



**Esautomotion S.p.A.**  
**Registered office in Carpi (MO), via della Meccanica n. 23/1**  
**Share capital Euro 2.000.000,00 i.v.**  
**R.E.A. of Modena n. 386989**  
**Tax Code and VAT n. 07623420960**

## NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting (the "**Meeting**") of Esautomotion S.p.A. (the "**Company**" or "**Esautomotion**") is convened at the Company's registered office, in Via della Meccanica no. 23/1, Carpi (MO), on Wednesday, April 22, 2026, at 11:00 a.m., to discuss and resolve upon the following agenda:

### AGENDA

1. *Approval of the separate financial statements of Esautomotion S.p.A. as at December 31, 2025. Related and consequent resolutions. Presentation of the consolidated financial statements of the Esautomotion Group as at December 31, 2025.*
2. *Allocation of the profit for the financial year. Related and consequent resolutions.*

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## INFORMATION FOR SHAREHOLDERS

### SHARE CAPITAL AND RIGHT TO ATTEND THE MEETING

It should be noted that the Company's share capital, fully subscribed and paid-in, amounts to Euro 2,000,000 (two million/00) and is divided into no. 13,103,000 (thirteen million one hundred and three thousand) shares with no par value, of which 12,103,000 (twelve million one hundred and three thousand) ordinary shares and no. 1,000,000 (one million) multiple voting shares (the "**Class B Shares**"), as provided for in Article 5 of the Company's bylaws (the "**Bylaws**"), available in the "Corporate Governance/Documents" section of the Company's website ([www.esautomotion.it](http://www.esautomotion.it), the "**Website**"); each ordinary share entitles its holder to no. 1 (one) vote at ordinary and extraordinary shareholders' meetings of the Company, and each Class B Share entitles its holder to no. 3 (three) votes at ordinary and extraordinary shareholders' meetings of the Company.

As of today, the Company holds no. 213,000 (two hundred and thirteen thousand) treasury shares, corresponding to 1.63% of the share capital, for which voting rights are suspended pursuant to Article 2357-ter, paragraph 2, of the Italian Civil Code.

### ENTITLEMENT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Pursuant to Article 14 of the Bylaws and Article 83-sexies of Legislative Decree no. 58 of February 24, 1998, as subsequently amended (the "**Consolidated Financial Act**" or "**TUF**"), **the entitlement to attend the shareholders' meeting and to exercise voting rights** – exclusively through the designated representative as provided for in Article 14.4 of the Bylaws and Article 135-undecies of the TUF (the "**Designated Representative**") – **is certified by a communication to the Company, made by an authorized intermediary, upon request and in favor of the person entitled to vote, in accordance with its accounting records as at the end of the accounting day on April 13th, 2026, corresponding to the 7th (seventh) trading day prior to the date set for the shareholders' meeting (the so-called "record date").**

Entries credited to or debited from accounts after such date shall not be relevant for the purposes of entitlement to exercise voting rights at the shareholders' meeting. The above-mentioned communication from the intermediary must be received by the Company by **April 17th, 2026**, corresponding to the end of the **3rd (third) trading day prior to the date of the Meeting**. Entitlement to attend and vote shall in any case remain valid if the communication is received by the Company after the aforementioned deadline, provided that it is received before the start of the meeting proceedings.

Directors, Statutory Auditors, representatives of the auditing firm, the Designated Representative, as well as other persons entitled to vote (who must grant a proxy or sub-proxy to the Designated Representative), may attend the

Meeting by means of telecommunication systems that also ensure their identification, in compliance with the provisions of Article 14.5 of the Bylaws. Instructions for attending the Meeting through such telecommunication systems will be made available by the Company to the interested parties.

No procedures are provided for voting by mail or by electronic means.

#### DESIGNATED REPRESENTATIVE OF THE COMPANY

The Company has appointed Monte Titoli S.p.A., with registered office in Milan, Piazza Affari no. 6, as the Designated Representative, to whom those entitled to vote and wishing to attend the Meeting must grant, at no cost to them (except for any mailing expenses), alternatively, a proxy or sub-proxy for all or some of the items on the agenda, pursuant to Article 135-novies and by way of derogation from Article 135-undecies, paragraph 4, of the TUF. The proxy or sub-proxy shall be effective only for those proposals in respect of which voting instructions have been given. Shares for which a proxy has been granted, even partially, shall be counted for the purpose of determining that the Meeting is duly constituted.

For this purpose, the specific proxy and/or sub-proxy forms prepared by the Designated Representative, in agreement with the Company, must be used; such forms will be made available on the Company's website in the "Investor Relations/Shareholders' Meeting" section and at the registered office of the Designated Representative.

The proxy pursuant to Article 135-undecies of the TUF, together with voting instructions and a copy of a valid identity document – and, in the case of a corporate shareholder, documentation evidencing the powers to grant the proxy – must be received by the Designated Representative **by the end of the second trading day prior to the date set for the Meeting** (i.e., by **April 20th, 2026**). It should also be noted that proxies and/or sub-proxies pursuant to Article 135-novies of the TUF may also be granted to the Designated Representative, by way of derogation from Article 135-undecies, paragraph 4, of the TUF; such proxies must be received, together with voting instructions and a copy of a valid identity document – and, in the case of a corporate shareholder, documentation evidencing the powers to grant the proxy – **by 6:00 p.m. on April 21st, 2026** and, in any case, no later than the start of the Meeting proceedings.

The proxy and/or sub-proxy and the related voting instructions may be revoked using the same methods and within the same time limits established for their submission.

The communication to the Company made by the intermediary, certifying entitlement to attend the Meeting, is also required in the event of granting a proxy or sub-proxy to the Designated Representative; therefore, in the absence of such communication, the proxy or sub-proxy shall be deemed ineffective.

For any clarification regarding the granting of the proxy (and, in particular, concerning the completion of the proxy form and voting instructions and their submission), persons entitled to attend the Meeting may contact Monte Titoli S.p.A. by email at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 on business days, from 9:00 a.m. to 5:00 p.m.

#### SUBMISSION OF INDIVIDUAL PROPOSALS FOR RESOLUTION

Given that attendance at the Meeting and the exercise of voting rights may take place exclusively through the Designated Representative, for the purposes of this Meeting, in order to allow interested parties to submit individual proposals for resolution – albeit in a manner and within time limits compatible with the essential requirement that such proposals be made available to all persons entitled to attend the Meeting and exercise voting rights in due time to provide voting instructions to the Designated Representative – the following is provided.

Shareholders may individually submit to the Company proposals for resolutions on the items on the agenda or proposals whose submission is otherwise permitted by law **by 1:00 p.m. on April 13th, 2026**, so that the Company may proceed with their subsequent publication.

Shareholders submitting proposals must prove their entitlement by sending to the Company appropriate documentation issued, in accordance with applicable provisions, by the intermediary maintaining the account on which the shares are recorded. The proposals for resolution and the above-mentioned documentation relating to

entitlement must be sent by certified email to [ir.esautomotion@legalmail.it](mailto:ir.esautomotion@legalmail.it), expressly indicating in the subject line “Ordinary Shareholders’ Meeting April 22, 2026 Esautomotion 2026 – Individual proposals for resolution”.

Proposals for resolution received within the time limits and in the manner described above will be published on the Company’s website in the “Investor Relations/Shareholders’ Meeting” section by **April 15th, 2026**, so that holders of voting rights may review them for the purpose of granting proxies and/or sub-proxies, together with the relevant voting instructions, to the Designated Representative, which must be received within the time limits indicated above.

For the purposes of the foregoing, the Company (i) reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and compliance with applicable provisions, as well as the entitlement of the proposing parties, and (ii) shall, where necessary, promptly update the proxy forms.

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

Pursuant to Article 127-ter of the TUF, those entitled to vote may submit questions on the items on the agenda also prior to the Meeting, by the **end of the fifth trading day** preceding the date of the Meeting (i.e., by **April 15th, 2026**). Questions – together with the details of the certification sent by the intermediary to the Company, proving ownership of the voting right – must be submitted in writing by certified email to [ir.esautomotion@legalmail.it](mailto:ir.esautomotion@legalmail.it), expressly indicating in the subject line “Ordinary Shareholders’ Meeting April 22, 2026 Esautomotion 2026 – Questions on the items on the agenda”. Questions received by the Company in accordance with the above procedures **by April 15th, 2026 (the fifth trading day prior to the Meeting)** and which are relevant to the items on the agenda will be answered on the Company’s website in the “Investor Relations/Shareholders’ Meeting” section **by April 20th, 2026 (two business days prior to the Meeting)**. The Company will not respond to questions that do not comply with the above procedures, time limits, and conditions.

### **DOCUMENTATION**

**Simultaneously with the publication of this notice of call**, the following reports and proposed resolutions relating to the items on the agenda will be made available to the public, within the time limits and in the manner provided for by the Bylaws, sent to Borsa Italiana S.p.A., and also published in the “Investor Relations/Shareholders’ Meeting” section of the Company’s website, as well as at the eMarketStorage storage mechanism, available at [www.emarketstorage.com](http://www.emarketstorage.com):

- ✓ the file of the separate financial statements of Esautomotion S.p.A. as at December 31, 2025, including the management report and the reports, respectively, of the Board of Statutory Auditors and the Independent Auditors, as well as the consolidated financial statements of the Esautomotion Group as at December 31, 2025 (item one on the agenda);
- ✓ the report of the Board of Directors regarding the allocation of the profit for the financial year (item two on the agenda);

This notice is published in the daily newspaper *Corriere della Sera* on April 7, 2026.