



CALLING OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Aceca S.p.A. has been called, in ordinary and extraordinary sitting, on **19 December 2024 at 11:00 a.m.**, on first call, at the head office of the company in Rome, Piazzale Ostiense, 2, and on second call if required on 20 December 2024, same time and same place, to discuss and resolve upon the following

Agenda

Ordinary session:

1. **Appointment of the independent auditors for the financial years 2026 to 2034.**

Extraordinary session:

1. **Amendment of the Articles of Association. Pertaining and consequent resolutions.**
 - 1.1 **Amendment to Art. 13**
 - 1.2 **Amendment to Art. 17**

Method of holding the Shareholders' Meeting

The Company, in accordance with the provisions of Art. 106 of Italian Decree Law no. 18/2020 converted by Italian Law no. 27/2020 ("Decree") whose effectiveness was most recently extended with the Art. 11, paragraph 2, of Italian Law no. 21 of 5 March 2024 ("Italian Law no. 21/2024"), which deferred the deadline to 31 December 2024, has decided to enforce the requirement that participation in the Shareholders' Meeting by those who are entitled to participate takes place exclusively through the Company's Designated Representative pursuant to Art. 135-*undecies* of Italian Legislative Decree no. 58 of 24 February 1998 ("CLF"). For this purpose, the Company has identified Computershare S.p.A., with registered office in Milan and Via Lorenzo Mascheroni 19 (the "Designated Representative"), with the methods described in the section "Representation in the Shareholders' Meeting".

Without affecting the above, it should be noted that, pursuant to Art. 106, paragraph 2 of Italian Decree, the Directors, Auditors, the Designated Representative itself and the others who are required to attend the Shareholders' Meeting may do so by means of telecommunication that ensure their identification.

Right to attend the Shareholders' Meeting: under the terms of Art. 83-*sexies* of the CLF and Art. 13 of the Articles of Association, the right to attend the Shareholders' Meeting and to cast votes is attested by a communication to the Company, made by the intermediary, in compliance with the accounting records, on behalf of the individual with voting rights, at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting, **that is Tuesday 10 December 2024 (record date)**. Those who only come into possession of shares after this date will not have the right to attend and vote in the Shareholders' Meeting and may not therefore issue proxies to the Designated Representative. The intermediary's communication pursuant



to the present point must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting (**that is Monday 16 December 2024**). The right to attend and vote if communications are received by the Company after this deadline but before the start of the proceedings for each call of the meeting remains valid.

Representation in the Shareholders' Meeting: Pursuant to Art. 106, paragraph 4 of Italian Decree, participation in the Shareholders' Meeting by those with the right to do so is allowed exclusively by representation, conferring proxy ex Art. 135-*undecies* of the CLF or proxy ex Art. 135-*novies* of the CLF upon the Designated Representative Computershare S.p.A., according to the methods described hereafter and without this implying costs for the shareholders.

Proxy pursuant to Art. 135-*undecies* of the CLF

Shareholders who wish to participate in the Shareholders' Meeting may confer upon the Designated Representative a proxy ex Art. 135-*undecies* of the CLF – with voting instructions – for all or some of the items on the agenda, using the specific proxy form, also in electronic format, prepared by the Designated Representative itself in agreement with the Company and available on the Company website www.gruppo.aceait, "Shareholders' Meeting December 2024" section, which also contains the link to the procedure for forwarding the proxy electronically.

The proxy form with voting instructions must be sent, following the instructions on the form itself and on the Company website, by the end of the second trading day prior to the Shareholders' Meeting, that is **by Tuesday 17 December 2024**, for the first call, or Wednesday 18 December 2024, for the second call, and the proxy may be revoked within the same deadline.

Proxies thus conferred are only effective for the proposals in relation to which voting instructions have been conferred.

Proxy and/or sub-proxy pursuant to Art. 135-*novies* of the CLF

Alternatively, the Designated Representative may also be conferred proxies and/or sub-proxies pursuant to Art. 135-*novies* of the CLF, in derogation of Art. 135-*undecies*, paragraph 4 of the same CLF, following the instructions given on the form available on the Company website www.gruppo.aceait, in the "Shareholders' Meeting December 2024" section. These proxies and sub-proxies must be conferred **by 18:00 on Wednesday 18 December 2024**, for the first call, or no later than 18:00 on Thursday 19 December 2024, for the second call.

With the same methods, those with the right to participate may revoke the proxy and/or sub-proxy and the voting instructions conferred within the same deadline. The Designated Representative shall have the right to accept proxies and/or sub-proxies and/or voting instructions after said deadline and until the meeting begins.

The Designated Representative can be contacted for clarifications or information by calling +39 0246776814 – 13 or by sending an e-mail to ufficiomi@computershare.it.

Limitations to voting rights: pursuant to Art. 6 and Art. 13 of the Articles of Association, with the exception of Roma Capitale and its subsidiaries, shareholders which own a stake of more than 8% in the share capital, according to the criteria set forth in points 2 and 3 of Article 6, may not cast votes, not even by proxy, for the number of shares in excess of this limit. The shares for which voting rights cannot be exercised are in any event included in determining the proper constitution of the Shareholders' Meeting.

Share capital: pursuant to Art. 5 of the Articles of Association, the share capital is € 1,098,898,884.00, represented by 212,964,900 ordinary shares with a par value of € 5.16 each. Shares are not divisible and each share gives the right to cast one vote, with the exception of 416,993 treasury shares, for which voting rights are suspended as per Art. 2357-*ter* of the Italian Civil Code. Information on the composition of the share capital is available on the company's website www.gruppo.aceait, in the "Ownership" section.



Questions regarding the items on the agenda: pursuant to Art. 127-ter of the CLF, those who have the right to vote can ask questions regarding the items on the agenda before the Shareholders' Meeting, ensuring that the questions are received at least seven trading days prior to the Shareholders' Meeting on first call - in other words **by Thursday 10 December 2024** - exclusively by e-mail to the address *AdempimentiSocietariCorporate@aceaspa.it*.

Legitimacy to exercise this right is attested by sending to the above Company addresses a copy of the communication issued by the intermediaries keeping the accounts in which the shares of the requesting shareholders are recorded. The voting rights held can be attested subsequently to the questions being sent, as long as this is within the deadline pursuant to Art 127-ter, paragraph 1-bis of the CLF (third day following the record date, in other words by **Friday 13 December 2024**).

The replies to questions regarding items on the agenda will be given by the Company, pursuant to Art 135-undecies.1, paragraph 3 of the CLF, **by Monday 16 December 2024**, publishing them on the Company website, with the Company having the right to provide a single reply to questions with the same content.

Additions to the agenda and submission of new resolution proposals: pursuant to Art. 126-bis of the CLF, Shareholders even jointly representing at least one fortieth of the share capital may request additions to the list of items to be discussed, in writing, stating, in an appropriate written request, the further items being proposed by them and submitting resolution proposals for the items already on the agenda. Requests must be submitted within ten days of the publication of this notice of call, namely **by Friday 29 November 2024**, to the Corporate Affairs Unit by sending a certified e-mail to *adempimentsocietari.corporate@pec.aceaspa.it*, together with a copy of the communication issued by the intermediaries keeping the accounts in which the shares of the requesting shareholders are recorded. Any proposing shareholders must submit, by the above deadline and through the same channels, a report on the matters they are proposing for discussion or on the reasons behind the further resolution proposals submitted for items already on the agenda.

Items that the Shareholders' Meeting resolves on, according to the law, by proposal of the Directors or on the basis of a project or report prepared by them, other than those in Art. 125-ter, paragraph 1 of the CLF, may not be added to the agenda.

Any additions to the list of items to be discussed by the Shareholders' Meeting as a result of the aforementioned requests and submission of further resolution proposals for items already on the agenda are disclosed **by Wednesday 4 December 2024** (at least 15 days prior to the date of the Shareholders' Meeting), in the same forms as those laid down for the publication of the notice of call.

Presentation of resolution proposals by those with voting rights (ex Art. 126-bis, paragraph 1, third sentence, of the CLF): because of the methods of participation in the Shareholders' Meeting described above - with reference to what is established by Art. 126-bis, paragraph 1, third sentence of the CLF - those with voting rights may submit resolution proposals to the Shareholders' Meeting on the items on the Agenda individually and, pursuant to Art 135-undecies.1, paragraph 2 of the CLF, according to the following methods:

- the resolution proposals must be sent to the Company, at the certified e-mail address (*adempimentsocietari.corporate@pec.aceaspa.it*) by **Wednesday 4 December 2024**; the aforesaid proposals must be clear and complete and include the information enabling the identification of the submitting subject, including a telephone number if possible;
- the right to make proposals must be attested by a communication from an intermediary authorised pursuant to the laws in force, issued pursuant to Art. 83-sexies of the CLF, according to the methods specified in the preceding paragraph "Right to attend the Shareholders' Meeting".



Any resolution proposals received will be published in the section of the Company website dedicated to this Shareholders' Meeting (www.gruppo.aceait - the "Shareholders' Meeting December 2024" section) and on the IInfo authorised storage mechanism on the website www.linfo.it and also at the Company's head office, without delay and in any event no later than **Friday 6 December 2024**.

For the purpose of the above, the Company reserves the right to verify the pertinence of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable laws, and also the legitimacy of the proponent.

In the event of alternative resolution proposals to those of the Board, the Board proposal will be voted on first (unless it is withdrawn) and only if said proposal is rejected shall the proposals by the Shareholders be voted on. These proposals, also in the event of the absence of a Board proposal, will be submitted to the Shareholders' Meeting starting with the proposal submitted by the Shareholders representing the highest proportion of the capital. The following proposal in order of capital represented shall only be voted on in the event that the first proposal voted on is rejected.

Documentation: the documentation concerning the Shareholders' Meeting, including the illustrative Reports by the Board of Directors and the resolution proposals for the items on the agenda, are made available to the public within the deadlines and in the methods envisaged by the laws in force, at the company's head office and on the authorised storage mechanism IInfo on the website www.linfo.it, and also published on the Company website www.gruppo.aceait - in the "Shareholders' Meeting December 2024" section.

This notice is published on the Company website, www.gruppo.aceait - "Shareholders' Meeting December 2024" section, pursuant to Art. 125-*bis* of the CLF, and is also available on the authorised storage mechanism IInfo.

For the Board of Directors
The Chairperson
Barbara Marinali