



Cembre S.p.A. – Registered office in Brescia – Via Serenissima 9
Share capital € 8,840,000 fully paid up
Registered at Brescia Companies House under no. 00541390175
Website: www.cembre.com

CALLING OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders of Cembre S.p.A. (the “**Company**”) are called to the Ordinary and Extraordinary Shareholders’ Meeting on **December 16, 2024, 9:30 a.m.**, at the registered office in Brescia, via Serenissima no. 9, **on first call** and, if necessary, on second call on December 17, 2024, same place and time.

The Company announces that - in accordance with Article 106 of Law Decree No. 18/2020, converted, with amendments, by Law No. 27/2020 and most recently extended by Article 11 of Law No. 21/2024 (the “**Law Decree**”) - the participation of Shareholders in the Ordinary and Extraordinary Shareholders' Meeting subject to this notice (“**Shareholders' Meeting**”) will take place exclusively via the designated representative set forth in Article 135-*undecies* of Legislative Decree No. 58/1998, as amended (“**TUF**”), without their in-person participation.

The Meeting will be called to decide on the following:

AGENDA

Extraordinary part:

1. Amendments to Articles 4 (“*Duration*”), 12 (“*Convocation*”), 13 (“*Conduct of Meetings*”), 15 (“*Composition*”), 16 (“*Chair, Vice-Chair, Delegated Bodies and Executive in Charge*”), 17 (“*Board Meetings*”), 22 (“*Composition, Meetings and Resolutions of the Board of Statutory Auditors*”), 23 (“*Appointment and Termination*”) of the Articles of Association; related and consequent resolutions.

- 1.1 Proposal to introduce the possibility of holding meetings by exclusive participation through the so-called “Designated Representative” (amendment of Article 12, paragraph 10); inherent and consequent resolutions**
- 1.2 Other amendments to the articles of association (amendment of Articles 4, 12, paragraphs 1, 5 and 6, 13, 15, 16, 17, 22 and 23 of the articles of association); related and consequent resolutions.**

Ordinary part:

1. Amendment of the Rules of Procedure of the General Assembly. Related and consequent resolutions.

Information on share capital

The share capital amounts to € 8,840,000, divided into 17,000,000 ordinary shares with a par value of €0.52. At the date of this notice, the Company holds 185,041 own shares, equal to 1.09% of share capital, whose voting right is suspended pursuant to art. 2357-ter of the Italian Civil Code; detailed information on the amount of share capital and its composition is provided on the company website www.cembre.com ("Investor Relations" section).

Participation in the Shareholders' Meeting and conferral of proxy to the Designated Representative

Each ordinary share gives the right to one vote at the Company's Ordinary and Extraordinary Shareholders' Meetings.

Pursuant to art. 83-*sexies* of the TUF, the entitlement to attend the Shareholders' Meeting and to exercise voting rights is certified by a communication sent to the Company by an intermediary authorised to keep the accounts in accordance with law, based on its accounting records at the end of the accounting day of the seventh trading day before the date set for the Shareholders' Meeting on first call, i.e. December 5, 2024 (the *record date*); those who only hold company shares after this date, will not be entitled to participate and vote in the Shareholders' Meeting. The intermediary's communication must be received by the Company by the end of the third trading day before the date set for the Shareholders' Meeting on first call (i.e. December 11, 2024). However, this is without prejudice to the legitimate entitlement to attend and vote if the communications are received by the Company after said deadline, provided before the start of Shareholders' Meeting proceedings.

Pursuant to Article 106 of the Decree Law, attendance at the Shareholders' Meeting by those entitled to vote is permitted exclusively via the representative designated by the Company.

Consequently, the Company assigned the task to Computershare S.p.A. - with registered office in Milan, via Lorenzo Mascheroni no. 19 – of representing the shareholders in accordance with art. 135-*undecies* of the TUF and the aforementioned Decree Law (the "**Designated Representative**"). Shareholders who wish to attend the Shareholders' Meeting must, therefore, confer a proxy to the Designated Representative - with voting instructions - on all or some of the resolution proposals regarding the items on the agenda by using the specific proxy form, prepared by said Designated Representative in agreement with the Company, available on the Company's website at the address www.cembre.com ("*Investor Relations/shareholders' meetings*" section).

The proxy form with voting instructions must be sent by following the instructions on the form itself and on the Company's website by the end of the second trading day before the Shareholders' Meeting (December 12, 2024 where the Shareholders' Meeting is held on first call or December 13, 2024 where the Shareholders' Meeting is held on second call) and the proxy may be revoked before said deadline.

The proxy conferred in this manner is only effective for proposals in relation to which voting instructions have been conferred.

It should also be noted that proxies or sub-proxies may also be conferred to the Designated Representative pursuant to art. 135-*novies* of the TUF, in derogation to art. 135-*undecies*, paragraph 4 of the TUF, exclusively through the proxy form, according to the methods and terms indicated in the aforementioned Company website.

The attendance at the Shareholders' Meeting of those entitled (members of Corporate Bodies, the appointed Secretary and the Designated Representative, as well as other persons entitled by law, other than those who have the right to vote), may take place through means of telecommunication that also guarantee their identification with the methods communicated to them individually.

The Designated Representative will be available for any clarifications or information at the number 0246776815 or 0246776814 or via e-mail at the address "ufficiomi@computershare.it".

Votes cannot be cast electronically or by correspondence.

Right to request additions to the agenda and present new resolution proposals

Pursuant to art. 126-*bis* of the TUF, Shareholders who, including jointly, represent at least one-fortieth of the share capital may request, within ten days of the publication of this notice (i.e. by November 25, 2024), additions to the list of topics to be discussed, indicating in the request the proposed additional topics, or to submit resolution proposals on the matters already on the agenda. The legitimate entitlement to exercise said right is certified by a communication to the Company by the authorised intermediary in accordance with art. 43 of the Single Provision on post-trading of Consob and the Bank of Italy of August 13, 2018 ("*Regulation of central counterparties, of central depositaries and centralised management activities*") (the "**Post-Trading Provision**"). The request must be sent in writing via registered letter to the company's registered office in Brescia, via Serenissima 9, or via e-mail to the certified e-mail address "amministrazione.cembre@legalmail.it", provided that it reaches the Company by the above deadline; also by the aforementioned deadline and in the same manner, a report must be sent by any proposing shareholders, stating the reasons for the resolution proposals on the new topics which are proposed to be discussed or the reason relating to the additional resolution proposals presented on topics already on the agenda. Any additions to the agenda or the submission of additional resolution proposals on topics already on the agenda is published by the Company, in the same forms prescribed for the

publication of this call notice, at least fifteen days before the date set for the Shareholders' Meeting on first call (i.e., by December 1, 2024). At the same time as the publication of the news of the addition or the submission, the report prepared by the requesting Shareholders, accompanied by any assessments by the Board of Directors, will be made available to the public in the same manner envisaged for the documentation relating to the Shareholders' Meeting.

It should be noted that additions are not permitted for matters on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the Directors or based on a project or a report drafted by them, other than those set forth in art. 125-ter, paragraph 1, of the TUF.

Right to submit individual resolution proposals before the Shareholders' Meeting

In addition to the above, taking into account that the Shareholders' Meeting can only be attended through the Designated Representative, persons legitimately entitled to participate in the Shareholders' Meeting who intend to formulate resolution proposals on the items on the agenda are asked to submit them in advance, by December 1, 2024, using the same methods indicated in the previous paragraph. These proposals will be published on the Company's website by December 3, 2024 in order to allow entitled parties to cast their vote in a fully-informed manner, also taking into account said new proposals, and allow the Designated Representative to collect any voting instructions on said proposals. The requesting party must provide the appropriate documentation proving the legitimate entitlement to attend the Shareholders' Meeting and the issuing of the proxy to the Designated Representative for participation in said Shareholders' Meeting.

Right to pose questions on items on the agenda

Those who are entitled to vote can present questions on items on the agenda also before the Shareholders' Meeting and, nonetheless, before the record date (December 5, 2024), by sending the questions via registered letter to the company's registered office in Brescia, via Serenissima 9, or via e-mail to the certified e-mail address "amministrazione.cembre@legalmail.it". The legitimate entitlement to exercise said right is certified by a communication to the Company from the authorised intermediary pursuant to art. 43 of the Post-Trading Provision; this certification is not necessary, however, in the event in which the Company receives the communication from said intermediary needed for participation in the Shareholders' Meeting. The Company, having verified their relevance to the matters on the agenda of the Assembly and the legitimacy of the applicant, will provide answers to the questions received by December 11, 2024, by publishing them in a dedicated section of the website; also in order to allow entitled parties to cast their vote by taking account of the responses to said questions, with the company entitled to provide a single response to questions with the same content.

Documentation

The documentation relating to the Shareholders' Meeting, required by the legislation in force, will be made available to the public within the legal terms at the Company's registered office, in Brescia, via Serenissima no. 9, and will be published on the Company's website <https://www.cembre.com/it/assemblee-eventi-e-presentazioni>, as well as on the authorised storage mechanism "eMarket STORAGE" which can be consulted on the website www.emarketstorage.com according to the following terms:

- at the same time as publication of this notice, the Reports of the Directors relating to all items on the agenda.

This call notice is published, according to art. 125-*bis* of the TUF and art. 84 of the Issuers' Regulation, as well as art. 12 of the Company By-laws, on the Company's website <https://www.cembre.com/it/assemblee-eventi-e-presentazioni>, on the authorised storage mechanism "eMarket STORAGE" managed by Teleborsa S.r.l., which can be consulted on the website www.emarketstorage.com, and in extract form in the daily newspaper "Il Giornale".

Brescia, November 15, 2024

for the Board of Directors

Chair and Managing Director

Mr. Giovanni Rosani