



**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 ANNUAL GENERAL MEETING**

An Ordinary 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), via Trattati Comunitari Europei 1957-2007, no. 13, on 18 April 2024, at 10:00 a.m., in first call and, if necessary, on 19 April 2024, in second call at the same time and place, as per the methods described herein, to discuss and resolve on the following

**AGENDA**

1. Financial statements at 31.12.2023; Directors' report on operations; External auditors' report; Report of the Board of Statutory Auditors; Presentation of the consolidated financial statements at 31.12.2023; related and consequent resolutions.
2. Allocation of the net result for the year; 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: First section: report on the remuneration policy. Binding resolution.
4. Report on the remuneration policy and compensations paid pursuant to art. 123-ter, paragraphs 3-ter and 6, of Legislative Decree 58/98: Second section: report on compensation paid. Non-binding resolution.
5. Appointment of the Board of Directors
  - 5.1. Determination of the number of Directors;
  - 5.2. Determination of the Board of Directors' term of office;
  - 5.3. Appointment of the members of the Board of Directors;
  - 5.4. Determination of the members of the Board of Directors' remuneration;
6. Appointment of the Board of Statutory Auditors
  - 6.1. Appointment of three standing and three alternate Auditors;
  - 6.2. Appointment of the Chairman of the Board of Statutory Auditors;

### 6.3. Determination of the members of the Board of Statutory Auditors' remuneration.

\* \* \*

#### **Participation in the Shareholders' Meeting**

Pursuant to Article 106, paragraph 7, of Decree-Law No. 18 of March 17, 2020, converted, with amendments, by Law No. 27 of April 24, 2020, as subsequently amended and most recently extended by Decree-Law No. 215 of December 30, 2023, converted into Law No. 18 of February 23, 2024 (the "Decree"), the Company established 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.

\* \* \*

#### **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 representing - also jointly - at least one fortieth (2.5%) of the share capital with voting rights may request, within ten days of the publication of this notice and therefore within 18 March 2024, 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 notice, 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). By the above mentioned ten-day deadline, the Shareholder submitting the request must provide a report about the items proposed for discussion or about the proposed resolutions relating to items which are already part of the agenda. Such adding items to the agenda cannot include those topics 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.

#### **INDIVIDUAL PRESENTATION OF NEW PROPOSALS FOR RESOLUTION**

Since participation in the Shareholders' Meeting is allowed exclusively through the Appointed Representative, for the purpose of this Shareholders' Meeting only, those with the right to vote may individually submit to the Company proposals for resolution on the items on the agenda by 2 April 2024 –

in accordance with article 126-*bis*, par. 1, third period, of the Legislative Decree 58/98.

The additional proposals for 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 proposals for resolution will be published by the Company by 3 April 2024 – pursuant to Art. 126-*bis*, paragraph 2, of Legislative Decree. n. 58/98 – in the section of the website dedicated to this Shareholders' Meeting, so that those entitled to vote can examine them 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.

\*\*\*

## **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 Corporate By-laws, intervention in the Shareholders' Meeting and voting rights are subject to the reception by the Company of the notice issued by an authorized intermediary – in accordance with the applicable laws and regulations – on the basis of its records, as of the end of the seventh trading session prior to the meeting in first call, i.e. 9 April 2024 (**the record date**). The said notices must be received by the Company by the end of the third trading session prior to the date on which the Shareholders' Meeting is convened in first call and, therefore, by 15 April 2024. Please note that the communication to the Company is made by the intermediary upon request of the person entitled to the right.

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 indicated above, **holders of voting rights who intend to participate in the Shareholders' Meeting may do so solely through a proxy granted to the Appointed Representative**, in accordance with the methods described in detail herein. The foregoing is without prejudice to the entitlement to attend the Shareholders' Meeting and voting, which may only be exercised through the Appointed Representative, if the above notice is received by the Company even after the end of the third trading session prior to the date on which the Shareholders' Meeting is convened in first call (15 April 2024), provided that it is received by the start of the meeting.

The Appointed Representative is available for clarification or information at the following telephone number

02 46776821 - 14 or at the email address [ufficiomi@computershare.it](mailto:ufficiomi@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 58/98, therefore Shareholders who intend to intervene in the Shareholders' Meeting may grant, at no cost to the delegator (except for any shipping costs)

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 website [https://www.gruppoigd.it/en/-\\_\\_\\_section](https://www.gruppoigd.it/en/-___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 received within and no later than the end of the second trading session prior to the date set for the Meeting, i.e., no later than 16 April 2024 for the first call, and within 17 April 2024 for the second call, using one of the following methods:

- Certified Email Holders (PEC): as an attachment document (PDF format) sent to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) in the event that the proxy grantor (as individual or as legal entity) is a Certified Email Holder;
- Digital Signature Holders (FEA): as an attachment document (PDF format) with digital signature sent to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) also via ordinary mail in the event that the proxy grantor is a Digital Signature Holder;
- Ordinary Email address Holders: as an attachment document (PDF format) sent to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it). In this case, the original of the proxy, the voting instructions and the related documentation shall be sent via ordinary mail service to Computershare S.p.A. via Mascheroni no. 19, 20145 Milan, as soon as possible.

The submission of the proxy form with different modalities than those mentioned above or in different terms than the stated 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 and the related voting instructions may be voided within the time period referred to above, i.e. within 16 April 2024 for the first call, and within 17 April 2024 for the second call, using the same methods used to grant the proxy.

The proxy granted 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**

Those who do not grant proxies to the Appointed Representative pursuant to Article 135-undecies of Legislative Decree 58/98, also may grant, at no cost to the delegator (except for any shipping costs) proxies and/or sub-proxies 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 <https://www.gruppoigd.it/en/> 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 p.m. of 17 April 2024 for the first call and within 12 p.m. of 18 April 2024 for the second call, using one of the following methods:

- Certified Email Holders (PEC): as an attachment document (PDF format) sent to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) in the event that the proxy and/or sub-proxy grantor (as individual or as legal entity) is a Certified Email Holder;
- Digital Signature Holders (FEA): as an attachment document (PDF format) with digital signature sent to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) also via ordinary mail in the event that the proxy and/or sub-proxy grantor is a Digital Signature Holder;
- Ordinary Email address Holders: as an attachment document (PDF format) sent to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it). In this case, the original of the proxy, the voting instructions and the related documentation shall be sent via ordinary mail service to Computershare S.p.A. via Mascheroni no. 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 in different terms than the stated deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy to the Appointed Representative.

\*\*\*

### **Intervention of the members of the corporate bodies, of the Secretary and of 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 may also, or exclusively, take place by means of video/telecommunication, in the manner individually communicated to them, in accordance with the applicable provisions.

### **RIGHT TO ASK QUESTIONS**

Pursuant to art. 127-ter of Legislative Decree 58/98, those who are entitled to vote, and for whom the Company has received the notice from the intermediary authorized in accordance with the applicable regulations, may submit questions relating to the items on the agenda prior to the Shareholders' Meeting, by sending the said questions via certified e-mail to the address [legal\\_igdsiiqspa@pec.gruppoigd.it](mailto:legal_igdsiiqspa@pec.gruppoigd.it). Shareholders submitting questions must provide adequate identification as well as appropriate documentation proving their entitlement to the exercise of voting rights, issued by the depositary intermediary or, failing that, the references of the notice 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. 9 April 2024. Questions shall be answered to at the latest two days before the Shareholders' Meeting, i.e. by 16 April 2024, pursuant to art. 127-ter, par. 1-bis, of Legislative Decree 58/98, through publication on the Company's website, in the section reserved to the Shareholders' Meeting at the following link: <https://www.gruppoigd.it/en/governance/shareholders-meeting/>. The Company may provide a single response to questions with the same content. A response is not due when the requested information is already available in the «Q&A» section of the Company's website in the Shareholders' Meeting section at <https://www.gruppoigd.it/en/governance/shareholders-meeting/>, or concern matters that will not be resolved upon by the Shareholders' Meeting.

### **APPOINTMENT OF THE BOARD OF DIRECTORS**

In accordance with the law, the Board of Directors is appointed on the basis of preference list, in order to ensure that the composition of the Board of Directors complies with current regulations governing gender equality in accordance with the procedures outlined in the corporate by-laws (Article 16).

The list of candidates shall be presented by shareholders that, individually or together, hold voting shares representing at least 4.5% of the share capital, as established by Consob with determination no. 92 of 31

January 2024 relating to the "*Shareholdings needed in order to be entitled to submit lists of candidates for members of administrative and control bodies*".

The lists shall be:

- sent through certified registered letter to the Company's registered office;
- or sent to the following certified e-mail address [legal\\_igdsiigspa@pec.gruppoigd.it](mailto:legal_igdsiigspa@pec.gruppoigd.it)

at least 25 days before the day in which the Shareholders' Meeting is to be held in first call (i.e. Sunday 24 March 2024). The notice as to the ownership of the required number of shares, issued by an authorized intermediary, must be submitted in accordance with the above procedures by the deadline for the publication of the list (i.e. by 28 March 2024). Ownership of the minimum shareholding required for the submission of lists is determined by taking into account the shares registered in favour of the shareholder **on the day on which the lists are filed** with the Company.

The lists must be prepared in accordance with the law and the corporate by-laws, as outlined in the Board of Directors' report published today on the Company's website <https://www.gruppoigd.it/en/>, in the section Governance – Shareholders' Meetings – Ordinary Annual General Meeting of 18 April 2024, as well as on the authorized storage system eMarket STORAGE, [www.emarketstorage.com](http://www.emarketstorage.com) managed by Teleborsa S.r.l. and with further modalities set by law.

Each list must include at least two candidates who qualify as independent in accordance with the law, who shall be indicated distinctly.

Without prejudice to the above, in order to comply with the laws governing gender equality and with Art. 16.3 of the corporate by-laws, the lists which include a number of candidates equal to or greater than three must also include candidates of different genders; to this purpose, the number of candidates of the least represented gender included on the list must be equal at least of two fifths of the total number of candidates on the list, rounding up any fractions.

Any list submitted that fails to observe the above conditions will be deemed as not submitted.

No shareholder, parent company, subsidiary, or jointly controlled entity, as defined by Art. 93 of Legislative Decree 58/1998, including members of a shareholders' agreement relevant under the terms of Art. 122 of Legislative Decree 58/98, may submit, or cause to be submitted by third parties or fiduciaries, more than one list or vote for a list other than the one they submitted or caused to be submitted. Any votes cast in violation of this conditions will not be attributed to any list.

The lists must be submitted with the accessory documentation and information called for in the corporate by-laws and in accordance with the law. More in detail, these include: (i) information relating to the identity of the shareholders submitting the list and the total interest held; (ii) the candidates' irrevocable acceptance of office and statements confirming that, under his/her responsibility, there are no reasons for ineligibility and incompatibility and that each candidate meets the requirements for the office in the Board of Directors set by law and the corporate by-laws, as well as (iii) the curriculum vitae of each candidate complete with information about the candidates' personal and professional background. In order to comply

with regulations pertaining to the maximum number of positions in corporate bodies that Directors may hold, the Board of Directors adopted the regulations referred to as "*Limit On The Number Of Directorships That May Be Held By Directors*", made available to the public on the Company's website at: <https://www.gruppoigd.it/en/governance/board-of-directors/>.

For those candidates indicated on the list as meeting the legal qualifications of independent, statements must also be submitted by which, under their responsibility the said candidates confirm they possess the requirements provided by law to act as an independent Director. In light of Art. 16, paragraph 1, lett. d) of the Regulation adopted by Consob with Resolution 20249 of 28 December 2017, as amended ("**Market Regulation**"), pertaining to companies subject to the management and coordination of another non-listed company, it is required to Shareholders to also indicate which candidates qualify as independent as per the above article, and to provide statements in which the candidates declare, under their responsibility, that they possess the requirements to serve as an independent Director according to Art. 16 of the Market Regulation.

Shareholders are also invited to read the Guideline on the quantitative and qualitative composition of the Board of Directors considered optimal, adopted by the outgoing Board of Directors after consulting the Nomination and Compensation Committee, in line with recommendation no. 23 of the Corporate Governance Code. The aforementioned Guideline is available on the Company's website at <https://www.gruppoigd.it/en/governance/shareholders-meeting/>. It is also recommended that those who submit a list containing a number of candidates exceeding half of the members to be elected provide adequate information, in the documentation submitted for the filing of the list, on the compliance of the list with the Guideline expressed by the Board of Directors, as well as express an indication of their candidate for the office of Chairman of the Board of Directors, whose appointment is made according to the procedures identified in the corporate by-laws.

Those who submit a "minority list" are also subject to the Consob recommendations stated in Communication no. DEM/9017893 of 26 February 2009 and are, therefore, requested to submit, along with the above mentioned documentation, a statement attesting "*the lack of a relationship, direct or indirect, pursuant to Art. 147-ter, paragraph 3, of TUF and Art. 144-quinquies of Regulations for Issuers, with shareholders holding, including jointly, a controlling interest or significant majority*".

The Company will make available to the public without delay and, at any rate, at least twenty-one days prior to the Shareholders' Meeting called to resolve on the appointment of the Directors, the candidate list, along with all the information referred to above, at its registered office, on its website (<https://www.gruppoigd.it/en/>, in the section Governance – Shareholders' Meetings – Ordinary Annual General Meeting of 18 April 2024), at Borsa Italiana S.p.A., as well as on the authorized storage system eMarket STORAGE available at [www.emarketstorage.com](http://www.emarketstorage.com), managed by Teleborsa S.r.l., in accordance with the law.

No one can be a candidate on more than one list. Acceptance of candidacy on more than one list is grounds



for disqualification.

Becoming and continuing to be a Director is subject to possession of the requirements provided by the law and the corporate by-laws.

The Directors will be appointed as per the procedures described herein. Each shareholder with voting rights may vote for one list only. The votes obtained by each list are divided by one, two, three, four, five—and so forth—according to the number of Directors to be elected. These quotients are assigned to the candidates on the list, in the order in which they appear, and are then sorted into a single decreasing ranking.

The candidates obtaining the highest quotients are those elected. In case of a tie for the last directorship to be filled, the winning candidate is the one from the list with the highest number of votes; if the number of votes is equal, the eldest candidate shall prevail.

If just one list is submitted or if no list is submitted, the Shareholders' Meeting will disregard the above procedure and vote according to the majorities established by law. If more than one list is submitted, at least one director must be drawn from a minority list; therefore, if in accordance with the above criteria all of the winning candidates come from a single list, the last candidate in the ranking will be replaced by the candidate from the minority lists who has obtained the highest quotient.

If – as a result of the votes cast – the law relating to gender equality fails to be complied with, the candidates belonging to the most represented gender that – based on the order of the list – have received the least number of votes on the list which received the most votes overall, will be substituted by the first candidates who were not elected from the same list of the least represented gender, in order to ensure compliance with the laws governing gender equality, in any case without prejudice to the mandatory number of independent directors required at law. In the event that not enough candidates of the least represented gender appear on the list that receives the greatest number of votes, the shareholders will appoint the directors of the least represented gender with the majority of votes required by law.

For further information – with regard, particularly, to the lists, to the mandatory requirements provided by the law and by the corporate by-laws for the appointment of the directors, to the procedure for the appointment of the Board of Directors and the deadlines for publication of the relevant documentation – please refer to the corporate by-laws, made available at the Company's registered office and on the website <https://www.gruppoigd.it/en/>, in the section Governance, and to the Board of Directors' report available on the Company's website <https://www.gruppoigd.it/en/> in the section Governance – Shareholders' Meetings – Ordinary Annual General Meeting of 18 April 2024, as well as on the authorized storage system eMarket STORAGE available at [www.emarketstorage.com](http://www.emarketstorage.com), managed by Teleborsa S.r.l.

## **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

In accordance with the applicable law, the Board of Statutory Auditors is appointed on the basis of

preference list, in accordance with the procedures outlined in the corporate by-laws (Article 26).

The list of candidates shall be presented by shareholders that, individually or together, hold voting shares representing at least 4.5% of the share capital, as established by Consob with determination no. 92 of 31 January 2024 relating to the "*Shareholdings needed in order to be entitled to submit lists of candidates for members of administrative and control bodies*".

The lists shall be:

- sent through certified registered letter to the Company's registered office;
- or sent to the following certified e-mail address: [legal\\_igdsiigspa@pec.gruppoigd.it](mailto:legal_igdsiigspa@pec.gruppoigd.it)

at least 25 days before the day in which the Shareholders' Meeting is to be held in first call (i.e. Sunday 24 March 2024).

In order to prove the ownership of the required number of shares needed for the presentation of the lists, the shareholders, according to the above procedures, must submit the relevant notice - issued by an authorized intermediary, in accordance with the applicable laws and regulations – by the deadline for the publication of the list (i.e. by 28 March 2024). Ownership of the minimum shareholding required for the submission of lists is determined by taking into account the shares registered in favour of the shareholder **on the day on which the lists are filed** with the Company.

The lists must be prepared in accordance with the applicable law and the corporate by-laws, as outlined in the Board of Directors' report published on the Company's website <https://www.gruppoigd.it/en/>, in the section Governance – Shareholders' Meetings – Ordinary Annual General Meeting of 18 April 2024, as well as on the authorized storage system eMarket STORAGE, [www.emarketstorage.com](http://www.emarketstorage.com), managed by Teleborsa S.r.l.

The lists which, considering both sections, have a number of candidates equal to or greater than three must also include, both in the first two places of the section of the list relating to Standing Auditors, and in the first two places of the section of the list relating to Alternate Auditors, candidates of different gender so as to ensure that the composition of the Board of Statutory Auditors complies with the provisions of current legislation on gender balance.

The candidates for the Board of Statutory Auditors must hold the qualifications required by law. In particular, please note that the candidates must possess the professional qualifications and integrity requirements indicated in Ministerial Decree n. 162 of 30 March 2000, as adopted in Art. 26.9 of the corporate by-laws.

The candidates must also qualify as independent in accordance with the law. For what concerns ineligibility and limits on the number of positions in administrative and control bodies that members of the Board of Statutory Auditors may hold, current laws and regulations shall apply.

Those who submit a "minority list" are requested to submit a statement attesting "*the lack of a relationship, direct or indirect, pursuant to Art. 147-ter, paragraph 3, of TUF and Art. 144-quinquies of Regulations for Issuers, with shareholders holding, including jointly, a controlling interest or significant majority*".

The lists must be submitted with the accessory documentation and information required in the corporate by-laws and in accordance with the law. In particular, together with the list, the following documentation shall be submitted: (i) information on the identity of the shareholders submitting the list and the total interest held; (ii) the curriculum vitae of the candidates containing extensive information about the candidates' personal and professional background, as well as (iii) the candidates' irrevocable acceptance of office and statements confirming that, under his/her responsibility, each candidate meets the requirements provided by law, and (iv) a declaration made by shareholders other than those holding, including jointly, a controlling interest or significant majority, stating that they are not related parties, direct or indirect, pursuant to Art. 144-quinquies of Consob Resolution n. 11971 of 14 May 1999, of the former (including in light of the Consob recommendations stated in Communication DEM/9017893 of 26 February 2009). Shareholders are also invited to take note of the recommendations regarding the independence of the members of the Board of Statutory Auditors contained in the Corporate Governance Code.

Furthermore, considering that, in accordance with Art. 2400, last paragraph, of the Italian Civil Code, upon appointment and before accepting the assignment, Statutory Auditors must inform the Shareholders' Meeting of the positions held in administrative and control bodies in other companies, and in light of the provisions about limits on the number of appointments that may be held under Art. 148-bis of Legislative Decree 58/98, such information should be included in the *curriculum vitae* submitted by each candidate along with the lists.

Please note that, in the event that by the deadline for the submission of the lists (i.e. Sunday 24 March 2024) only one list, or only lists from related shareholders (as defined in Art. 144-quinquies of the Issuers Regulations), have been filed with the Company, presentation of lists will be allowed until the third day following the deadline (i.e. until 27 March 2024). In this instance, the minimum share ownership threshold required for the submission of lists for the election of Statutory Auditors is reduced by half, therefore to 2.25% of the share capital.

The Company will make available to the public without delay and, at any rate, at least twenty-one days prior to the Shareholders' Meeting called to resolve on the appointment of the Board of Statutory Auditors, the candidate lists, along with all the information referred to above, at its registered office, on its website (<https://www.gruppoigd.it/en/>, in the section Governance – Shareholders' Meetings – Ordinary Annual General Meeting of 18 April 2024), at Borsa Italiana S.p.A., as well as on the authorized storage system eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)) managed by Teleborsa S.r.l., in accordance with the law. From the list obtaining the highest number of votes, two Standing Auditors and two Alternate Auditors will be taken, in the order in which they appear on the said list. The third Standing Auditor and the third Alternate Auditor will be taken from the list with the second highest number of votes, in the order in which they appear. If, as a result of the votes cast, the composition of the Board of Statutory Auditors fails to comply with the laws relating to gender equality, the candidates belonging to the more represented gender

that – based on the order with which they appear on the list for their respective sections – receive the least number of votes on the list which received the most votes overall, will be substituted by the first candidates who were not elected from the same list and the same section belonging to the least represented gender, in the number needed to fulfill the legal requirements concerning gender equality. In the event that not enough candidates of the least represented gender appear on the relevant section of the list that has received the greatest number of votes, in order to proceed with the mentioned substitutions, the Shareholders' Meeting will appoint the lacking Standing or Alternate Auditors based on the majorities established by law, to meet the legal requirements concerning gender equality. In the event that more than one lists obtain the same number of votes, a new ballot will be held between the same lists, by all the shareholders in the Shareholders' Meeting, and the candidates of the list obtaining a simple majority of votes will be elected, in such a way as to ensure that the composition of the Board of Statutory Auditors complies with the laws governing gender equality.

If just one list for the appointment of the Board of Statutory Auditors has been submitted, the Shareholders' Meeting will cast its vote on that list. If the list obtains the relative majority, the first three candidates appearing on it are elected as Standing Auditors, while the fourth, fifth and sixth names are appointed as Alternates, in such a way as to ensure that the composition of the Board of Statutory Auditors complies with the laws governing gender equality.

With regard specifically to the appointment of the Chairman of the Board of Statutory Auditors, please note that, pursuant to Art. 148, paragraph 2-bis, of Legislative Decree 58/98, the Chairman of the Board of Statutory Auditors is appointed between the Statutory Auditors elected from the minority list. Please note that Art. 26.4 of the corporate by-laws provides that the first candidate on the list receiving the second highest number of votes is appointed as Chairman of the Board of Statutory Auditors. If just one list has been submitted, the candidate at the top of the list becomes the Chairman of the Board of Statutory Auditors. If no lists are submitted, the Board of Statutory Auditors and its Chairman are elected by the Shareholders' Meeting according to the majorities established by law and in such a way as to ensure that the composition of the Board of Statutory Auditors complies with the current laws governing gender equality.

For more information – with regard, particularly, to composition of the lists, to the mandatory requirements provided by the law and by the corporate by-laws for the appointment of the Company's Statutory Auditors, the ways in which the Board of Statutory Auditors is appointed and to the procedure for the appointment of the Statutory Auditors and the deadlines for publication of the relevant documentation – please refer to the corporate by-laws made available at the Company's registered office and on the website <https://www.gruppoigd.it/en/> in the section *Governance – Corporate By-Laws*, to the Board of Directors' report available on the Company's website <https://www.gruppoigd.it/en/> in the section *Governance – Shareholders' Meetings – Ordinary Annual General Meeting of 18 April 2024*, as well as on the authorized storage system eMarket STORAGE available at [www.emarketstorage.com](http://www.emarketstorage.com), managed by Teleborsa S.r.l.

## **DOCUMENTATION**

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

The whole 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  
Signed - Rossella Saoncella

Bologna, 8 March 2024