



LU-VE S.p.A.

Registered office in Varese – Via Vittorio Veneto n. 11

Share capital € 62,704,488.80 fully paid-up

Tax Code and Register of Companies of Varese n. 01570130128

Registered with the R.E.A. of Varese at number 191975

NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING

Persons entitled to vote at the Shareholders' Meeting of LU-VE S.p.A. are called to attend an Extraordinary Shareholders' Meeting on **1 July 2025**, at **3.00 p.m.**, at the Studio Notarile Marchetti in Milan, via Agnello no. 18, in a single call, to resolve the following

AGENDA

1. Proposal to strengthen the increased voting system currently in force and amendment of Article 6 *bis* of the Articles of Association. Related and consequent resolutions.

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▪ RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Pursuant to Article 83-sexies of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented ("**Legislative Decree no. 58/98**") and the relevant implementing provisions, persons entitled to attend the Shareholders' Meeting and to exercise their voting rights are entitled to vote and in favour of whom the authorized intermediaries have made – within the terms of the law and regulations – the appropriate communication to the Company, in accordance with its accounting records, on the basis of the evidence relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. **20 June 2025**, the so-called "**record date**"). Pursuant to current legislation, those who become holders of shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting. The communication of the intermediary referred to above must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting (i.e. by **26 June 2025**). However, the right to attend and vote remains unaffected if the communication is received by the Company after this deadline, provided that it is received before the start of the Shareholders' Meeting.

It should be noted that communication to the Company is made by the intermediary at the request of the person entitled to vote. Those entitled to vote are required to give instructions to the intermediary who keeps the relevant accounts, so that he or she may make the aforementioned communication to the Company.

▪ ATTENDANCE AND REPRESENTATION AT THE SHAREHOLDERS' MEETING

Pursuant to Article 12 of the Articles of Association and in accordance with the provisions of Article 135-undecies.1 of Legislative Decree No. 58/98, **participation in the Shareholders' Meeting of those who are entitled to vote is allowed exclusively through the representative designated** by the Company pursuant to Article 135-undecies of Legislative Decree no. 58/98, to whom a proxy must be conferred, in the manner and under the conditions indicated below; the aforementioned designated representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of Legislative Decree no. 58/98, notwithstanding art. 135-undecies, paragraph 4, of the same decree.

The Company has designated **Computershare S.p.A.** – with registered office in Milan, via Mascheroni no. 19, 20145 – as the representative of the shareholders designated pursuant to art. 135-undecies, of Legislative Decree no. 58/98 ("**Designated Representative**").

▪ **INTERVENTION OF THE ENTITLED PARTIES ALSO BY MEANS OF TELECOMMUNICATIONS**

The persons entitled by law to take part in the proceedings of the Shareholders' Meeting (Chairman, Directors, Statutory Auditors, Designated Representative) may participate in the Shareholders' Meeting, in addition to the venue where the Shareholders' Meeting is convened (Studio Notarile Marchetti in Milan), also by means of telecommunications that also guarantee their identification, without the need for the Chairman of the Shareholders' Meeting and the notary to be in the same place, and without prejudice, taking into account Maxim no. 187 of the Notarial Council of Milan, to the presence of the notary as secretary of the meeting at the place where the Shareholders' Meeting is called. The instructions for participation in the Shareholders' Meeting by means of telecommunications will be made known by the Company to interested parties.

▪ **PARTICIPATION IN THE SHAREHOLDERS' MEETING AND GRANTING OF THE PROXY TO THE APPOINTED REPRESENTATIVE**

Pursuant to the aforementioned Article 12 of the Articles of Association and in accordance with the provisions of Article 135-undecies.1 of Legislative Decree no. 58/98, **participation in the Shareholders' Meeting by those entitled to vote is allowed exclusively through the Designated Representative, without physical participation by those entitled to vote.**

Those entitled to vote who wish to attend the Shareholders' Meeting must therefore grant the Appointed Representative the proxy – with voting instructions, on all or some of the resolution proposals on the sole item on the agenda – together with an identity document – and, in the case of a delegating legal person, a document proving the powers to issue the proxy, using the specific proxy/sub-proxy form prepared by the Appointed Representative in agreement with the Company, available on the Company's website at www.luvegroup.com ("*Investor*" – "*Corporate Governance & Shareholders*" – "*For Shareholders*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting 1 July 2025*" section).

The proxy/sub-proxies must be granted by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **27 June 2025**) in the manner indicated in the form and will be effective only for the proposals in relation to which voting instructions have been given. The proxy/ sub-proxies and voting instructions may be revoked within the same period.

It should be noted that the Appointed Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-novies of Legislative Decree No. 58/98, notwithstanding Article 135-undecies, paragraph 4 of Legislative Decree No. 58/98, using the aforementioned form, in the manner and by the deadline indicated on the form.

It should also be noted that the shares for which the proxy/sub-proxy has been granted, even partial, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to the proposals for which voting instructions have not been given, the shares are not taken into account for the purposes of calculating the majority and the share of capital required for the approval of the resolutions.

The Designated Representative will be available for clarifications or information at 02-46776814 and 02-46776815 or at the e-mail address ufficiomi@computershare.it.

Shareholders are informed that the Company reserves the right to supplement and/or amend the above instructions. In this case, the Company will promptly inform the public in the same manner as for the publication of this notice.

▪ **POSTAL VOTING**

There are no procedures for voting by mail or by electronic means.

▪ **INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS**

It should be noted that, pursuant to Article 126-bis of Legislative Decree no. 58/98, Shareholders who, also jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of the notice of call of the Shareholders' Meeting (i.e. by **8 June 2025**), the integration of the list of items to be discussed, indicating in the request the additional items proposed by them, or to submit proposals for resolutions on items already on the agenda.

The applications, together with the certification attesting to the ownership of the shareholding, must be submitted in writing by communication sent to the following certified e-mail address: luve.corporate@lamiaptec.it (for the attention of the *General Counsel*); the applications must be accompanied by the indication of the requesting shareholders, an indication of the percentage held and a reference to the communication sent by the intermediary to the Company for the legitimacy to exercise the right as well as a report that reports the reasons for the proposed resolutions on the new matters proposed to be discussed or the reasons for the further proposals for resolutions presented on items already on the agenda. It should also be noted that additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a project or report other than those referred to in art. 125-ter, paragraph 1, of Legislative Decree no. 58/98 prepared by them. Any additions to the agenda and/or additional resolution proposals presented on items already on the agenda, together with the report prepared by the Shareholders and any assessments of the Board of Directors, will be made available to the public, in the same manner as this notice, at least fifteen days before the date set for the Shareholders' Meeting (i.e. by **16 June 2025**).

▪ **RIGHT TO INDIVIDUALLY SUBMIT RESOLUTION PROPOSALS BEFORE THE SHAREHOLDERS' MEETING**

Taking into account that attendance at the Shareholders' Meeting is provided exclusively through the Designated Representative and that, therefore, the presentation of proposals is not permitted at the Shareholders' Meeting, pursuant to Article 135-undecies.1, paragraph 2 of Legislative Decree no. 58/98, Shareholders and other persons entitled to vote may individually submit resolution proposals on the items on the agenda or proposals whose presentation is otherwise permitted by law, even if they represent less than one-fortieth of the share capital with voting rights. These proposals must be submitted by the fifteenth day prior to the date of the Shareholders' Meeting (i.e. by **16 June 2025**) to the following certified email address: luve.corporate@lamiaptec.it.

The proposals, subject to verification of their relevance to the items on the agenda as well as their correctness and completeness with respect to the applicable regulations, will be published by **18 June 2025** on the Company's website at www.luvegroup.com ("*Investor*" - "*Corporate governance & shareholders*" - "*For shareholders*" section) – "*Shareholders' Meeting*" - "*Shareholders' Meeting 1 July 2025*").

The entitlement to the individual submission of resolution proposals is subject to the receipt by the Company of the communication provided for by Article 83-sexies of Legislative Decree no. 58/98.

▪ RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING ON ITEMS ON THE AGENDA

Those entitled to vote may ask questions on the items on the agenda only before the Shareholders' Meeting, by sending them to the following certified e-mail address: luve.corporate@lamiapec.it, accompanied by appropriate documentation proving the right to exercise the right to vote issued by the authorized intermediaries in accordance with their accounting records.

Pursuant to Article 127-ter of Legislative Decree no. 58/98, applications must be received by the "record date" (i.e. by **20 June 2025**). Questions received by the Company within this deadline and in accordance with the procedures indicated above, having verified their relevance to the item on the agenda of the Shareholders' Meeting and the legitimacy of the requester, will be answered by the Company within the minimum deadline provided for by art. 135-undecies.1, paragraph 3 of Legislative Decree no. 58/98 (in particular, by **26 June 2025**) by publication on the Company's website at www.luvegroup.com (section "Investor" – "Corporate governance & shareholders" – "For shareholders" – "Shareholders' meeting" – "Shareholders' meeting" - "Shareholders' meeting 1 July 2025"), in order to enable those entitled to vote to express themselves consciously on the item on the agenda. The Company may provide a single answer to questions with the same content.

SHARE CAPITAL AND VOTING RIGHTS

As of today, the share capital (fully subscribed and paid-in) of LU-VE S.p.A. is equal to Euro **62,704,488.80** divided into no. **22,234,368** ordinary shares, all without par value (it should be noted that there are no categories of shares other than ordinary shares).

Each share gives the right to one vote in the Shareholders' Meeting. Pursuant to art. 127-quinquies of Legislative Decree no. 58/98 and art. 6 *bis* of the Articles of Association, two votes are, however, attributed for each share belonging to the same shareholder for a continuous period of not less than twenty-four months from the date of registration in the list specifically established for this purpose ("**List**"), kept and updated by the Company, as provided for by the Articles of Association (so-called "increased voting rights").

The list of relevant shareholders who have obtained the increased voting rights is available on the Company's website at www.luvegroup.com ("*Investor*" - "*Corporate governance & shareholders*" – "*The group*" – "*Share capital*" – "*Increased voting rights*").

As of today, the LU-VE shares that have accrued the right to increased voting rights pursuant to Article 127-quinquies of Legislative Decree No. 58/98 and Article 6 *bis* of the Articles of Association are equal to no. 14,122,722; therefore, the total number of voting rights that can be exercised at the Shareholders' Meeting on that date is equal to 36,357,090.

It should also be noted that, as of today, the Company holds 28,027 treasury shares representing 0.1261% of the ordinary share capital and 0.0771% of the share capital with voting rights, the voting of which is suspended pursuant to Article 2357-ter, paragraph 2, of the Italian Civil Code.

RIGHT OF WITHDRAWAL

The proposed resolution referred to in the first and only item on the agenda concerns the enhancement of the increased voting rights currently in force (adopted by the Company with a resolution of the Extraordinary Shareholders' Meeting of 30 October 2018 which introduced into the Articles of Association art. 6 *bis* entitled "*Increase in voting rights*"), as permitted by art. 127-quinquies,

paragraph 2, of Legislative Decree no. 58/98, as amended by art. 14 of Law no. 21/2024 ("**Capital Law**").

If approved, this proposed resolution will legitimize the exercise of the right of withdrawal by the shareholders of the Company who did not participate in the adoption of the relevant resolution (*i.e.* shareholders against, absent or abstained), pursuant to art. 2437 of the Civil Code as referred to in art. 127-**quinquies** of Legislative Decree no. 58/98. These shareholders will be entitled to exercise the right of withdrawal **within 15 (fifteen) days** from the date of registration of the resolution of the Shareholders' Meeting with the Varese Companies' Register; the market will be informed of such registration, as well as of the terms and procedures for exercising the right of withdrawal, by means of a specific notice that will be published on the Company's website at www.luvegroup.com (section "*Investor*" – "*Corporate Governance & Shareholders*" – "*For Shareholders*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting 1 July 2025*"), on the authorized storage mechanism called *eMarket Storage* available on the internet address www.emarketstorage.com and in at least one national newspaper.

In this regard, it should be noted that the unit liquidation value of the Company's shares, in relation to which the right of withdrawal should be exercised, has been determined in Euro 28.82 in accordance with the provisions of Article 2437-ter, paragraph 3, of the Italian Civil Code, which refers to the arithmetic average of the closing prices of the Company's ordinary shares in the six months prior to the date of publication hereof Notice of Call.

Further details on the exercise of the right of withdrawal and the related procedure will be communicated in the manner and within the terms provided for by the applicable laws and regulations.

▪ **INFORMATION DOCUMENTATION**

The documentation relating to the Shareholders' Meeting required by the laws, including regulations, in force - including the minutes of the Shareholders' Meeting - will be made available to the public, within the terms of the law and regulations, at the Company's administrative headquarters in Uboldo (VA), via Caduti della Liberazione no. 53 and on the Company's website www.luvegroup.com ("*Investor*" - "*Corporate Governance & Shareholders*" section) - "*For shareholders*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting 1 July 2025*") as well as on the authorized storage mechanism called *eMarket Storage* available at the internet address www.emarketstorage.com.

In this regard, please be informed that, **on today's date**, the Directors' Explanatory Report on the item on the agenda of the Shareholders' Meeting, prepared pursuant to Article 125-ter of Legislative Decree No. 58/98 and Articles 72 and 84-ter of the Issuers' Regulations, including the related proposed resolution, will be made available to the public in the above manner.

Shareholders and other persons entitled to attend the Shareholders' Meeting have the right to obtain a copy by making a request to the following certified e-mail address: luve.corporate@lamiaptec.it.

The Articles of Association and the Shareholders' Meeting regulations are available on the Company's website at www.luvegroup.com ("*Investor*" - "*Corporate Governance & Shareholders*" – "*Codes of Conduct & Corporate Documents*" – "*Corporate Documents*").

It should be noted that information on the Shareholders' Meeting and participation in the same, also



with reference to the provisions of Article 125-quarter of Legislative Decree no. 58/98, is in any case published on the Company's website at the address www.luvegroup.com (section "*Investor*" - "*Corporate governance & shareholders*" - "*For shareholders*" – "*Shareholders' Meeting*" – "*Shareholders' Meeting 1 July 2025*").

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Uboldo (VA), 29 May 2025

For the Board of Directors
The Chairman and Chief Executive Officer

Dr. Matteo Liberali

(Notice published on **29 May 2025** on the Company's website www.luvegroup.com, section "*Investor*" - "*Corporate governance & shareholders*" - "*For shareholders*" - "*Shareholders' meeting*" - "*Shareholders' meeting 1 July 2025*", on the authorized storage mechanism *eMarket Storage* www.emarketstorage.com as well as an excerpt in the newspaper "**Milano Finanza**" on 30 May 2025).