



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 SHAREHOLDERS' MEETING

The Shareholders of Cembre S.p.A. (the “**Company**”) are called to the Ordinary Shareholders' Meeting on **April 29, 2025, 9:30 a.m. on first call** and, if necessary, on second call on April 30, 2024, same time.

The Company announces that, in accordance with Article 135-undecies.1 of Legislative Decree No. 58/98 (“**TUF**”) and Article 12 of the Articles of Association, Shareholders' participation in the Ordinary General Meeting referred to in this notice will take place exclusively through the designated representative pursuant to Article 135-undecies TUF, without physical attendance by the Shareholders.

The meeting is called to decide on the following

AGENDA

1. Approval of the financial statements at December 31, 2024, based on prior examination of the Board of Directors' report on operations, which includes the Sustainability Report, the report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements of the Cembre Group at December 31, 2024.
2. Allocation of profit for the year and dividend distribution.
3. Report on remuneration policy and compensation paid: approval of the remuneration policy (“first section”) pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree No. 58/1998.
4. Report on remuneration policy and compensation paid: resolutions on the “second section” of the report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.
5. Authorisation to purchase and dispose of own shares, pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, as well as art. 132 of Legislative Decree 58/1998 and the associated implementing provisions,

based on prior revocation of the authorisation conferred by the Ordinary Shareholders' Meeting on April 29, 2024 for the part not executed.

6. Resolutions pursuant to Article 114-*bis* of Legislative Decree No. 58/1998 relating to the establishment of a long-term incentive plan named the "*Premio Carlo Rosani 2025-2029*".

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. April 16, 2025 (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. April 24, 2025). 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.

In accordance with Article 135-undecies.1 of the TUF and Article 12 of the Articles of Association, participation in the General Meeting by those entitled to vote is allowed exclusively through the representative designated by the Company pursuant to Article 135-undecies of the TUF, to whom a proxy must be granted under the terms and conditions set out below. Proxies or sub-proxies may also be granted to the designated representative pursuant to Article 135-novies of the TUF, notwithstanding the provisions of Article 135-undecies, paragraph 4, of the TUF.

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 <https://www.cembre.com/it/assemblee-eventi-e-presentazioni>).

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 (i.e., by 11:59 PM on April 25, 2025, if the Shareholders’ Meeting is held on first call, or by 11:59 PM on April 28, 2025, if the Shareholders’ Meeting is held on second call). The proxy may also be revoked by the same 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 abovementioned proxy form, according to the methods indicated in the form itself and 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 exclusively 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 March 27, 2025), 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 April 14, 2025). 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 April 14, 2025, using the same methods indicated in the previous paragraph. These proposals will be published on the Company's website by April 16, 2025 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

Pursuant to Article 135-undecies.1, paragraph 3, of the TUF, the right to ask questions under Article 127-ter of the TUF may only be exercised before the Shareholders' Meeting. Therefore, those who are entitled to vote can present questions on items on the agenda before the Shareholders' Meeting and, nonetheless, before the record date (April 16, 2025), 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 Shareholders' Meeting

and the legitimacy of the applicant, will provide answers to the questions received at least three trading days before the Meeting on first call, i.e., by April 24, 2025, by publishing them in a dedicated section of the website. This is also to allow entitled parties to cast their votes while considering the responses to said questions, with the Company having the right 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 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, as well as the information document prepared pursuant to Article 84-bis of Consob Regulation 11971/1999 (the "Issuers' Regulation"), will be made available.
- by March 31, 2025, the annual financial report as of December 31, 2024, prepared pursuant to Article 154-ter of the TUF, the Report on Corporate Governance and Ownership Structures drafted in accordance with Article 123-bis of the TUF, and the Report on Remuneration drafted pursuant to Articles 123-ter of the TUF and 84-quater of the Issuers' Regulation.
- at least 15 days before the date of the Shareholders' Meeting on first call, i.e. by April 14, 2025, the documentation pursuant to art. 77, paragraph 2-bis of the Issuers' Regulation will be filed, with the notice that said filing will be carried out solely at the Company's registered office.

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, an in extract form in the daily newspaper "Il Giornale".

Brescia, March 17, 2025

for the Board of Directors

Chair and Managing Director

Mr. Giovanni Rosani