



**Generalfinance S.p.A.**  
**Registered Office in Milan, via Giorgio Stephenson no. 43A**  
**Paid Share capital Euro 4,202,329.36 fully paid-in**  
**Register of Companies of Milan Monza Brianza Lodi no. 01363520022**

## **CALL NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING**

Those legitimately entitled to attend and exercise the voting right are called to the Ordinary Shareholders' Meeting on 20 March 2023 at 08:30 am, on single call, at the registered office, in Milan, via Giorgio Stephenson no. 43A, to discuss and resolve on the following

### **AGENDA**

- 1. Financial statements as at 31 December 2022.**
  - 1.1. Approval of the financial statements as at 31 December 2022. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.**
  - 1.2. Allocation of profit for the year. Inherent and consequent resolutions.**
- 2. Report on the remuneration policy and the remuneration paid pursuant to Article 123-ter, paragraphs 3-bis and 6 of Legislative Decree no. 58/98:**
  - 2.1. First Section: report on the remuneration policy. Binding resolution;**
  - 2.2. Second Section: report on remuneration paid. Non-binding resolution.**
- 3. Appointment pursuant to Article 2386 of the Italian Civil Code.**

### **INFORMATION RELATING TO SHARE CAPITAL AND SHARES WITH VOTING RIGHTS**

The subscribed and paid-up share capital of Generalfinance S.p.A. (the "**Company**") amounts to Euro 4,202,329.36 and is divided into 12,635,066 ordinary shares, all without nominal value. Each ordinary share gives the right to one vote, except for shares with reference to which an increased voting right has been obtained (based on a ratio of two voting rights for each share), as set forth in Article 6 of the Articles of Association in relation to the "increased vote", where it is ascertained that the entitled party meets all the legal requirements and pursuant to said Article 6.

At the date of publication of this call notice, a total of 19,865,207 voting rights can be exercised.

### **AUTHORISATION TO PARTICIPATE AND TO VOTE**

The entitlement to participate in the Shareholders' Meeting and to exercise voting rights is certified by a communication sent to the Company—to be requested by each entitled person from his/her depository intermediary—by the intermediary authorised to keep the accounts, in accordance with the law, based on the accounting records at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e., **9 March 2023** (record date). Those who become holders of Company shares after this date, based on shareholding records, will not be entitled to participate and vote in the Shareholders' Meeting. The intermediary's communication must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting and, therefore, by **15 March 2023**. However, this is without prejudice to the legitimate entitlement to participate and vote in the manner described below if the communications are received by the Company after the aforementioned deadline, provided that it is before the start of the Shareholders' Meeting proceedings.

### **VOTING BY PROXY**

The holder of the voting right may be represented at the Shareholders' Meeting by means of a written proxy, or by means of an electronic document signed electronically pursuant to the current legal provisions,

### **Generalfinance S.p.A.**

intermediario finanziario iscritto al n. 201 dell'elenco tenuto da Banca d'Italia ai sensi dell'art. 106 del d.lgs. 1° settembre 1993, n. 385 (TUB)  
n. reg. imprese Milano, codice fiscale e p. iva 01363520022 - capitale sociale € 4.202.329,36 i.v.  
sede legale e uffici commerciali: Milano, Via Giorgio Stephenson n.43A, 20157 - tel. +39 02 87158048  
Direzione Generale, uffici amministrativi e recapito corrispondenza: Biella, Via Carso n. 36, 13900 - tel. +39 015 8484301  
www.generalfinance.it - info@generalfinance.it - generalfinance@pec.it



with the right to sign the proxy form available in a printable version on the Company's website (<http://www.generalfinance.it>, Section "Corporate Governance / Shareholders' Meeting / Shareholders' Meeting 2023"). If the forms cannot be made available electronically for technical reasons, they will be sent on simple request by calling +39 015 8484301 (Legal and Corporate Affairs Secretariat). Voting proxies may be notified to the Company, accompanied by a copy of the identity document of the delegating party, by registered letter sent to Generalfinance S.p.A., via Giorgio Stephenson no. 43A, 20157 Milan (Legal and Corporate Affairs Secretariat) or by e-mail sent to [generalfinance@pec.it](mailto:generalfinance@pec.it).

Any prior notification does not exempt the delegating party, at the time of accreditation for access to the Shareholder's Meeting proceedings, from the obligation to certify, under his/her own responsibility, compliance of the proxy of which notice was given with the original and the identity of the delegating party. The representative must keep the original of the proxy and keep track of any voting instructions received for one year, starting from the conclusion of the Shareholders' Meeting.

There are no procedures for voting by post or electronically.

### **PARTICIPATION IN THE SHAREHOLDERS' MEETING THROUGH VOTING BY PROXY BY THE DESIGNATED REPRESENTATIVE**

The Company identified Monte Titoli S.p.A. ("Monte Titoli" or the "**Designated Representative**"), with registered office in Milan (MI - 20123), Piazza degli Affari 6, as the designated representative to whom shareholders can confer the proxy, with voting instructions on all or some of the proposals on the agenda, pursuant to Article 135-undecies TUF (Consolidated Law on Finance).

The assignment of the proxy to the Designated Representative will not have to be paid for by the delegating party (with the exception of any shipping costs).

The proxy assigned to the Designated Representative must be granted through the specific proxy form available, with the relevant instructions for completion and submission, on the Company's website (at <http://www.generalfinance.it>, Section "Corporate Governance / Shareholders' Meeting / Shareholders' Meeting 2023").

The proxy must contain the voting instructions on all or some of the proposals on the agenda and will have effect only for the proposals in relation to which voting instructions will be given.

The proxy must reach the aforementioned Designated Representative, together with a copy of an identity document of the delegating party that is currently valid or, if the delegating party is a legal person, of the *pro tempore* legal representative or other person with the necessary powers, together with documentation to certify their qualification and powers, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., by 11:59 p.m. on **16 March 2023**), by the following alternative methods: (i) sending a copy of the aforementioned documentation in electronic format (PDF) to the certified e-mail address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject: "Proxy Generalfinance Shareholders' Meeting 20 March 2023") from a certified e-mail address (or, failing that, from an ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a certified electronic or digital signature); (ii) sending the original, by courier or registered post to Monte Titoli S.p.A., to the address Piazza degli Affari no. 6, 20123 Milan (Ref. "Proxy Generalfinance Shareholders' Meeting 20 March 2023"), while also sending an electronic copy (PDF) in advance by ordinary e-mail to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject: "Proxy Generalfinance Shareholders' Meeting 20 March 2023").

For any clarifications relating to the assignment of the proxy to the Designated Representative (and in particular regarding the completion of the proxy form and the voting instructions and their transmission), entitled parties can contact Monte Titoli S.p.A. by e-mail at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by calling the number (+39) 02.33635810 (on days the office is open, from 9:00 a.m. to 5:00 p.m.).

### **RIGHT TO REQUEST AN ADDITION TO THE AGENDA OF THE SHAREHOLDERS' MEETING AND TO SUBMIT NEW PROPOSED RESOLUTIONS**

Shareholders who, also jointly, pursuant to Art. 126-*bis* of the Consolidated Law on Finance, represent at least one fortieth of the share capital may request, within ten days from publication of this notice and, therefore, by **27 February 2023**, additions to the list of items to discuss, indicating in the application the additional items proposed, or submit resolution proposals on items already on the agenda.



Requests must be sent to the Company by **10 March 2023** by e-mail to [generalfinance@pec.it](mailto:generalfinance@pec.it) together with a report stating the reasons for the resolution proposals on the new matters proposed for discussion or the reasons for the additional resolution proposals submitted on items already on the agenda. Certifications proving ownership of the equity investments must be provided with the questions, pursuant to Article 126-bis of the TUF.

Any additions to the agenda or the submission of further resolution proposals on the items already on the agenda shall be notified, in the same forms established for the publication of this call notice, at least fifteen days before the date set for the Shareholders' Meeting. At the same time as the publication of the notice of additions to the agenda or the submission of resolution proposals, 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 forms provided for the documentation relating to the Shareholders' Meeting.

Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, by law, on proposals put forward by the Directors or on the basis of a project or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the Consolidated Law on Finance.

### **RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA**

Those who have the right to vote and from whom the Company has received a specific communication by an intermediary, authorised in accordance with current legislation, may ask questions on the items on the agenda even before the Shareholders' Meeting, by the seventh open trading day prior to the date set for the Shareholders' Meeting, i.e., **9 March 2023**, by sending the questions by registered post to Generalfinance S.p.A., via Giorgio Stephenson no. 43A, 20157 Milan, or by sending an e-mail to [generalfinance@pec.it](mailto:generalfinance@pec.it).

The right to vote may also be certified after the submission of questions, provided they are submitted by the third day following the record date (i.e., by 12 March 2023).

Questions received by this deadline will be answered at least by 12:00 p.m. two days before the Shareholders' Meeting, also by means of publication in a specific section of the Company's website (<http://www.generalfinance.it>, Section "Corporate Section Governance / Shareholders' Meeting / Shareholders' Meeting 2023"). The Company may provide combined answers to questions with the same content.

### **APPOINTMENT OF DIRECTOR**

The appointment of a Director to complete the Board of Directors will take place pursuant to Article 2386 of the Italian Civil Code and Article 17 of the Articles of Association without recourse to list voting. For further information on the completion of the Board of Directors, please refer to the explanatory report on the relative item on the agenda.

The Board of Directors, subject to the approval of the Appointment and Remuneration Committee, resolved to propose to the Shareholders' Meeting the confirmation of the appointment as Director of Ms Marta Bavasso, lawyer, who had been previously co-opted.

### **DOCUMENTATION**

The Directors' Explanatory Reports, with the full text of the resolution proposals and the additional documentation relating to the Agenda of the Shareholders' Meeting, as required by current legislation, are available to the public, within the terms of the law, at the registered office of Generalfinance S.p.A. in Milan, via Giorgio Stephenson no. 43A, and on the Company's website (<http://www.generalfinance.it>, Section "Corporate Governance / Shareholders' Meeting / Shareholders' Meeting 2023"), as well as on the authorised storage mechanism "eMarket Storage".

In particular, the following will be made available to the public:

- by the date of publication of this notice, the Explanatory Reports drafted in accordance with Article 125-ter of Legislative Decree no. 58/98, on items on the agenda; and
- by 26 February 2023:



the draft Financial Statements as at 31 December 2022 of Generalfinance S.p.A., together with the report on operations, the report of the Independent Auditors and the report of the Board of Statutory Auditors;

- the Report on corporate governance and ownership structures;
- the Report on remuneration;

The Articles of Association are available on the Company's website (<http://www.generalfinance.it>, Section "Corporate Governance / Articles of Association").

This notice shall be published in full on the Company's website (<http://www.generalfinance.it>, Section "Corporate Governance / Shareholders' Meeting / Shareholders' Meeting 2023"), on the authorised storage mechanism "eMarket Storage" and as an excerpt in the daily newspaper Il Sole 24 Ore, on **17 February 2023**.

Milan, 17 February 2023

On behalf of the Board of Directors  
The Chairman  
Maurizio Dallochio