. 83-sexies, paragraph 1, of the TUF made by an intermediary authorized pursuant to the legislation in force, may ask questions on the items on the agenda before the Meeting.

The questions must be sent to the Company in writing, within the seventh trading day preceding the date set for the Meeting (by 13 April 2026) accompanied by information relating to the identity of the members who submitted them, by registered mail with return receipt sent to the Company's headquarters in Milan (20141), Via Muzio Attendolo detto Sforza, 7/9, for the attention of the "2026 Meeting" Office, or, alternatively, by certified mail to the address [sys-dat@registerpec.it](mailto:sys-dat@registerpec.it). Ownership of the right to vote can also be certified after the sending of the questions, provided that this is done within the third day following the record date (16 April 2026).

Questions received before the Meeting by the above deadline will be answered at least three days before the Meeting (i.e. 19 April 2026), by publication on the Company's website ([www.sys-datgroup.com](http://www.sys-datgroup.com) in the "Governance/Shareholders' Meeting" section), with the Company having the right to provide a single answer to questions with the same content. Please note that no answer will be provided if the information requested is already available in "question and answer" format in a specific section of the Company's website or when the answer is already published in the same section.

## **DOCUMENTATION**

The documentation relating to the Meeting, including, among other things, the explanatory reports of the Board of Directors with the full text of the proposed resolutions on the items on the agenda, as well as the Annual Financial Report, the Report of the Board of Statutory Auditors, the Report of the Independent Auditors, will be made available to the public, within the terms and with the methods provided for by the legislation in force, at the registered office of the Company, Società in Milano (20141), Via Muzio Attendolo detto Sforza, 7/9, the authorised storage mechanism ([www.emarketstorage.it](http://www.emarketstorage.it)), as well as on the website [www.sys-datgroup.com](http://www.sys-datgroup.com) in the section "Governance/Shareholders' Meeting"

This notice will be published in extract form on the "Italia Oggi" newspaper on March 23, 2026.

Milan, March 23, 2026

The Chairman of the Board of Directors  
Vittorio Neuronì