



STAR7 S.p.A.

Registered office: Alessandria, Frazione Valle San

Bartolomeo Via Alessandria 37/b

Share capital in Euro: 599,340 fully paid up

TAX CODE/VAT NO. 01255170050

SHAREHOLDERS' MEETING NOTICE OF CALL

The parties entitled to participate and exercise their voting rights at the Shareholders' Meeting of STAR7 SpA ("**STAR7**" or the "**Company**") are called, in the manner indicated below, to the Shareholders' Meeting, on first call, for 27 April 2024 at 11 a.m. in Alessandria, Frazione Valle San Bartolomeo, Via Alessandria No. 37/b and, if necessary, on second call for **7 May 2024**, at the same time and place, in order to resolve on the following:

AGENDA

1. Approval of the Financial Statements for the year ended 31 December 2023 and acknowledgment of the consolidated financial statements for the year ended 31 December 2023; related and consequent resolutions.
2. Allocation of the profit for the year; related and consequent resolutions.
3. Appointment of the Board of Directors; related and consequent resolutions.
 - 3.1 Determination of the number of members of the Board of Directors.
 - 3.2 Determination of the term of office of the members of the Board of Directors.
 - 3.3 Appointment of Directors.
 - 3.4 Appointment of the Chairman of the Board of Directors.
 - 3.5 Determination of the remuneration of the Directors.
4. Appointment of the Board of Statutory Auditors; related and consequent resolutions.
 - 4.1 Appointment of the members of the Board of Statutory Auditors and its Chairman.
 - 4.2 Determination of the remuneration of the members of the Board of Statutory Auditors.
5. Appointment of statutory auditor for the financial years 2024-2026; related and consequent resolutions.

The shareholders' meeting is expected to be held in second call.

-ENTITLEMENT TO PARTICIPATE AND VOTE IN SHAREHOLDERS' MEETINGS

Pursuant to Article 106 of Decree-Law No. 18 of 17 March 2020 "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency from COVID-19 " (converted, with amendments, by Law No. 27 of 24 April 2020), as amended by Article 3, paragraph 6 of Decree-Law No. 183 of 31 December 2020 (converted, with amendments, by Law No. 21 of 26 February 2021) and extended, most recently, by Article 3 of Decree-Law No. 228 of 30 December 2021 (converted, with amendments, by Law No. 15 of 25 February 2022), participation in the shareholders' meeting by shareholders and the exercise of voting rights may take place **exclusively by conferring the appropriate proxy to the Appointed Representative** pursuant to Article 135-undecies de. Legislative Decree No. 58 of 24 February 1998 "TUF". For the specific procedures, please refer to the information below in the dedicated paragraph ("Proxy to the Appointed Representative of the Company").

Any changes and/or additions to the information contained in this notice of call will be made available in a timely manner through the Company's website and in the other ways provided for by the regulations in force.

INFORMATION ON SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

The subscribed and paid-up share capital amounts to €599,340 and is represented by 8,999,752 ordinary shares of the Company, all with no indication of the nominal value expressed. Each share entitles the holder to one vote.

On the Company's website, at the address www.star7.com (Information for Shareholders section) you can find detailed information on the amount of the share capital and its composition.

RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA BEFORE THE SHAREHOLDERS' MEETING

Shareholders who are entitled to vote and who have been duly authorised in accordance with the forms provided for in the applicable regulations may submit questions on the items on the agenda by sending them in writing (registered letter with acknowledgement of receipt) to the Company's registered office in Alessandria, Frazione Valle San Bartolomeo, Via Alessandria 37/b, no later than the record date, i.e. no later than 18/04/24, or by sending a certified email to the following address: star-7@pec.star-7.com, or by sending an email to: ufficio.legale@star-7.com.

The questions submitted as above, pertaining to the items on the agenda, will be answered by publication on the Company's website at [https:// www.star-7.com](https://www.star-7.com) (Investor Relations - Shareholders' Meeting) by 26/4/22.

ENTITLEMENT TO PARTICIPATE AND THE RIGHT TO VOTE

Pursuant to Article 83-*sexies* of the TUF and Article 13.3 of the Articles of Association, the entitlement to participate in the Shareholders' Meeting and to exercise the right to vote is evidenced by a communication to the Company by the intermediary, in accordance with its accounting records, in favour of the party entitled to vote, on the basis of the evidence relating to the close of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting in the first call (coinciding with 18/04/24 - "record date"). Those who become holders of the Company's shares only after that date will not be entitled to participate and vote in the Shareholders' Meeting. The notice of the intermediary referred to in this point must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call (i.e., by 24/04/24). Entitlement to participate in the Shareholders' Meeting and to vote remains unchanged in case the communications are received by the Company after this deadline, provided that they are received before the beginning of the meeting's work for each single call.

Directors and Statutory Auditors as well as other persons entitled by law, other than those with voting rights, may participate in the Shareholders' Meeting by means of audio/telecommunication means that also guarantee their identification. The instructions for participation in the Shareholders' Meeting by audio/telecommunication means will be made known by the Company to Computershare, to the Directors and Statutory Auditors, as well as to others entitled to participate, other than those with voting rights.

REPRESENTATION AT THE SHAREHOLDERS' MEETING

Pursuant to Article 106 of Legislative Decree 17 March 2020, as amended, the participation in the Shareholders' Meeting of those entitled to vote is permitted exclusively through the Appointed Representative of the Company pursuant to Article 135-*undecies* of the TUF, to whom a proxy must be conferred, in the manner and under the conditions indicated below; the aforementioned Appointed Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF, by way of derogation from Article 135-*undecies*, paragraph 4 of the TUF.

ADDITIONS TO THE AGENDA

Pursuant to Article 126-*bis* of the TUF, shareholders, who, also jointly, represent at least one fortieth of the share capital, may request in writing, within 10 days of the publication of this notice (12/04/2024), additions to the list of items to be discussed, indicating in the request the additional items proposed, or submit resolution proposals on items already on the agenda. Shareholders in favour of whom Star7 S.p.A. has been provided with a certificate of shareholding issued by an

authorised intermediary in accordance with the laws in force at the time, are entitled to request the addition of items to the agenda or to propose resolutions. Applications must be received in writing, within the aforementioned deadline, by sending them by certified email to star-7@pec.star-7.com or by email to ufficio.legale@star-7.com, together with a copy of the certificate of shareholding issued by the intermediaries who maintain the accounts on which the applicants' shares are registered. By the same deadline and in the same manner, any proposing shareholder must submit a report setting out the reasons for the proposed resolutions on the new items to be dealt with or the reasons for any additional proposed resolutions on items already on the agenda. Any additions to the list of items to be dealt with by the Shareholders' Meeting or the submission of further proposals for resolutions on items already on the agenda shall be announced in the same manner as that prescribed for the publication of the notice of call at least fifteen days before the date set for the Shareholders' Meeting in the first call. The report shall be sent to the Company's administrative body by the deadline for submitting the request for additions. At the same time as it publishes the notice of any additions to the agenda or any further proposals for resolutions on items already on the agenda, the administrative body shall make available to the public, in the same form as the documents relating to the Shareholders' Meeting, the abovementioned reports drawn up by the requesting shareholders, together with any assessments thereof. It should be noted that no additions may be made to items on which the Shareholders' Meeting resolves in accordance with the law, at the proposal of the administrative body or on the basis of a draft or a report prepared by it, other than those referred to in Article 125-ter, paragraph 1 of the TUF.

PRESENTATION OF INDIVIDUAL PROPOSALS FOR RESOLUTIONS ON THE ITEMS ON THE AGENDA

In view of the fact that participation in this Shareholders' Meeting is only possible through the Appointed Representative and that - as indicated by Consob in its Communication 3/2020 of 10 April 2020 (the "**Consob Communication**") - it is not possible to submit individual proposals directly to the Shareholders' Meeting through the Appointed Representative, with reference to the present Meeting, all shareholders who are entitled to exercise this right in the forms provided for by the applicable regulations may submit individual proposals for resolutions on the items on the agenda by sending them on paper by 20/04/24 (together with a copy of an identity document) to the Company's registered office at Alessandria, Fraz. Valle San Bartolomeo, Via Alessandria 37/b - or by certified email to the following address: star-7@pec.star-7.com, or by email to: ufficio.legale@star-7.com. It is recommended that proposals be formulated in a clear and comprehensive manner, preferably accompanied by a report setting out the reasons for the proposal. After verifying the

relevance of the proposals in relation to the agenda, as well as their completeness and compliance with the applicable regulations, the Company will publish all the proposals received (and any accompanying explanatory reports) by 24/04/24 on the Company's website at <https://www.star-7.com> (Investor Relations-Shareholders' Meeting section) and on the authorised storage mechanism "1info" at www.1info.it.

PROXY TO THE APPOINTED REPRESENTATIVE OF THE COMPANY

Pursuant to the Decree, the Shareholders' Meeting may be held by means of audio/teleconferencing and participation in the Shareholders' Meeting by those entitled to vote is permitted exclusively through the Appointed Representative. Without prejudice to the above, the Company has appointed Computershare

S.p.A. (the "**Appointed Representative**") – with registered office in via Mascheroni No.19, Milan – to represent the shareholders pursuant to Article 135-undecies of the TUF, of the aforementioned Decree, as well as pursuant to Article 12.3 of the Articles of Association. Shareholders wishing to attend the Shareholders' Meeting must therefore grant a proxy to the Appointed Representative, with instructions on how to vote on all or some of the proposed resolutions on the agenda items, using the specific proxy form prepared by the Appointed Representative in agreement with the Company and available on the Company's website at <https://www.star-7.com> (Investor Relations - Shareholders' Meetings section). The proxy form with the voting instructions must be submitted in accordance with the instructions on the Company's proxy form by the end of the second trading day prior to the date set for the Shareholders' Meeting on first call by 25/4/2024 **and on second call by 03/05/2024**. Within the same deadlines, the proxy and voting instructions may be revoked.

The proxy, thus conferred, is effective only for proposals in relation to which voting instructions have been given. It should be noted that the shares for which proxy has been conferred, even partially, are counted for the purpose of the quorum of the Shareholders' Meeting. In the case of proposals for which no voting instructions have been given, the shares are not taken into account for the purpose of calculating the majority and capital share required for the approval of resolutions.

It should also be noted that the Appointed Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4 of the TUF, in the manner and within the deadlines indicated on the aforementioned Company website. The Appointed Representative may be contacted for clarification or information on +39 06 4541 7401 (on office days, from 10 a.m. to 1 p.m. and from 2 p.m. to 5 p.m.) or at the email address ufficiorm@computershare.it.

POSTAL VOTING

There are no postal or electronic voting procedures

DOCUMENTATION

The explanatory reports of the Directors on the items on the agenda with the relative proposals for resolutions, and the further documentation relating to the Shareholders' Meeting required by the regulations in force, including the Annual Financial Report for the year 2023 of STAR7 S.p. A, the Reports of the Board of Statutory Auditors and of the Independent Auditors, the Report on the Remuneration Policy and on the remuneration paid, and the Information Document pursuant to Article 84-bis of Consob Regulation No. 11971 of 14 May 1999 (the "Issuers' Regulation"), will be made available to the public within the terms of the law, at the registered office, the authorised storage mechanism "1info", at [ww.1 info.it](http://www.1info.it), as well as by publication on the Company's website, at www.star-7.com (Investor Relations - Shareholders' Meetings section). Shareholders and others entitled to participate in the Shareholders' Meeting who wish to access or obtain a copy of this documentation must make a request to the following certified email address star-7@pec.star-7.com or to the email address ufficio.legale@star-7.com.

This notice was published on the Company's website [https:// www.star-7.com](https://www.star-7.com) (Investor Relations - Shareholders' Meetings section) on 12/04/24, pursuant to Article 125-bis, paragraph 2, of the TUF, as well as, in extract, on the same date, in the newspaper "Italia Oggi" and will be available at the authorised storage mechanism 1Info, at the address www.1info.it.

Alessandria, 12/4/2024

For the Board of Directors The
Chairman
Lorenzo Mondo