

**LU-VE S.p.A.**

Registered office – via Vittorio Veneto 11, Varese  
Share capital Euro 62,704,488.80, fully paid in  
Tax code and Varese Register of Companies no. 01570130128  
Varese Economic and Administrative Repertory no. 191975

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

Persons entitled to vote at the Shareholders' Meeting of LU-VE S.p.A. are hereby called to the Ordinary Shareholders' Meeting to be held on a single call **at 10:00 on 29 April 2022** at the Studio Notarile Marchetti in Milan, via Agnello no. 18, to resolve upon the following

### **AGENDA**

1. Annual Financial Report as at 31 December 2021:
  - 1.1 presentation of the Financial Statements as at 31 December 2021, the Director's Report, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Related and subsequent resolutions;
  - 1.2 proposal for allocation of the profit for the year and distribution of the dividend. Related and subsequent resolutions.
2. Annual Report on remuneration policy and on remuneration paid:
  - 2.1 approval of the "2022 Remuneration Policy" in Section I, pursuant to art. 123-ter, paragraph 3-bis of Italian Legislative Decree 58/98;
  - 2.2 advisory vote on "Remuneration paid in the 2021 financial year" reported in Section II, pursuant to art. 123-ter, paragraph 6 of Italian Legislative Decree 58/98.
3. Proposed authorisation to purchase and dispose of own shares, subject to cancellation of the resolution adopted by the Shareholders' Meeting of 27 April 2021. Related and subsequent resolutions.

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### **RIGHT TO PARTICIPATE AND VOTE AT THE SHAREHOLDERS' MEETING**

Pursuant to art. 83-*sexies* of Italian Legislative Decree no. 58 of 24 February 1998, as amended and supplemented ("**Legislative Decree 58/98**") and related implementing provisions, those entitled to attend the Shareholders' Meeting and cast their voting rights are the persons for whom the authorised intermediaries – within the terms of the law and regulations - have issued appropriate communication to the Company in accordance with their accounting records, based on the evidence at the close on the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. the record date, **20 April 2022**). In accordance with current regulation, those registered as shareholders only after that date will not be entitled to attend and vote at the Shareholders' Meeting. The communication from the aforementioned intermediary 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 close of trading on **26 April 2022**). However, the shareholders will be entitled to attend and vote if the communication

is received by the Company after the above deadline, provided that it is before the start of Shareholders' Meeting.

The communication to the Company is carried out by the intermediary upon request by the persons entitled to vote. Those entitled to vote are required to give instructions to the intermediary holding the relative accounts to make the above-mentioned communication to the Company.

#### **▪ ATTENDANCE AND REPRESENTATION AT THE SHAREHOLDERS' MEETING**

Pursuant to art. 106, paragraph 4 of Italian Legislative Decree no. 18 of 17 March 2020 (so-called "Save Italy" Decree), converted with amendments by Law no. 27 of 24 April 2020 (as last amended and extended by art. 3, section 1, of Decree-Law no. 228 of 30 December 2021, converted with amendments by Law no. 15 of 25 February 2022), **attendance to the Shareholders' Meeting of those with the right to vote is allowed exclusively through the representative designated** by the Company pursuant to art. art. 135-undecies of Italian Legislative Decree no. 58/98, who will be granted a proxy, with the manners and at the conditions indicated below; the above mentioned representative may also be granted proxies or sub proxies pursuant to art. 135-*novies* of Italian Legislative Decree no. 58/98, in derogation of 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 designated shareholders' representative pursuant to art. 135-*undecies*, of Italian Legislative Decree no. 58/98 ("**Designated Representative**").

The Directors and Standing Auditors, as well as other persons entitled according to the law, other than those with the right to vote (who must confer proxy to the Designated Representative as per above), may attend the Shareholders' Meeting via telecommunication means which also guarantee their identification. The instructions for participation to the Shareholders' Meeting via telecommunication means will be made available by the Company to the interested parties.

#### **▪ PARTICIPATION TO THE SHAREHOLDERS' MEETING AND GRANTING OF THE PROXY TO THE DESIGNATED REPRESENTATIVE**

Pursuant to the Save Italy Decree, **attendance to the Shareholders' Meeting by those with a right to vote is allowed exclusively through the Designated Representative, without physically presence of the shareholders.**

Shareholders wishing to attend the Shareholders' Meeting must therefore grant proxy to the Designated Representative - with their voting instructions, on all or some of the proposals for deliberation on the items of the agenda – together with an identification document – and in the case of a delegating juridical person, a document confirming the authority to grant the proxy, using the specific proxy form prepared by the same Delegated Representative in agreement with the Company, available on the Company's website at the address [www.luvegroup.com](http://www.luvegroup.com) ("*Investor Relations*" section - "*Corporate Governance and Shareholders*" - "*For the shareholders*"- *Shareholders' Meeting*" - "*Shareholders' Meeting 29 April 2022*").

The proxy shall be granted by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by close of trading on **27 April 2022**) in the manner indicated in the form and shall be effective only for the proposals in connection to which the voting instructions have been given. The proxy and the voting instructions can be revoked by the same deadline.

Please note that the shares for which the proxy has been granted, even if partial, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to proposals for which

no voting instructions have been granted, shares are not counted for the purposes of calculating the majority and of the capital share required for the approval of the resolutions.

Please also note that the Designated Representative must also be granted proxies and/or sub proxies pursuant to art. 135-*novies* of Italian Consolidated Law on Finance, in derogation of art. 135-*undecies*, paragraph 4, of Italian Legislative Decree no. 58/98, by means of the specific module available on the Company's webpage at the address [www.luvegroup.com](http://www.luvegroup.com) ("Investor Relations" section - "Corporate Governance and Shareholders" - "For the shareholders"- Shareholders' Meeting" - "Shareholders' Meeting 29 April 2022"), with the manner and by the terms indicated on the same form.

The Designated Representative will be available for clarifications or information at the telephone number 02-46776818, 02-46776814 and 02-46776819 or at the email address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

The Shareholders are notified that the Company reserves the right to supplement to and/or amend the above instructions in consideration of intervening needs as a result of the COVID-19 pandemic emergency and its unforeseeable developments. In this case the Company will promptly advise the public following the same manner used for the publication of this notice.

#### **▪ VOTING BY CORRESPONDENCE**

Please note that there are no vote by correspondence or by electronic means procedures.

#### **▪ SUPPLEMENTING OF THE AGENDA AND SUBMISSION OF NEW PROPOSALS FOR RESOLUTION**

Please note that, pursuant to art. 126-bis of Legislative Decree 58/98, within ten days of publication of the notice of call to the Shareholders' Meeting (i.e., within **7 April 2022**), Shareholders who individually or jointly represent at least one fortieth of the share capital can request additions to the list of matters to be discussed, indicating in the application the additional topics proposed, or submit resolution proposals on matters already on the agenda.

The questions, together with certification confirming eligibility to attend, must be submitted in writing by email to the Company's certified email address: [luve@legalmail.it](mailto:luve@legalmail.it) (for the attention of the Legal & corporate affairs manager); questions must be accompanied by the names of the requesting shareholders, the indication of the percentage held and the reference to the notice sent by the intermediary to the Company for entitlement to exercise the right, as well as by a report indicating the reasons for the resolution proposals on new matters for discussion or the reasons for additional resolution proposals submitted on items already on the agenda. Shareholders are also reminded that additions to the agenda are not permitted for topics on which, by law, the Shareholders' Meeting resolves upon a proposal of the Directors or on the basis of a project or report other than those referred to in art. 125-ter, paragraph 1, Italian Legislative Decree 58/98 prepared by them. Any additions to the agenda and/or additional resolution proposals submitted on items already on the agenda, together with the report prepared by the Shareholders and any assessments made by the Board of Directors, will be made available to the public by the same publication manner of this notice, at least 15 days before the date scheduled for the Shareholders' Meeting (i.e., within **14 April 2022**).

#### **▪ POWER TO SUBMIT INDIVIDUAL PROPOSALS FOR RESOLUTIONS BEFORE THE SHAREHOLDERS' MEETING**

Considering that attendance at the Shareholders' Meeting is allowed exclusively through the Designated Representative and that therefore no proposal may be submitted during the meeting,

Shareholders with voting rights, even if they represent less than one fortieth of the share capital with voting rights at the ordinary shareholders' meeting, may individually submit proposals for resolutions on the items on the agenda. Such proposals shall be submitted within **14 April 2022** to the following certified email address: [luve@legalmail.it](mailto:luve@legalmail.it).

The proposals, after verifying 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 **16 April 2022** on the Company's webpage at the address [www.luvegroup.com](http://www.luvegroup.com) ("*Investor Relations*" section - "*Corporate Governance and Shareholders*" - "*For the shareholders*"- *Shareholders' Meeting*" - "*Shareholders' Meeting 29 April 2022*"), in order to enable those entitled to vote to express themselves in an informed manner, also taking into account these new proposals and, therefore, to enable the Designated Representative to collect any voting instructions also on the same.

#### **▪ RIGHT TO SUBMIT QUESTIONS BEFORE THE SHAREHOLDERS' MEETING ON THE ITEMS ON THE AGENDA**

Persons eligible to vote can submit questions on items on the agenda before the Shareholders' Meeting, sending them to the following certified e-mail address: [luve@legalmail.it](mailto:luve@legalmail.it), accompanied by suitable documentation to prove the right to exercise votes as issued by the authorised intermediaries in compliance with their own accounting records.

Pursuant to art. 127-ter of Legislative Decree no. 58/98, the questions shall be received within the "record date" (i.e., within **20 April 2022**). Answers to questions received by the Company within this deadline and in the manner indicated above, after verifying their relevance to the item on the agenda and the legitimacy of the applicant, shall be provided by the Company, in derogation of minimum term as per art. 127-ter, paragraph 1-bis, of Legislative Decree no. 58/98, no later than **26 April 2022** by means of publication on the Company's webpage at the address [www.luvegroup.com](http://www.luvegroup.com) ("*Investor Relations*" section - "*Corporate Governance and Shareholders*" - "*For the shareholders*"- *Shareholders' Meeting*" - "*Shareholders' Meeting 29 April 2022*"), in order to enable those entitled to vote to express themselves in an informed manner on the items on the agenda. The Company may provide a single response to questions with the same content.

#### **▪ SHARE CAPITAL AND VOTING RIGHTS**

Pursuant to art. 125-quater, paragraph 1, letter c), of Legislative Decree 58/98, please note that, as of today, the share capital (fully subscribed and paid in) of LU-VE S.p.A. amounts to Euro 62,704,488.80, divided into 22,234,368 ordinary shares all without a nominal value (please note that there are no categories of shares other than ordinary shares).

Each share is entitled to one vote in Shareholders' Meeting. Pursuant to art. 127-quinquies of Consolidated Law on Finance and art. 6-bis of the By-Laws, two votes are, however, granted for each share held by the same shareholder for a continuous period of not less than twenty-four months from the date of registration in the list ("List") established for that purpose, kept and updated by the Company, as provided for by the By-Laws (so-called "increased voting right").

The list of significant shareholders who have obtained the increased voting rights is available on the Company's webpage at the address [www.luvegroup.com](http://www.luvegroup.com) "*Investor Relations*" section - "*Corporate Governance and Shareholders*" - "*The group*"- *Share Capital*" - "*Increased voting right*").

As of today, the LU-VE shares that have accrued the increased voting right pursuant to art 127-quinquies of Consolidated Law on Finance and art. 6-bis of the By-Laws are no. 14,291,271; therefore, the total number of voting rights exercisable in the Shareholders' Meeting on such date is no. 36,525,639.

Please note that as of today the Company holds 28,027 own shares representing 0.1261% of the share capital, whose voting rights are suspended pursuant to art. 2357-ter, paragraph 2, of the Italian Civil Code.

#### ▪ **INFORMATIVE DOCUMENTATION**

The Director's Report on items on the agenda pursuant to art. 125-ter of Legislative Decree 58/98 and art. 73 and art. 84-ter of Consob Regulation No. 11971/99 as subsequently amended and supplemented ("**Issuers' Regulations**") (including the proposals of resolutions on the items on the agenda of the Shareholders' Meeting) is filed together with the present notice of call at the administrative offices of the Company, at via Caduti della Liberazione no. 53, Uboldo (VA) and made available to the public on the website of the Company's webpage at the address [www.luvegroup.com](http://www.luvegroup.com) ("**Investor Relations**" section - "**Corporate Governance and Shareholders**" - "**For the shareholders**" - "**Shareholders' Meeting**" - "**Shareholders' Meeting 29 April 2022**") and on the authorized storage device *eMarket Storage* [www.emarketstorage.com](http://www.emarketstorage.com).

Shareholders and other parties entitled to attend the Shareholders' Meeting have the right to receive a copy, submitting a request to the following certified e-mail address: [luve@legalmail.it](mailto:luve@legalmail.it).

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

- **today**, the Director's Report on items on the agenda pursuant to art. 125-ter of Legislative Decree 58/98, also prepared in accordance with art. 73 and art. 84-ter of Issuers' Regulations no. 11971/1999, including proposals of resolutions on items on agenda of the Shareholders' Meeting;
- on **26 April 2022** (i) the 2020 Annual Financial Report (including, inter alia, the financial statements and the consolidated financial statements as at 31 December 2021 and the Director's Report, the Board of Statutory Auditors' Report and the Independent Auditors' Report and the Statement of Chief Executive Officer and Financial Reporting Officer), (ii) the LU-VE Group Sustainability Report 2021 containing the consolidated non-financial statement pursuant to Legislative Decree no. 254/2016 (including the statement required by art. 3, paragraph 10 of Legislative Decree no. 254/2016, as well as by art. 5 of the Consob Regulation adopted by resolution no. 20267 of January 2018); (iii) the Report on Corporate Governance and Ownership Structures related to the year 2021 and (iv) the Report on 2022 remuneration policy and on remuneration paid in the 2021 financial year pursuant to art. 123-ter of Italian Legislative Decree no. 58/98;
- on **14 April 2022**, the document referred to in art. 77, paragraph 2-bis of the Issuers' Regulation and art. 15, paragraph 1.a) of the Markets Regulation adopted by Consob Resolution no. 20249 of 28 December 2017, warning that this documentation will only be made available at the administrative offices of the Company, at via Caduti della Liberazione 53, Uboldo (VA). Shareholders and other parties entitled to attend the Shareholders' Meeting have the right to submit a request a copy to the following certified e-mail address: [luve@legalmail.it](mailto:luve@legalmail.it).

The By-Laws and Shareholders' Meeting Regulations are on the website of the Company's webpage at the address [www.luvegroup.com](http://www.luvegroup.com) ("**Investor Relations**" section - "**Codes & company documents**" - "**Company documents**").

The additional documentation required by current legal and regulatory provisions, including the minutes of the Shareholders' Meeting, will be published in accordance with the terms and conditions of the law and regulations.

Please note that information regarding the Shareholders' Meeting and attendance to the same, also with reference to the provisions of art. 125-quater of Legislative Decree 58/1998, is in any event



published on the Company's website at [www.luvegroup.com](http://www.luvegroup.com) ("*Investor Relations*" section - "*Corporate Governance and Shareholders*" - "*For the shareholders*"- *Shareholders' Meeting*" - "*Shareholders' Meeting 29 April 2022*").

The Company reserves the right to communicate any amendments to the information contained in this notice in consideration of measures that may be necessary or appropriate following the requirements and instructions of decrees and/or directives issued by the competent (national or regional) authority in relation to the COVID-19 epidemiological situation and its currently unforeseeable developments.

\* \* \*

Uboldo, 28 March 2022

On behalf of the Board of Directors  
The Chairman

Mr. Iginio Liberali

(Notice published on **28 March 2022** on the website of the Company at [www.luvegroup.com](http://www.luvegroup.com), "*Investor Relations*" section - "*Corporate Governance and Shareholders*" - "*For the shareholders*"- *Shareholders' Meeting*" - "*Shareholders' Meeting 29 April 2022*", on the authorized storage device *eMarket Storage* [www.emarketstorage.com](http://www.emarketstorage.com), as well as in abstract form on **29 March 2022** in the daily newspaper "**Il Sole 24 ORE**").