

KALEON S.P.A.  
REGISTERED OFFICE IN MILAN (MI) - VIA PRIVATA MARIA TERESA, 4  
SHARE CAPITAL EURO 2,118,750.00 FULLY PAID-IN  
REGISTERED WITH THE COMPANIES REGISTER OF MILAN MONZA BRIANZA LODI  
TAX CODE AND VAT NUMBER 07040700150  
NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The shareholders of Kaleon S.p.A. (the "**Company**") are hereby convened to an ordinary and extraordinary shareholders' meeting on 29 April 2026 at 2:30 p.m., on first call, at the Company's registered office in Milan, via Privata Maria Teresa no. 4, and, if necessary, on 5 May 2026, on second call, same time and place, to discuss and resolve upon the following

AGENDA

Ordinary part

1. review and approval of the financial statements of Kaleon S.p.A. for the year ended 31 December 2025; presentation of the consolidated financial statements for the year ended 31 December 2025; reports of the Directors, the Board of Statutory Auditors and the Independent Auditors; related and consequent resolutions;
2. allocation of profit for the year; related and consequent resolutions;
3. authorization pursuant to and for the purposes of articles 2357 et seq. of the Italian Civil Code for the purchase and subsequent disposal of treasury shares; related and consequent resolutions;

Extraordinary part

1. amendment of article 19 of the current articles of association in order to introduce the rules governing the designated representative; related and consequent resolutions.

\*\*\*\*\*

SHARE CAPITAL COMPOSITION

The Company's share capital, fully subscribed and paid-in, amounts to Euro 2,118,750.00, represented by no. 14,125,000 ordinary shares with no par value. As of the date of this notice, the Company does not hold any treasury shares.

PROCEDURES FOR CONDUCTING THE SHAREHOLDERS' MEETING

The Company avails itself of the option provided by article 106, paragraph 4, of Decree-Law no. 18 of 17 March 2020 (the effectiveness of which was most recently extended to shareholders' meetings held by 30 September 2026, by article 4, paragraph 11, of Decree-Law no. 200 of 31 December 2025, entitled "*Urgent provisions regarding regulatory deadlines*", as converted, with amendments, by Law no. 26 of 27 February 2026), providing that attendance at the Shareholders' Meeting by those entitled to vote may take place exclusively through the designated representative pursuant to article 135-undecies of Legislative Decree no. 58/98 as amended (respectively, the "**TUF**" and the "**Designated Representative**"), to whom a proxy must be granted, in the manner and subject to the conditions set out below.

The Company has appointed as Designated Representative Monte Titoli S.p.A., con sede legale in Milano, Piazza degli Affari n. 6 (di seguito "**Monte Titoli**") with registered office in Milano (hereinafter. Those entitled to vote who intend to attend the Shareholders' Meeting must be represented, at no cost to them, by the

Designated Representative by granting a specific proxy containing voting instructions on all or some of the proposals on the agenda.

Attendance at the Shareholders' Meeting shall be permitted for the Designated Representative and other persons entitled to attend, other than those entitled to vote (who must grant a proxy to the Designated Representative), also through electronic means of communication that allow their identification and immediate participation, with connection methods to be communicated by the Company.

#### ENTITLEMENT TO ATTEND

Entitlement to attend the shareholders' meeting – which may take place exclusively through the Designated Representative – is subject to receipt by the Company, by the end of the third open market day preceding the date set for the meeting (i.e. 24 April 2026), of the relevant communication issued by the authorized intermediary (the "*Intermediary Communication*") which, based on its own accounting records, certifies their entitlement. Entitlement to attend and vote shall remain valid if such Intermediary Communication is received by the Company after the above-mentioned deadline, provided it is received before the commencement of the meeting proceedings for the relevant call.

The Intermediary Communication is made by the intermediary on the basis of records as at the end of the accounting day of the seventh open market day preceding the date set for the meeting (i.e. 20 April 2026). Credits or debits recorded in the accounts after such date shall not be relevant for the purposes of entitlement to exercise voting rights at the meeting.

#### ATTENDANCE AT THE SHAREHOLDERS' MEETING THROUGH PROXY TO THE DESIGNATED REPRESENTATIVE

Attendance at the Shareholders' Meeting by those entitled to vote is permitted exclusively through the Designated Representative, to whom proxies or sub-proxies may also be granted pursuant to article 135-novies of the TUF, by way of derogation from article 135-undecies, paragraph 4, of the TUF.

The proxy must be granted by means of the specific proxy form available, with the relevant instructions for completion and submission, at the registered office and on the Company's website [www.kaleon.com](http://www.kaleon.com), in the "Investor Relations" / "Shareholders' Meetings" section.

The proxy to the Designated Representative must be granted by the end of the second open market day preceding the Shareholders' Meeting, i.e. by 27 April 2026 (or by 30 April 2026 if on second call), by means of the specific form, available on the Company's website [www.kaleon.com](http://www.kaleon.com) in the "Investors" / "Shareholders' Meetings" section, which also sets out the procedures for submitting proxies and for revoking, within the aforementioned deadlines, the proxy and the voting instructions granted. The proxies to the Designated Representative shall be effective only with respect to the proposals for which voting instructions have been given. The proxy and voting instructions may be revoked within the same deadline referred to above. It is specified that the shares for which a proxy has been granted, even if partial, shall be counted for the purposes of the valid constitution of the Shareholders' Meeting. With respect to proposals for which no voting instructions have been given, the shares shall not be counted for the purposes of calculating the majority and the share capital required for the approval of resolutions.

The proxy form with the relevant voting instructions must be sent to Monte Titoli together with:

- a) a copy of a currently valid identity document of the principal, or
- b) where the principal is a legal entity, a copy of a currently valid identity document of the legal representative pro tempore or of another person vested with appropriate powers, together with documentation suitable to attest to such person's capacity and powers,

*(in the case of sub-delegation, the following must be transmitted to the Designated Representative as an attachment thereto: (i) the documentation referred to in points (a) and (b) above, relating to both the holder of the voting right and its delegate; (ii) a copy of the proxy granted by the holder of the voting right to its delegate).*

by one of the following alternative methods:

i) transmission of a digitally reproduced copy (PDF) to the certified e-mail address RD@pec.euronext.com (subject line: "Kaleon Shareholders' Meeting Proxy – April 2026") from the sender's own certified e-mail account (or, in the absence thereof, from the sender's own e-mail account, provided the electronic document is signed with a qualified or digital electronic signature); *for shareholders not resident in Italy only, where they do not have a Certified Electronic Mail account, submission of the documentation by ordinary e-mail will be accepted.*

ii) transmission of the original, by courier or registered mail with return receipt, for the attention of the Register Services department, at Monte Titoli S.p.A., Piazza degli Affari No. 6, 20123 Milan (Ref. " Kaleon Shareholders' Meeting Proxy – April 2026"), with an advance copy reproduced digitally (PDF) sent by ordinary e-mail to the address RD@pec.euronext.com (subject line: " Kaleon Shareholders' Meeting Proxy – April 2026").

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 entitled to attend the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail at the address RegisterServices@euronext.com or by telephone at (+39) 02.33635810 on business days, from 9:00 a.m. to 5:00 p.m.

#### SUPPLEMENTATION OF THE AGENDA

Pursuant to article 14 of the articles of association, shareholders representing at least 10% (ten percent) of the share capital entitled to vote at the ordinary Shareholders' Meeting may request, within 5 (five) days of the publication of the notice of call of the Shareholders' Meeting, the supplementation of the matters to be discussed, indicating in the request the additional items proposed.

Shareholders entitled to request the supplementation of the agenda are those for whom a relevant communication has been received by the Company from an authorized intermediary pursuant to applicable regulations.

Requests for supplementation of the agenda must be accompanied by an explanatory report which must be filed at the registered office, to be delivered to the administrative body by the final deadline for submitting the supplementation request. Supplementation of the list of matters to be discussed is not permitted for items on which the Shareholders' Meeting resolves, under the law, upon a proposal of the directors or on the basis of a project or report prepared by them.

Requests for supplementation must be submitted to the Company in writing, accompanied by Information relating to the identity of the shareholders who submitted them, indicating the overall percentage held and the details of the communication sent by the intermediary to the Company pursuant to applicable regulations, by registered letter to the Company's registered office in Milan, via Privata Maria Teresa no. 4, to the attention of the Chairman of the Board of Directors, or electronically, by sending to the following certified email address sagsrl01@legalmail.it.

22 The supplementary notice of the agenda shall be published in at least one nationally circulated newspaper no later than the 7th (seventh) day preceding the date of the Shareholders' Meeting on first call (i.e. by 22 April 2026).

## RIGHT TO ASK QUESTIONS


Considering that attendance at the Shareholders' Meeting by those entitled may take place only through the Designated Representative, any questions may be submitted to the Company in writing by the 6th (sixth) open market day preceding the Shareholders' Meeting (i.e. by 21 April 2026), accompanied by information relating to the identity of the shareholders who submitted them and the details of the communication sent by the intermediary to the Company pursuant to applicable regulations, by registered letter to the Company's registered office, Milan, via Privata Maria Teresa no. 4, to the attention of the Chairman of the Board of Directors, or electronically, by sending to the following certified email address [sagsrl01@legalmail.it](mailto:sagsrl01@legalmail.it). In order to allow those entitled to vote to cast their vote through the Designated Representative also taking into account the responses provided by the Company to such questions, the responses shall be provided by the Company by the end of the third open market day preceding the date of the Shareholders' Meeting (i.e. by 24 April 2026) by publication on the Company's website at [www.kaleon.com](http://www.kaleon.com) in the "Investor Relations" / "Shareholders' Meetings" section. The Company shall not consider questions received that are not strictly relevant to the matters on the agenda of the Shareholders' Meeting.

## DOCUMENTATION

The documentation relating to the items on the agenda, as required by applicable regulations, shall be made available to the public within the time limits provided by law, at the registered office and on the Company's website [www.kaleon.com](http://www.kaleon.com), in the "Investor Relations – Shareholders' Meetings" section.

This notice of call is published on the Company's website [www.kaleon.com](http://www.kaleon.com), in the "Investor Relations – Shareholders' Meetings" section and on the website [www.borsaitaliana.it](http://www.borsaitaliana.it), , nonché per estratto su "ISole24Ore" in the "Shares/Documents" section, as well as in extract form in.

Milan, 14 April 2026

On behalf of the Board of Directors  
The Chairman  
  
Vitaliano Paolo Federico Borromeo Arese Borromeo