

## ANNUAL GENERAL MEETING

14 APRIL 2022

### GUIDELINES RELATED ITEMS 1 - 2 - 3 Extraordinary session

#### Items 1-2. Approve Capital Increase without Preemptive Rights and Approve Issuance of Shares to Be Subscribed through a Contribution in Kind

Notes:

- 1) In Italy the rule is that for a different threshold for the exercise of the powers delegated to the Board of Directors to increase share capital: (i) in the first instance (Item 1), namely the power granted pursuant to Art. 2441.4.1 of the Italian Civil Code to increase share capital “against cash”, a threshold must be indicated as a percentage which the law sets at 10%, (ii) in the second instance (Item 2), namely the power granted pursuant to Art. 2441.4.1 of the Italian Civil Code to increase share capital “through a contribution in kind”, pursuant to Art. 2443 of Italian Civil Code, a threshold must be determined based on a resolution approved during a meeting of the shareholders. **More specifically, a proposal was submitted to the shareholders to increase share capital by EUR 65 million, an amount which coincides with the limit of 10% of the share capital at the time the granting of the power was approved by the shareholders. Consequently, the two parameters included in Items 1 and 2 coincide albeit expressed, in the first instance, as a percentage, and in the second instance, as a maximum amount.**

Therefore, with regard also to Item 2 we reiterate that the maximum amount of EUR 65 million is currently equal to 10% of the share capital.

Furthermore, we would like to point out that while theoretically the powers could be activated separately, the intention of the company – **which to the benefit is clarified in this document “Guidelines” published in the relative section of the Company’s website in preparation for the next Shareholders’ Meeting** [<https://www.gruppoigd.it/governance/assemblea-degli-azionisti/>] – is to have access to a proxy that provides an alternative to the standard practice of carrying out capital increases against cash – including in light of the investment opportunities that have materialized in the past and could have also been carried out through a capital increase made, in part, through contributions in kind. All of this is consistent with the Business Plan recently approved by the Company on 14 December 2021 and disclosed to the market, as well as available on our website [<https://www.gruppoigd.it/un-piano-di-ripartenza-sfidante-ma-possibile/>].

#### Item 3. Amend Company Bylaws Re: Articles 10 and 20

Note:

- 1) The amendments to the bylaws proposed were grouped together as they pursue the **same objective**, namely to allow for the use, including outside of the scope of emergency legislation, of means of telecommunication for all meetings of the company bodies in the wake of the practice adopted over the last two years characterized by the pandemic, as well as the recent proposals made by other listed companies. The experience of the last two years has shown that **remote meetings** of the shareholders and/or the board, fully compliant with the law and/or regulations in place to ensure that all shareholders are able to exercise their rights, **has not compromised the rights in question and has, to the contrary, ensured the active and widespread participation of all the stakeholders, primarily the shareholders** and institutional investors during the meetings of the shareholders.

**For these reasons, the two proposals to amend the bylaws, grouped in a single item of the agenda, respond – in advance – to the recent technological transition which is, inevitably, linked to achieving the goal of sustainable success and development.**