

NOTICE OF CALL OF SHAREHOLDERS' MEETING

The Shareholders' Meeting of Neodecortech S.p.A. (the "**Company**") is convened on **29 April 2025** at 10.00 a.m. in single call, at the Company's registered office in Via Provinciale 2, Filago (BG), to discuss and resolve on the following:

AGENDA

1. **Review and approval of the financial statements of Neodecortech S.p.A. at 31 December 2024, including the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report, the Independent Auditors' Report, and the Certification of the Financial Reporting Manager. Relevant and ensuing resolutions;**
2. **Proposed allocation of profit for the year and dividend distribution. Relevant and ensuing resolutions;**
3. **Presentation of the consolidated financial statements of the Neodecortech Group at 31 December 2024, including the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report, the Independent Auditors' Report, and the Certification of the Financial Reporting Manager;**
4. **Presentation of the Neodecortech Group Sustainability Report at 31 December 2024;**
5. **Authorization to purchase and dispose of treasury shares upon revocation of the authorization to purchase treasury shares granted by the Shareholders' Meeting of 19 April 2024 for the unexecuted portion. Relevant and ensuing resolutions;**
6. **Appointment of the Board of Directors:**
 - 6.1. **determination of the number of members of the Board of Directors;**
 - 6.2. **determination of the term of office of the Board of Directors;**
 - 6.3. **appointment of the members of the Board of Directors;**
 - 6.4. **appointment of the Chairman;**
 - 6.5. **determination of the annual compensation of the members of the Board of Directors.**
7. **Report on the Remuneration Policy for 2025 and on Compensation Paid in 2024:**
 - 7.1. **Review of Section I prepared pursuant to Article 123-ter, paragraph 3, of Legislative Decree no. 58 of 24 February 1998 (i.e., remuneration policy for 2025). Resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree no. 58 of 24 February 1998;**
 - 7.2. **Review of Section II prepared pursuant to Article 123-ter, paragraph 4, of Legislative Decree no. 58 of 24 February 1998 (i.e., compensation paid in 2024). Resolutions pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58 of 24 February 1998;**
8. **Assignment to certify the compliance of consolidated sustainability reporting pursuant to Legislative**

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Capitale Sociale Euro 18,804,209.37 i.v.
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Decree No. 125 of September 6, 2024, for years 2025-2027. Relevant and ensuing resolutions.

Information on the share capital and voting rights

The share capital of Neodecortech S.p.A. amounts to € 18,804,209.37 and is divided into 14,218,021 ordinary shares with no indication of their par value. Each ordinary share entitles the holder to one vote at ordinary and extraordinary shareholders' meetings of the Company. At 18/03/2025, the Company holds no. 574,500 treasury shares (equal to 4.041% of the share capital), the voting of which is suspended pursuant to Article 2357-ter, second paragraph, of the Italian Civil Code; therefore, the voting rights that can be exercised at the Shareholders' Meeting are related to no. 13,643,521 ordinary shares.

Entitlement to attend and vote at the Shareholders' Meeting

Pursuant to Article 83-sexies of Legislative Decree no. 58 of 24 February 1998 ("TUF") and Article 17 of the Bylaws, entitlement to attend the Shareholders' Meeting and exercise voting rights is certified by a communication to the Company, made by the intermediary in accordance with its accounting records, upon request and in favour of the person entitled to vote, based on the relevant accounting records at the end of the accounting day of the seventh trading day prior to the date set for the meeting in single call, i.e., **16 April 2025** (record date). Those who hold shares only after the record date are not entitled to attend and vote at the Meeting.

Notice from the intermediary shall be received by the Company by the end of the third trading day prior to the date of the meeting, i.e. by **24 April 2025**. Without prejudice to the entitlement to attend and to exercise voting rights in the case in which the notices are served to the Company after the term herein, provided that this is made before the beginning of the Shareholders' Meeting.

Proxy voting

Any person entitled to attend the Shareholders' Meeting may be represented by written proxy, within the limits of law. For this purpose, the proxy form to use is available on the Company website at www.neodecortech.it (*Investor/Corporate Governance/Documenti e assemblee/Assemblee* section).

Voting proxies may be notified to the Company, accompanied by a copy of the proxy giver's identity document, by registered letter to Neodecortech S.p.A., Via Provinciale 2, 24040, Filago (BG), or by sending it to the certified mail address neodecortechspa@legalmail.it.

Any prior notification does not exempt the proxy, when accrediting for access to the meeting proceedings, from the obligation to certify under his/her responsibility the conformity of the notified proxy with the original and the identity of the proxy giver. The representative shall keep the original of the proxy and keep records for one year, from conclusion of the meeting proceedings, of any voting instructions received. Pursuant to Article 17.2 of the Bylaws, the Company does not take advantage of the option to appoint the representative to whom Shareholders may grant proxy with voting instructions on all or some of the proposals on the agenda of the Shareholders' Meeting.

The quorum required and the validity of the resolutions on the items on the agenda are governed by the

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law and the Bylaws. The holding of the Shareholders' Meeting is also governed by the specific Regulation, published on the Company website at www.neodecortech.it ([Investors/Corporate Governance/Documenti e assemblee/Procedure](#) section).

Right to submit questions on agenda items

Pursuant to Article 127-*ter* of the TUF, those entitled to vote may submit questions on the items on the agenda by **16 April 2024** (record date), by sending them by registered letter to Neodecortech S.p.A., via Provinciale 2, 24040, Filago (BG), or by sending them to the certified e-mail address neodecortechspa@legalmail.it. The questions shall be accompanied by a specific notice issued by the depository intermediary certifying ownership of the voting right. The notice may also be sent after the questions are submitted, provided it is sent no later than the third day after the record date, which is 19 April 2025.

Answers to the questions received shall be provided by publishing them on the Company website at www.neodecortech.it ([Investor/Corporate Governance/Documenti e assemblee/Assemblee](#) section) by at least **24 April 2025**.

Additions to the agenda and submission of new proposed resolutions

Pursuant to Article 126-*bis* of the TUF, shareholders representing at least 1/40 (one fortieth) of the share capital with voting rights at the Ordinary Shareholders' Meeting may request, within 10 (ten) days from publication of the notice of call of the meeting (i.e., by **29 March 2025**), additions to the list of items to be discussed, indicating in the request the additional items they propose, or submit proposed resolutions on one or more items already on the agenda. The applications, together with the certification attesting ownership of the investment, shall be submitted in writing by registered letter to Neodecortech S.p.A., via Provinciale 2, 24040, Filago (BG), or to the certified e-mail address neodecortechspa@legalmail.it, accompanied by a report containing the reasons for the proposed resolutions on the new items the shareholders propose to discuss, or the reasons for the additional proposed resolutions submitted on items already on the agenda.

Requests for additions to the agenda may not be submitted for those items on which the meeting resolves, according to the law, upon the proposal of the Board of Directors or based on a project or a report prepared by them, other than those indicated in Article 125-*ter*, paragraph 1 of Legislative Decree of the TUF.

Additions to the agenda or additional proposed resolutions submitted shall be communicated in the same manner as provided for the publication of the notice of call, at least 15 (fifteen) days before the date set for the meeting, i.e., by **14 April 2025**.

Pursuant to Article 126-*bis*, paragraph 1, of the TUF, he/she entitled to vote may individually submit proposed resolutions at the Shareholders' Meeting.

Appointment of the Board of Directors

Pursuant to Article 20 of the Bylaws, the Shareholders' Meeting is called to appoint a Board of Directors

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consisting of no fewer than 5 (five) and no more than 9 (nine) members, determining their number, prior to their appointment, within the aforementioned limits. The Shareholders' Meeting determines, upon appointment, the term of office of the Board of Directors, which may not exceed three years.

Pursuant to and for the purposes of Article 2383 of the Italian Civil Code, the appointment is, in any case, preceded by the submission of a statement by each person concerned, that there are no grounds for ineligibility as envisaged by Article 2382 of the Italian Civil Code, and that no disqualification from holding the office of director has been imposed against him/her in a EU Member State.

Pursuant to the TUF and the Bylaws, members of the Board of Directors are elected by the Shareholders' Meeting using the list voting system. Directors are appointed on the basis of lists submitted by shareholders who, alone or jointly, hold 2.5% of the share capital with voting rights in the resolutions regarding the appointment of members of the governing body, pursuant to the Bylaws and to CONSOB Executive Resolution no. 123 of 30 January 2025.

The ownership of the minimum stake required for the submission of lists, to the extent indicated above, is determined by taking into account the shares that are registered in favour of the Shareholder on the day the lists are filed with the Company. The relevant certification may also be produced after the filing of the list, as long as it is within the deadline for the Company to publish the lists by means of a notice issued by an authorized intermediary in accordance with current regulations (i.e., by **8 April 2025**).

The lists shall include a number of candidates not exceeding the number of members to be elected, listed in sequential order. Directors shall satisfy the requirements of the legal regulations in force at the time and of the Bylaws. Additionally, under the Bylaws, a certain number of directors not less than the legal minimum shall qualify as independent as set out in Articles 147-ter, paragraph four and 148, paragraph three of the TUF and in the Corporate Governance Code.

Moreover, the lists that contain three or more candidates shall include candidates of different gender, as provided for in the notice of call of the Meeting, so as to allow the Board of Directors to be composed in accordance with the provisions on gender balance set out in the legal and regulatory provisions in force from time to time and in the Corporate Governance Code.

The lists are filed at the registered office or by sending them to the certified e-mail address neodecortechspa@legalmail.it at least twenty-five days before the date set for the Shareholders' Meeting called to resolve on the appointment of the governing body (i.e. by **4 April 2025**) and will be made publicly available at the registered office, on the Company website at www.neodecortech.it ([Investor/Corporate Governance/Documenti e assemblee/Assemblee](#) section) and made available at the "1info-storage" storage mechanism, which can be consulted at www.1info.it at least twenty-one days before the date set for the Shareholders' Meeting (i.e., by **8 April 2025**).

Together with each list, the following shall be filed: (i) statements in which the individual candidates accept their candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed by current legislation to hold the

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office of director; (ii) statements of independence issued pursuant to applicable legislative and regulatory provisions; (iii) the curriculum vitae of each candidate, containing exhaustive information on their personal and professional characteristics, with an indication of the governing and supervisory positions held; (iv) information regarding the identity of the Shareholders who submitted the list, with an indication of the percentage of the total stake held by them.

Each shareholder, as well as the shareholders belonging to the same Group, the shareholders who are members of the same shareholders' agreement pursuant to Article 122 of the TUF, the controlling entity, the subsidiaries and those subject to joint control pursuant to Article 93 of the TUF, may not submit or take part in the submission of more than one list, neither through a third party nor a trust company, nor vote for different lists, and each candidate may be included in one list only, under penalty of ineligibility.

Lists which are submitted in breach of the above provisions are deemed not to have been submitted.

Mention is also made that the shareholders who submit a "minority list" are subject to the recommendations issued by CONSOB through Communication no. DEM/9017893 of 26 February 2009.

The Bylaws do not envisage for the outgoing Board of Directors to submit a list.

Further information on the submission, filing and publication of lists and the procedures for the appointment of directors is contained in Article 20 of the Bylaws, which can be consulted at www.neodecortech.it ([Investor/Corporate Governance/Documenti e assemblee/Statuto](#) section) and in the explanatory report of the Board of Directors available on the same website ([Investor/Corporate Governance/Documenti e assemblee/Assemblee](#) section).

Documentation

The documents relating to the Shareholders' Meeting and the Explanatory Reports on the items on the agenda with the related proposed resolutions will be made publicly available at the Company's registered office, published on Neodecortech's website at www.neodecortech.it ([Investor/Corporate Governance/Documenti e assemblee/Assemblee](#) section) and made available at the "1info-storage" storage mechanism (www.1info.it), managed by Computershare S.p.A. with registered office in Via Lorenzo Mascheroni 19, Milan, according to the time limits and manners set out by law, with the right to view and obtain a copy.

This notice of call is published on the Company website at www.neodecortech.it ([Investor/Corporate Governance/Documenti e assemblee/Assemblee](#) section), at the authorized storage mechanism "1info-storage" (www.1info.it), as well as, in excerpts, in the daily newspaper Milano Finanza.

The Vice Chairman of the Board of Directors

Gianluca Valentini

Filago (BG), 19 March 2025

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