



**IMMOBILIARE GRANDE DISTRIBUZIONE SOCIETÀ DI INVESTIMENTO IMMOBILIARE QUOTATA S.P.A.**

Registered office in Bologna, Via Trattati Comunitari Europei 1957-2007, 13  
Share capital subscribed and paid-in, € 650,000,000.00  
Broken down into no. 110,341,903 ordinary shares  
VAT and Bologna Company Register no: 00397420399  
Bologna Chamber of Commerce (R.E.A.) no.: 458582  
Company subject to the control and direction of Coop Alleanza 3.0 Soc. Coop.

**NOTICE OF CALL FOR ORDINARY AND EXTRAORDINARY  
ANNUAL GENERAL MEETING**

An Ordinary and Extraordinary Shareholders' Meeting of Immobiliare Grande Distribuzione Società di Investimento Immobiliare Quotata S.p.A. (abbreviated "IGD SIIQ S.p.A.") is convened in Bologna (BO), in Via Trattati Comunitari Europei 1957-2007, no. 13, on 3<sup>rd</sup> floor, on 14 April 2022, at 10:00 a.m., in first call and, if necessary, on 15 April 2022, at the same place and time, in second call, to discuss and resolve on the following

**AGENDA**

**Ordinary session**

1. Separate financial statements at 31.12.2021; Directors' report on operations; External auditors' report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2021; related and consequent resolutions.
2. Allocation of the net earnings for the year and distribution of the dividend to Shareholders; related and consequent resolutions.
3. Report on the remuneration policy and compensations paid pursuant to art. 123-ter, paragraphs 3-*ter* and 6, of Legislative Decree 58/98:
  - 3.1 First section: report on the remuneration policy. Binding resolution
  - 3.2 Second section: report on compensations paid. Non-binding resolution
4. Granting of the financial audit assignment for 2022-2030 and determination of the relative remuneration; related and consequent resolutions.

**Extraordinary session**

1. Granting to the Board of Directors of the faculty, in accordance with Art. 2443 of the Italian Civil Code, to increase share capital against payment, divisible, on one or more occasions, by up to 10% of the Company's pre-existing share capital, without pre-emption rights pursuant to Art. 2441.4, second section, of the Italian Civil Code. Subsequent amendment of Art. 6 of the Company's bylaws. Related and consequent resolutions.
2. Granting to the Board of Directors of the faculty, in accordance with Art. 2443 of the Italian Civil Code, to increase share capital against payment, divisible, on one or more occasions, without pre-emption rights pursuant to Art. 2441.4, first section, of the Italian Civil Code. Subsequent amendment of Art. 6 of the Company's bylaws. Related and consequent resolutions.
3. Proposals to amend articles 10 and 20 of the Company's bylaws; related and consequent resolutions.

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### **COVID-19 EMERGENCY– Participation in the Shareholders' Meeting**

In consideration of the protracted COVID-19 epidemiological emergency and for the pursuit of the maximum protection of the health of Shareholders, corporate officers, employees and consultants, the Company has decided to make use of the option originally provided by art. 106, paragraph 4, of the Law Decree of 17 March 2020, no. 18, converted with amendments by Law 24 April 2020, no. 27, as lastly extended by Law Decree 30 December 2021, no. 228, converted with amendments by Law 25 February 2022, no. 15, providing that the participation in the Shareholders' Meeting by the entitled parties **can only take place through the representative appointed by the Company** pursuant to art. 135-*undecies* of Legislative Decree no. 58/98, identified in Computershare S.p.A., with registered office in via Lorenzo Mascheroni no. 19 – 20145 Milan (the "**Appointed Representative**"), as specified below.

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### **ADDING ITEMS TO THE AGENDA AND PRESENTING NEW RESOLUTIONS ON THE PART OF SHAREHOLDERS REPRESENTING AT LEAST ONE FORTIETH OF THE SHARE CAPITAL**

Pursuant to art. 126-*bis*, par. 1, first period, of Legislative Decree no. 58/98, Shareholders, including jointly, representing at least one fortieth of the share capital with voting rights may, within ten days of the publication of this notice, request that additional items be added to the meeting's agenda, indicating in the request the additional items proposed for discussion, or the

proposed resolutions relating to items which are already part of the agenda as per this notice of call.

The requests for additional items and proposed resolutions must be submitted in writing by the Shareholders themselves, along with the certification, issued by the intermediaries that keep the accounting records on which the shares are registered, attesting the ownership of the above mentioned percentage of the share capital, via e-mail to the certified e-mail address [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it). The Shareholder submitting the request must provide a report about the items proposed for discussion by the above mentioned ten day deadline. Such adding items to the agenda may not include those that by law must be presented in the form of a motion from the directors or discussed on the basis of a directors' plan or report. The amended agenda for the Shareholders' Meeting or the proposed resolutions relating to items which are already part of the agenda will be published at least fifteen days prior to the date set for the Shareholders' Meeting in accordance with the modalities used to publish this notice of call.

### **PRESENTING INDIVIDUAL NEW RESOLUTIONS**

Since participation in the Shareholders' Meeting is allowed exclusively through the Appointed Representative, for the purpose of this Shareholders' Meeting only, it is envisaged that those with the right to vote may individually submit to the Company proposals for resolutions on the items on the agenda – in accordance with article 126-*bis*, par. 1, third period, of the Legislative Decree 58/98 – by 30 March 2022.

The additional proposed resolution must be submitted in writing, along with the information allowing the identification of the individual submitting them, via e-mail to the certified e-mail address [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it).

Such resolution proposals will be published by the Company by 31 March 2022 in the section of the website dedicated to this Shareholders' Meeting, so that those entitled to vote can take them into account in order to give their proxies and/or sub-proxies, with relevant voting instructions, to the Appointed Representative Computershare S.p.A. For the purposes of their publication, as well as for the holding of the Shareholders' Meeting, please note that the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and compliance with applicable laws and regulations and the entitlement of the proposers.

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## **PROCEDURES THAT SHAREHOLDERS MUST RESPECT IN ORDER TO PARTICIPATE AND EXERCISE VOTING RIGHTS**

### **EXERCISE OF VOTING RIGHTS AND PROXIES**

Pursuant to art. 83-*sexies* of Legislative Decree n. 58/98 and art. 12.2 of the by-laws, the Shareholders' Meeting may be attended by all shareholders for whom the Company has received the certificate issued by an authorized intermediary in accordance with the law on the basis of its records as of the end of the seventh trading session prior to the meeting in first call, i.e. 5 April 2022 (the record date). Any movements of the shares (disposals or transfers) after this date will not be taken into consideration for the purposes of granting voting rights at the Shareholders' Meeting.

As mentioned above, in consideration of the protracted COVID-19 epidemiological emergency for the pursuit of the maximum protection of the health of Shareholders, corporate officers, employees and consultants, as provided by art. 106, par. 4, of Law Decree of 17 March 2020 no. 18, converted with amendments by Law 24 April 2020, no. 27, as lastly extended by Law Decree 30 December 2021, no. 228, converted with amendments by Law 25 February 2022, no. 15, **the entitled parties may participate to the Shareholders' Meeting exclusively by granting a proxy to the Appointed Representative**, as specified below.

The Appointed Representative is available for clarification or information at the following telephone number 02 46776821 or at the email address [operations@computershare.it](mailto:operations@computershare.it).

### **METHODS TO GRANT THE PROXY/SUB-PROXY TO THE APPOINTED REPRESENTATIVE**

Please note that the following proxy forms may be alternatively submitted in the following cases:

- proxy *sub* A) may be submitted by the Shareholder who intends to grant a proxy directly to the Appointed Representative pursuant to art. 135-*undecies* of Legislative Decree 58/98,
- proxy *sub* B) may be submitted by (i) the Shareholder who intends to directly grant a proxy to the Appointed Representative pursuant to art. 135-*novies* of Legislative Decree 58/98 or (ii) the individual or legal entity specifically delegated by the Shareholder who, in turn, will intervene in the Shareholders' Meeting by granting the sub-proxy to the

Appointed Representative.

**A) Proxy to the Appointed Representative pursuant to art. 135-undecies of Legislative Decree 58/98**

The Company appointed Computershare S.p.A. - with registered office in via Lorenzo Mascheroni no. 19 – 20145 Milan - as Appointed Representative pursuant to art. 135-undecies of Legislative Decree no. 58/98, therefore Shareholders who intend to participate to the Shareholders' Meeting may grant the proxy directly to the Appointed Representative, with the relevant voting instructions on all or certain proposals on the items on the agenda, by submitting the proxy form available on the Company's [www.gruppoigd.it](http://www.gruppoigd.it) website section "Governance – Shareholder's Meeting" (link: <https://www.gruppoigd.it/en/governance/shareholders-meeting/>).

The proxy form, to be notified to the Company via the Appointed Representative together with the voting instructions, along with a valid ID document and, in case, the documentation providing proof of the signatory power, shall be submitted within 12 April 2022, for the first call, and within 13 April 2022, for the second call, using one of the following methods:

- Registered Email Holders (PEC): as an attachment document (PDF format) sent to [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it) in the event that the proxy grantor (as individual or as legal entity) is a Registered Email Holder;
- Digital Signature Holders (FEA): as an attachment document (PDF format) with digital signature sent to [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it) also via ordinary mail in the event that the proxy grantor is a Digital Signature Holder;
- Common Email address Holders: as an attachment document (PDF format) sent to [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it). In this case, the hard copy of the proxy, the voting instruction and the related documentation shall be sent via ordinary mail service to Computershare S.p.A. via Mascheroni 19, 20145 Milan, as soon as possible.

The submission of the proxy form with different modalities than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy to the Appointed Representative.

The proxy may be voided within the time period referred to above, i.e. within 12 April 2022, for the first call, and within 13 April 2022, for the second call.

The granted proxy shall be effective only for the proposals in relation to which voting instructions have been given.

**B) Proxy or sub-proxy pursuant to art. 135-novies of Legislative Decree 58/98**

As permitted by the above-mentioned art. 106, paragraph 4, of Law Decree of 17 March 2020 no. 18, converted with amendments by Law 24 April 2020, no. 27, as lastly extended by Law Decree 30 December 2021, no. 228, converted with amendments by Law 25 February 2022, no. 15, proxies and/or sub-proxies may also be given to said Appointed Representative in accordance with art. 135-novies of the Legislative Decree 58/98, as an exception to art. 135-undecies, paragraph 4 of the Legislative Decree 58/98, using the form available on the Company's website at [www.gruppoigd.it](http://www.gruppoigd.it) section "Governance – Shareholder's Meeting" (link: <https://www.gruppoigd.it/en/governance/shareholders-meeting/>).

The proxy and/or sub-proxy granted to the Appointed Representative may contain voting instructions on all or certain proposals on the items on the agenda, it being understood that the Appointed Representative will not cast any vote at the Shareholders' Meeting in relation to those proposals for which no specific voting instructions have been given.

The granted proxy and/or sub-proxy to the Appointed Representative shall be effective only for the proposals in relation to which voting instructions have been given.

The proxy and/or sub-proxy form, to be notified to the Company via the Appointed Representative together with the voting instructions, along with a valid ID document and, in case, the documentation providing proof of the signatory power, shall be submitted within 12 a.m. of 13 April 2022, for the first call, and within 12 a.m. of 14 April 2022, for the second call, using one of the following methods:

- Registered Email Holders (PEC): as an attachment document (PDF format) sent to [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it) in the event that the proxy and/or sub-proxy grantor (as individual or as legal entity) is a Registered Email Holder;
- Digital Signature Holders (FEA): as an attachment document (PDF format) with digital signature sent to [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it) also via ordinary mail in the event that the proxy and/or sub-proxy grantor is a Digital Signature Holder;
- Common Email address Holders: as an attachment document (PDF format) sent to [operations@pecserviziotitoli.it](mailto:operations@pecserviziotitoli.it). In this case, the hard copy of the proxy, the voting instruction and the related documentation shall be sent via ordinary mail service to Computershare S.p.A. via Mascheroni 19, 20145 Milan, as soon as possible.

The submission of the proxy and/or sub-proxy form to the Appointed Representative with different modalities than those mentioned above or a delay respect to the deadline, as well as

the only use of ordinary mail service, will not ensure the correct submission of the proxy to the Appointed Representative.

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### **Intervention of the members of the corporate bodies, the secretary and the Appointed Representative**

The participation in the Shareholders' Meeting of the members of the corporate bodies, of the Secretary in charge and of the Appointed Representative, in compliance with the measures to contain the spread of COVID-19 infection provided for by the applicable legal provisions, may also, or exclusively, by means of video/telecommunication, in the manner individually communicated to them, in accordance with the applicable regulatory provisions for this eventuality.

### **THE RIGHT TO ASK QUESTIONS**

Pursuant to art. 127-*ter* of Legislative Decree no. 58/98, those who are entitled to vote, and for whom the Company has received certification from the intermediary authorized in accordance with the applicable regulations, may submit questions relating to the items on the agenda even prior to the Shareholders' Meeting by sending a copy of same via certified e-mail to [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it). Applicants must provide adequate identification as well as appropriate documentation proving ownership of the exercise of voting rights, issued by the depositary intermediary or, failing that, the references of the communication issued by the intermediary indicating the intermediary itself. The Company must receive the questions within the seventh trading session prior to the meeting in first call, i.e. 5 April 2022. Questions shall be answered at the latest three days before the Shareholders' Meeting, i.e. by 11 April 2022 pursuant to art. 127-*ter*, par. 1-*bis*, of Legislative Decree no. 58/98, through publication in the section of the Company's website, in the section reserved to the Shareholders' Meeting at <https://www.gruppoigd.it/en/governance/shareholders-meeting/>.

### **DOCUMENTATION**

The documentation related to the Shareholders' Meeting is available to the public on the Company's website [www.gruppoigd.it](http://www.gruppoigd.it), section Governance – Shareholders' Meeting (link: <https://www.gruppoigd.it/en/governance/shareholders-meeting/>), as well as on the authorized storage system eMarket STORAGE available at [www.emarketstorage.com](http://www.emarketstorage.com) managed by Spafid Connect S.p.A., and in accordance with the further modalities set by law.

The documentation related to the Shareholders' Meeting is also available at the Company's registered office.

On behalf of the Board of Directors  
The Chairman of the Board of Directors  
Rossella Saoncella

Bologna, 14 March 2022