



**AQUAFIL S.p.A.**

**GENERAL SHAREHOLDERS' MEETING**

**NOTICE OF CALLING OF THE ORDINARY SHAREHOLDERS' MEETING**

pursuant to Article 9 of the Bylaws and Article 125-*bis* of Legislative Decree No. 58 of February 24, 1998

The Shareholders of Aquafil S.p.A. (“**Aquafil**” or the “**Company**”) are convened to the Ordinary Shareholders' Meeting to be held in single call on **April 28, 2025** at 14:00, at via Filodrammatici 3, 20121, Milan, in order to discuss and resolve upon the following:

**AGENDA**

1. *Financial Statements for the year ended December 31, 2024; relevant and ensuing resolutions. Presentation of the Consolidated Financial Statements at December 31, 2024.*
2. *Allocation of profit for the year; relevant and ensuing resolutions.*
3. *Report on Remuneration Policy and Compensation Paid:*
  - a. *approval of the remuneration policy pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58/1998;*
  - b. *resolutions on “Section 2” of the report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.*
4. *Appointment of Independent Auditors for financial years 2026-2034 and assignment of the assurance engagement concerning the consolidated sustainability reporting for years 2026-2028. Relevant and ensuing resolutions.*

**Information about the share capital**

The Company's subscribed and paid-in share capital amounted to €53,354,161.28 and is divided into 87,536,234 shares, of which 73,172,206 ordinary shares and 14,364,028 special B shares, all of which bear no face value. Each special B share confers the right to three votes in the Company's ordinary and extraordinary Shareholders' Meetings. The Company holds 1,278,450 treasury shares, equal to 1.4605% of share capital, the voting rights of which have been suspended in compliance with the law.

**Legitimate attendance of General Shareholders' Meetings and exercise of voting rights**

Pursuant to Article 83-*sexies* of Legislative Decree No. 58 of February 24, 1998 (TUF) and Article 10 of the Bylaws, the legitimate attendance and exercise of vote is contingent upon receipt by the Company of a notice — certifying entitlement to vote based on the accounting records at the end of the seventh trading day preceding the scheduled date of the General Shareholders' Meeting, hence **April 15, 2025 (Record Date)** — duly served by an authorized intermediary. Credit and debit entries made after said deadline shall not be taken into consideration for the intents and purposes of establishing entitlement to vote at the Shareholders' Meeting. Therefore, the persons and parties, whose ownership of Company's shares is confirmed only after the Record Date, shall not be entitled to attend or vote at the General Shareholders' Meeting.

The aforesaid notice from the intermediary must reach the Company by the end of the third trading day preceding the scheduled date of the General Shareholders' Meeting (i.e., no later than April 23, 2025), without prejudice to entitlement to attend and/or exercise voting rights in the event the said notice reaches the Company after the said deadline, but before commencement of the proceedings of the General Shareholders' Meeting.

It is not possible to attend the General Shareholders' Meeting using telecommunications systems.

**AQUAFIL S.p.A.**

Italy – 38062 Arco (TN) – Via Linfano 9 – tel. +39 0464 581 111r.a. – fax +39 0464 532 267

PEC: [pec.aquafil@aquafil.legalmail.it](mailto:pec.aquafil@aquafil.legalmail.it)

Capitale sociale deliberato 90.522.417,36 di cui sottoscritto e versato Euro 53.354.161,28

C.F. IT 09652170961 – V.A.T. IT 09652170961 – REA TN 228169

[www.aquafil.com](http://www.aquafil.com)



## Representation at the General Shareholders' Meeting

### Intervention and proxy vote

Voteholders may elect to be represented at the General Shareholders' Meeting pursuant to Article 10 of the Bylaws and other applicable provisions of laws and regulations, using for such purpose the proxy form available from the Company's website [www.aquafil.com](http://www.aquafil.com), section "Investor Relations – Shareholders' meetings – Shareholders' Meeting 28 April 2025". The proxy form may be served by sending it by registered mail with return receipt to the Company's registered office at via Linfano 9, 38062 – Arco (Trento), Italy, or alternatively, via electronic channels, by sending it to the certified e-mail address [pec.aquafil@aquafil.legalmail.it](mailto:pec.aquafil@aquafil.legalmail.it).

Should the representative deliver or transmit to the Company a copy of the proxy, also in electronic format, the former is required, under his or her responsibility, to confirm the compliance of the proxy form to the original and the identity of the proxy granter.

### Designated Representative

Pursuant to Article 135-*undecies* of TUF, the Company has appointed Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari 6 ("Monte Titoli" or the "Designated Representative"), as the designated representative to which written proxies, with voting instructions, on all or some of the proposals on the Agenda of the General Shareholders' Meeting may be granted, at no cost to the proxy granter.

The proxy form, which is available on the Company's website [www.aquafil.com](http://www.aquafil.com), section "Investor Relations – Shareholders' meetings – Shareholders' Meeting 28 April 2025", and the relevant voting instructions must be received, in the original, by Monte Titoli by the end of the second trading day before the date set for the General Shareholders' Meeting, i.e., April 24, 2025, together with:

- a copy of a valid identity document identifying the proxy granter, or
- if the proxy granter is a legal person, a copy of a valid identity document of the legal representative *pro tempore* or other person with appropriate powers, along with documentation appropriate to attesting to their position and powers,

by one of the following alternative means:

- i) transmission of a digitally reproduced copy (PDF) to the certified e-mail address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "AQUAFIL Shareholders' Meeting Proxy April 2025") from one's own certified mailbox (or, failing that, from one's own mailbox of the computer document signed with a qualified electronic or digital signature);
- ii) transmission in the original, by courier or registered mail with return receipt to the Register Services area, at Monte Titoli S.p.A., Piazza degli Affari No. 6, 20123 Milan (Ref. "AQUAFIL Shareholders' Meeting Proxy April 2025") anticipating a digitally reproduced copy (PDF) by ordinary e-mail to the mailbox [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "AQUAFIL Shareholders' Meeting Proxy April 2025").

Proxy letters and voting instructions shall remain revocable through to the same deadline. Proxy forms shall not be valid with respect to motions for which voting instructions have not been provided.

For further details on the granting of proxy to the Designated Representative (and in particular, on completing the proxy form and voting instructions and their transmission), contact Monte Titoli via e-mail at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by calling (+39) 02.33635810 (on working days, from 9:00 to 17:00).

It bears recalling that shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the General Shareholders' Meeting. Proxy forms shall not be valid with respect to motions for which voting instructions have not been provided.

Notification of the Company by the authorized intermediary certifying entitlement to participate in the General Shareholders' Meeting is necessary even where a proxy is granted to the representative designated by the Company. Accordingly, if no such notification is provided, the proxy shall be considered ineffective.

### Voting by mail

Voting may also be exercised by mail in accordance with Article 10.5 of the Bylaws and current regulations. The voting forms, with the relevant exercise procedures, will be available at the registered office, as well as on the

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Company's website [www.aquafil.com](http://www.aquafil.com), section "*Investor Relations – Shareholders' meetings – Shareholders' Meeting 28 April 2025*"). The envelope containing the voting ballot — prepared in such a way as to ensure the confidentiality of the vote until the ballot is cast and containing the name of the issuing company, the details of the meeting, the identity of the holder of the voting right with the specification of the number of shares held and the proposed resolutions, the expression of the vote, the date and the signature —, duly completed and signed, together with a copy of the notice required by current regulations for the purpose of participation in the Shareholders' Meeting and a copy of a valid identity document of the holder of the voting right — must be received in the original by the day before the General Shareholders' Meeting, by sending it by registered mail at the registered office, for the attention of Corporate Secretary, Via Linfano 9, 38062 – Arco (TN). The vote is expressed separately for each resolution proposal.

Please note that ballots received after the deadline or without a signature will not be taken into account for the purpose of constituting the Meeting or for voting purposes. Votes cast by mail may be revoked by written declaration brought to the attention of the Company, to Corporate Secretary, Via Linfano 9, 38062 – Arco (TN), no later than the day before the General Shareholders' Meeting, or by an express declaration made by the person concerned during the Shareholders' Meeting itself.

There is no voting procedure by electronic means.

### **Additions to the Agenda and presentation of new motions**

Pursuant to Article 126-*bis* of TUF, Shareholders, who individually or jointly account for at least one fortieth of the share capital, may, within ten days of publication of this notice of calling (i.e., by April 8, 2025), ask for additions to the Agenda, specifying in the request the additional proposed items, or present new motions to be added to the items already on the Agenda. Moreover, no additional items may be placed on the Agenda in respect of matters regarding which, under law, the General Shareholders' Meeting may pass resolutions at the motion of the Directors or on the basis of a project or report drawn up by the latter and falling outside the scope of Article 125-*ter*, paragraph 1, of TUF.

The above requests — comprehensive of the data useful to identify the presenting shareholders and the related information concerning the percentage of equity owned, as well as copy of the communication for the exercise of the right, sent to the Company by an authorized intermediary in accordance with the relevant regulation in force — must be submitted by registered mail with return receipt to the Company's registered office or by certified electronic mail to the address [pec.aquafil@aquafil.legalmail.it](mailto:pec.aquafil@aquafil.legalmail.it), accompanied by a report that sets out the reasons for the new additional items to be discussed at the Shareholders' Meeting, or the reasons for new motions to be added to the items already on the Agenda.

Any and all additional items placed on the Agenda or presentation of new motions on items already on the Agenda shall be notified by the Company, pursuant to the same publication procedures applicable to this notice, at least fifteen days prior to the scheduled date of the General Shareholders' Meeting (i.e., no later than April 13, 2025). When the notice of additions to the Agenda is published, or new motions on items already on the Agenda are submitted, such motions, along with the reports drafted by the shareholders submitting the motions and the report by the shareholders requesting the additions to the Agenda, accompanied by any assessments by the Board of Directors, will be made available to the public, according to the same manners as set out in Article 125-*ter*, paragraph 1, of TUF.

### **Right to ask questions about the items on the Agenda**

Pursuant to Article 127-*ter* of TUF, shareholders with voting rights, in favor of which a communication is sent to the Company by an authorized intermediary in accordance with the regulations in force, are entitled to submit questions regarding the items placed on the Agenda even before the General Shareholders' Meeting.

Questions — comprehensive of the data useful to identify the shareholders presenting them and a copy of the communication for the exercise of the right, sent to the Company by an authorized intermediary in accordance with the relevant regulation in force — may be submitted by registered mail with return receipt to the Company's registered office or by e-mail to the certified e-mail address [pec.aquafil@aquafil.legalmail.it](mailto:pec.aquafil@aquafil.legalmail.it). Questions must be submitted by the end of the seventh trading day before the scheduled date of the General Shareholders' Meeting, i.e., by April 15, 2025. The Company will provide a response to the questions received at the latest two days before the General Shareholders' Meeting (i.e., April 26, 2025), including by publishing them in a dedicated section of the Company's website.

A single response will be given to questions with the same content.

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## Documentation

All documents pertaining to the General Shareholders' Meeting, including the illustrative reports on the items on the Agenda and any relevant motions will be made available to the public in accordance with the terms established by law at the Company's registered office in Via Linfano 9, 38062 – Arco (TN), as well as on the corporate website [www.aquafil.com](http://www.aquafil.com), section “*Investor Relations – Shareholders' meetings – Shareholders' Meeting 28 April 2025*” and through the authorized storage system EMarket Storage “[www.emarketstorage.it](http://www.emarketstorage.it)”. Shareholders are entitled to obtain a copy of the same. The corporate Bylaws are available on the website [www.aquafil.com](http://www.aquafil.com), under section “*Corporate Governance – Company Documents*”.

## Further information

Experts, financial analysts, accredited journalists and others who intend to attend the General Shareholders' Meeting must have a specific request delivered to the Company by April 23, 2025:

- by mail, to the address

Aquafil S.p.A. Via Linfano 9, 38062 – Arco (TN)

FAO: Investor Relations

Re. “Third-party request to attend the AGM”

- or by e-mail to the address

[pec.aquafil@aquafil.legalmail.it](mailto:pec.aquafil@aquafil.legalmail.it)

Those entitled to participate in the General Shareholders' Meeting are invited to arrive before the scheduled start of the meeting so as to facilitate the registration process, which will begin at 13:30.

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This notice of calling is made available on the corporate website [www.aquafil.com](http://www.aquafil.com), under section “*Investor Relations – Shareholders' meetings – 2025*”, and through the authorized storage system EMarket Storage [www.emarketstorage.it](http://www.emarketstorage.it)”), as well as in excerpted form on the daily newspaper “MF – Milano Finanza” of March 29, 2025.

Arco (TN), March 28, 2025

On behalf of the Board of Directors

The Chairwoman of the Board of Directors (prof. Chiara Mio)

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