



## NOTICE OF CONVOCAZIONE OF THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened at the Ordinary Shareholders' Meeting at the registered office of the company Newlat Group SA, located in Paradiso (Switzerland), Via Geretta 8 on **27 April 2023, at 10:00 am** on first call, and if necessary on 4 May 2023, same place and time on second call, to discuss and resolve on the following:

### agenda

1. Report on operations and financial statements as at 31 December 2022, report of the Board of Statutory Auditors. Related resolutions.
2. Allocation of the profit for the year. Related resolutions.
3. Report on the remuneration policy and on the remuneration paid pursuant to art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 (TUF):
  - a. Binding vote on Section I.
  - b. Advisory vote on Section II.
4. Appointment of the Board of Directors for the financial years 2023-2025 and determination of the remuneration:
  - a. Determination of the number of members of the Board of Directors.
  - b. Determination of the term of office of the Board of Directors.
  - c. Appointment of the members of the Board of Directors.
  - d. Appointment of the Chair of the Board of Directors.
  - e. Determination of remuneration.

The Company has decided to avail itself of the option set forth in Article 106 of Italian Decree-Law no. 18/2020, converted by Italian Law no. 27/2020 as amended and supplemented ("Decree"), and therefore:

- Attendance of Shareholders at the Shareholders' Meeting may only take place through a representative designated pursuant to Article 135-undecies of Italian Legislative Decree no. 58/98 (Consolidated Law on Finance - TUF), and therefore without participating in person themselves.
- Attendance at the Shareholders' Meeting of the members of the corporate bodies, the secretary and the Designated Representative, as well as any other persons authorised by the Chairman of the Board of Directors, may also or exclusively take place by means of telecommunications that ensure their identification, the Chairman defining the manner and informing each of the aforementioned persons in accordance with current applicable laws, without it being in any case necessary for the Chairman, the secretary and the notary to be in the same place.

### Information on the share capital.

The fully subscribed and paid-up share capital totalled €28,840,041.20 divided into 14,000,020 ordinary shares with no indication of nominal value, all having voting rights. The Company does not hold any treasury shares.

Each share is assigned one vote or two votes pursuant to art. 5 of the By-laws, in the event of a positive assessment of this right by the board of directors.

### Eligibility for participation in the Shareholders' Meeting.

Eligibility to participate at the Shareholders' Meeting and to exercise the right to vote is attested by a notice given by an intermediary qualified pursuant to art. 83-sexies of the TUF for the person entitled to vote on the basis of the evidence relating to the end of the accounting day of Tuesday, 18 April 2023, seventh trading day prior to the date set for the Shareholders' Meeting at first call.

Those who hold shares only after that date will not be entitled to participate and vote at the Shareholders' Meeting.

### Participation in the shareholders' meeting and delegation of a proxy to the shareholders' representative.

Participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through Studio Segre S.r.l., located in Via Valeggio 41 – 10129 – Turin (Italy) , as Designated Representative of the Company pursuant to art. 135-undecies of the TUF.



In addition to the proxy form inserted at the bottom of the communication issued by the authorised intermediary, you can use the proxy form published on the Company's website at [www.centralelatteitalia.com](http://www.centralelatteitalia.com) in the "Investor Relations" section.

The proxy must be conferred by signing and delivering the appropriate form to the Designated Representative, sending it by registered letter with return receipt to Studio Segre S.r.l. located at Via Valeggio 41, Turin (Italy), or by email to the certified email address [segre@legalmail.it](mailto:segre@legalmail.it) by the end of the second trading day prior to the date set for the Shareholders' Meeting even at second call (i.e. by Tuesday, 25 April 2023 or Tuesday, 2 May 2023). The proxy is not effective for proposals for which voting instructions have not been given. The proxy and voting instructions may be revoked during the same period within which they may be conferred.

Proxies and/or sub-proxies may also be delegated pursuant to article 135-novies of the TUF, as an exception to article 135-undecies, paragraph 4 of the TUF.

Those who do not intend to avail themselves of the method of participation envisaged by art. 135-undecies of the TUF may alternatively grant the same Designated Representative proxy or sub-proxy pursuant to art. 135-novies of the TUF, necessarily containing instructions on how to vote on all or some of the items on the agenda by using the proxy/sub-proxy form made available on the Company's website at [www.centralelatteitalia.com](http://www.centralelatteitalia.com) in the "Investor Relations" section.

As envisaged in paragraph 4 of art. 106 of the Decree, and pursuant to art. 135-novies of the TUF, the proxy must be submitted exclusively to the Designated Representative electronically by sending it to the certified email address [segre@legalmail.it](mailto:segre@legalmail.it) together with the voting instructions and a copy of a valid document of the delegator. This proxy must be received no later than 6:00 pm on the day before the meeting (and in any case before the beginning of the meeting's proceedings). Within the aforementioned period the proxy and voting instructions may always be revoked in the aforementioned manner.

The communication to the Company made by the authorised intermediary certifying entitlement to attend the Shareholders' Meeting is also necessary in the event of a proxy being conferred on the Designated Representative of the Company. Therefore, in the absence of the aforementioned communication the proxy must be considered null and void.

#### **Questions on the items on the agenda.**

Pursuant to art. 127-ter of the TUF, those entitled to vote have the right to ask questions about the items on the agenda. Questions must reach the Company by the end of the seventh trading day prior to the date set for the Shareholders' Meeting at first call (or Tuesday, 18 April

2023) by registered letter with return receipt at the registered office, by fax at 01132040297 or by certified email at [mail@pec.centralelatteitalia.com](mailto:mail@pec.centralelatteitalia.com) and must be accompanied by documentation proving entitlement to exercise the right to ask questions before the Shareholders' Meeting. Responses that have the same subject matter and content will be unified. The Company will provide a written response by 12:00 noon on Tuesday, 25 April 2023 by posting on the Company's website at [www.centralelatteitalia.com](http://www.centralelatteitalia.com) in the "Investor Relations" section.

#### **Additions to the agenda and presentation of new proposals for resolutions.**

Pursuant to art. 126-bis of the TUF, within ten days of the publication of this notice shareholders who even jointly represent at least one-fortieth of the share capital may request the addition of items to the agenda, specifying in the request the additional items proposed or presenting proposals for resolutions on items already on the agenda. Note also that additions to the items to be discussed are not permitted for items on which the Shareholders' Meeting, in accordance with the law, resolves on a proposal from the Directors or on the basis of a project or report prepared thereby, other than those referred to in art. 125-ter, paragraph 1, of the TUF. Questions must be submitted by registered letter with return receipt to the registered office or by certified email at [mail@pec.centralelatteitalia.com](mailto:mail@pec.centralelatteitalia.com) and must be accompanied by a report on the matters proposed for discussion, as well as the communication/certification issued by an authorised intermediary proving the entitlement to exercise the right. Any additions to the agenda or the presentation of further proposals for resolutions on matters already on the agenda shall be made known in the same manner as this notice of call at least fifteen days before the date set for the first meeting, within which the report prepared by the Proposing Shareholders shall be made available to the public.

Pursuant to art. 126-bis, paragraph 1, third paragraph of the TUF, taking into account the methods of participation in the Shareholders' Meeting, those entitled to vote may individually submit proposals for resolutions on the items on the agenda by 08 April 2023. These proposals must be submitted by registered letter with return receipt to the registered office or by certified email to [mail@pec.centralelatteitalia.com](mailto:mail@pec.centralelatteitalia.com) and must be accompanied by a resolution text on the matter on the agenda, as well as by the certification(s) issued by a qualified intermediary proving entitlement to exercise the right. The proposals submitted will be published on the Company's website at [www.centralelatteitalia.com](http://www.centralelatteitalia.com) in the "Investor Relations" section by 12 April 2023 so that holders of voting rights can view them for the purpose of



granting proxy or sub-proxy to the Designated Representative. In the case of proposals for resolutions on the items on the agenda other than those formulated by the Board, the Board's proposal will be put to a vote first (unless it is withdrawn), and only in the event that such proposal is rejected the proposals of the Shareholders will be put to a vote. These proposals, if alternative to each other, will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholders representing the largest percentage of the share capital. Only if the proposal put to a vote first is rejected will the next proposal be put to a vote in order of represented capital and so on.

#### **Appointment of the Board of Directors.**

With regard to the fourth item on the Agenda, note that the mandate of the Board of Directors will expire with the next Shareholders' Meeting. Therefore, at this meeting the new members must be appointed for the financial years 2023-2025 pursuant to art. 147-ter of the TUF and article 11 of the By-laws, to which reference is made.

Directors are appointed by the Shareholders' Meeting based on slates of candidates. Slates can only be submitted by Shareholders who alone or together with other Shareholders represent at least 2.5% (two point five per cent) of the share capital. The slates, signed by the Shareholder or Shareholders who submit them, must be filed at the registered office or sent to the certified email address [mail@pec.centralelatteitalia.com](mailto:mail@pec.centralelatteitalia.com) by the presenting Shareholders by Sunday, 2 April 2023 and will be made public according to the provisions in force. Since this deadline falls on Sunday, slates sent ahead of time will be accepted by email at [veronica.pisoni@newlat.com](mailto:veronica.pisoni@newlat.com) provided that they are deposited at the registered office by 3 April 2023.

A Shareholder or group of Shareholders may not submit and vote for more than one slate, even through an intermediary or through trustees.

No candidate may be on more than one slate, and inclusion on more than one slate constitutes grounds for ineligibility. The slates must include candidates belonging to both genders, at least in the proportion required by current law on gender balance.

The slates must be accompanied by:

- The information relating to the identity of the Shareholders who have submitted them, indicating the total percentage of shareholding held and one or more certification(s), to be deposited at the registered office at the same time or in any case by 6 April 2023 showing the ownership of such shareholding(s) at the date the slates are submitted.

- A declaration by shareholders other than those who hold, even jointly, a controlling interest or a relative majority, certifying the absence of any direct or indirect

link, as indicated by the provisions of current law and regulations.

- An exhaustive description of the personal and professional characteristics of the candidates, as well as a list of any governing and control positions they hold in other companies, and a declaration by the candidates accepting their candidacy and attesting under their own responsibility that there are no grounds for ineligibility or incompatibility, and that they meet the requirements prescribed by law and the by-laws for the office, including qualifying as independent pursuant to current law and the corporate governance codes of conduct adopted by the Company.

Any slate that fails to comply with the above provisions shall be deemed not to have been submitted. If a single slate is submitted, the entire Board of Directors shall be drawn from it. If no slate is submitted, the Shareholders' Meeting decides by majority of voters, excluding from the calculation those who abstain. Shareholders wishing to submit slates are invited to read the recommendations contained in Consob communication DEM/9017893 of 26 February 2009.

#### **Documentation.**

The documentation required by current legislation relating to the items on the agenda, including among other things the full text of the proposed resolutions, will be made available to the public in accordance with the law at the registered office and on the website at [www.centralelatteitalia.com](http://www.centralelatteitalia.com) in the "Investor Relations" section. It will also be available on the authorised eMarket STORAGE mechanism at [www.emarketstorage.com](http://www.emarketstorage.com).

The By-laws are available at [www.centralelatteitalia.com](http://www.centralelatteitalia.com) in the "Governance" section.

Pursuant to art. 125-bis of Italian Legislative Decree 58/1998, the extract of this notice of convocation will be published in the newspaper *Italia Oggi* on 18 March 2023.

#### **Chairman of the Board of Directors**

Angelo Mastrolia

#### **Centrale del Latte d'Italia S.p.A.**

Via Filadelfia 220 – 10137 Turin (Italy)

Tax ID and VAT no. 01934250018

Share capital €28,840,041.20 fully paid-in

CCIAA (Chamber of Commerce, Industry, Craft Trade and Agriculture) – Turin no. 520409

Court of Turin no. 631/77

**Turin, 17 March 2023**