



**ARISTON HOLDING N.V.**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

This is a notice for the extraordinary general meeting of shareholders (the "**EGM**") of Ariston Holding N.V. (the "**Company**"), having its official seat in Amsterdam, the Netherlands, to take place on 19 December 2022, at 11:00 CET. The language of the meeting will be English. Due to the Dutch law measures and recommendations relating to the coronavirus (COVID-19) and in accordance with the temporary Dutch COVID-19 Act (the "**COVID-19 Act**"), shareholders cannot attend the EGM in person. The Company aims to assist its shareholders who wish to attend the EGM by providing the opportunity to participate in the EGM via webcast. The Company urges the shareholders to cast their votes online or by proxy to the agent appointed by the Company who will vote online.

In the event that the COVID-19 Act will not be extended by two months after 1 December 2022, the meeting will be held on 19 December 2022, at 11:00 CET at Hilton Amsterdam Airport Schiphol with address Schiphol Boulevard 701, 1118 BN Schiphol Airport, the Netherlands.

**AGENDA**

The agenda for the EGM is as follows:

1. Opening
2. Approval of the acquisition of the entire issued share capital of CENTROTEC Climate Systems GmbH within the meaning of section 2:107a DCC
  - a. Presentation of the Proposed Transaction (*discussion item*)
  - b. Approval of the Proposed Transaction within the meaning of section 2:107a DCC (*voting item*)
3. Appointment of non-executive directors
  - a. Appointment of Mr. Guido Krass as non-executive director of the Company, under the condition precedent of closing of the Proposed Transaction (*voting item*)
  - b. Appointment of Ms. Antonia Di Bella as non-executive director of the Company, under the condition precedent of closing of the Proposed Transaction (*voting item*)
4. Amendment of the Articles of Association and authorisation of the Executive Chair and lawyers of Houthoff to execute the deed of amendment (*voting item*)
5. Any other business
6. Closing

## EGM DOCUMENTATION

The EGM documentation includes:

- agenda and explanatory notes to the agenda;
- shareholders' circular relating to the Proposed Transaction;
- draft deed of amendment to the Company's Articles of Association;
- statement of the total number of outstanding shares and voting rights at the date of this notice; and
- proxy forms for shareholders,

(together, the "**EGM Documentation**"). All EGM Documentation is available on the Company's website ([www.aristongroup.com](http://www.aristongroup.com)) and is available for inspection at the offices of the Company (Via Broletto 44, 20121, Milan, Italy). Copies may be obtained free of charge by shareholders and other persons entitled to take part in the meeting.

## COVID-19 AND VIRTUAL MEETING

Shareholders cannot attend the EGM in person, due to the measures of the Dutch government related to the coronavirus (COVID-19) and in accordance with the COVID-19 Act. The COVID-19 Act will expire on 1 December 2022, but it is expected that this expiration date will be extended by two months. The Company's board of directors (the "**Board**") is closely monitoring the legislation process. In the event that the COVID-19 Act will not be extended by two months, after 1 December 2022, the meeting will be held 19 December 2022, at 11:00 CET at Hilton Amsterdam Airport Schiphol with address Schiphol Boulevard 701, 1118 BN Schiphol Airport, the Netherlands.

The Board will inform the shareholders via the Company's website ([www.aristongroup.com](http://www.aristongroup.com)) in case the COVID-19 Act will not be extended.

## SHAREHOLDERS

Shareholders can hold shares in the Company in two ways:

- shareholders holding multiple voting shares in registered form (the "**MVS Shareholders**") registered in the Company's shareholders' register (the "**Shareholders Register**") and known to Computershare S.p.A. (the "**Agent**", contact details below); and
- shareholders holding ordinary shares in a securities account with a bank or other account holders (the "**Intermediaries**" and each an "**Intermediary**") participating in the Monte Titoli system (the "**Monte Titoli Participant Account**").

## REGISTRATION AND RECORD DATE

The shareholders are urged to register their votes in advance on the resolutions to be put to the EGM by registration of their proxy as referred to below. It will not be possible to vote during the EGM.

In accordance with the statutory record date as set out in the Dutch Civil Code, only the shareholders who (i) are registered 21 November 2022, after the processing of settlements on that date (the "**Record Date**") in the register established for that purpose by the Board (the "**EGM Register**") and (ii) have given notice of their wish to attend the EGM via the webcast (in accordance with the provisions below), will have the right to attend the EGM.

The EGM Register established by the Board is: (i) in respect of the MVS Shareholders, the Shareholders Register, and (ii) in respect of shareholders holding ordinary shares in a Monte Titoli Participant Account, the administration of the relevant Intermediaries.

## **ATTENDANCE VIA WEBCAST**

The Company wishes to assist its shareholders to attend the EGM electronically by providing an adequate opportunity to follow the EGM. Upon registration and the request of virtual attendance a shareholder will receive an email with the link to follow the EGM via live webcast. Shareholders who did not register in time will not be permitted to attend the EGM in this manner. Please note that additional formalities apply to exercising voting rights, as set out below.

### *MVS Shareholders*

The MVS Shareholders who wish to attend the EGM must submit their attendance request to the Company no later than **17:00 CET on 12 December 2022**, after which the MVS Shareholder will receive the link to follow the EGM via live webcast.

### *Shareholders holding ordinary shares in a Monte Titoli Participant Account*

Shareholders holding ordinary shares in a Monte Titoli Participant Account who wish to attend the EGM, should: (i) request their Intermediary to issue a statement confirming their shareholding (including the shareholder's name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date); and (ii) request to receive the link to follow the EGM via live webcast via email to EGM2022@ariston.com.

Intermediaries must submit the notification of participation to the Agent (contact details below), and the shareholders holding ordinary shares in a Monte Titoli Participant Account must submit the request to receive the link to follow the EGM via live webcast via email to EGM2022@ariston.com, no later than **17:00 CET on 12 December 2022**

## **VOTING**

It will not be possible for shareholders to vote during the meeting.

### *MVS Shareholders*

MVS Shareholders who wish to vote are urged to deposit a duly completed and signed proxy form (including voting instructions). The proxy form is to be received by the Agent by email (contact details below) no later than **17:00 CET on 12 December 2022**.

### *Shareholders holding ordinary shares in a Monte Titoli Participant Account*

Shareholders holding ordinary shares in a Monte Titoli Participant Account who wish to vote (i) shall have to register their shares in accordance with what is stated above, and (ii) shall give their voting instructions through the relevant proxy form published on the Company's website ([www.aristongroup.com](http://www.aristongroup.com)). They can also cast their votes in advance of the EGM via the web procedure made available by Computershare S.p.A. on the Company's website (<https://investor.aristongroup.com/en/home/EGM.html>). The proxy form is to be received by the Agent by email (contact details below) and the online votes have to be cast on the website no later than **17:00 CET on 12 December 2022**.

### **QUESTIONS BY SHAREHOLDERS**

Shareholders can submit questions prior to the EGM. Shareholders who did not register in time will not be permitted to ask questions. The Company may summarise and bundle questions thematically or set further conditions to facilitate the smooth running of the EGM. Any question should relate to the business of the EGM and be submitted by no later than **17:00 CET on 16 December 2022** via email to [EGM2022@ariston.com](mailto:EGM2022@ariston.com). Timely submitted questions will, possibly combined, be answered within reason during the EGM. Persons who submitted questions in advance may be given the opportunity to put follow-up questions during the EGM. The answers will be made available in the minutes of the EGM to be posted on the Company's website ([www.aristongroup.com](http://www.aristongroup.com)).

### **FURTHER INFORMATION**

For further information, please contact:

- Ariston Holding N.V., Investor Relations, Via Broletto 44, 20121, Milan, Italy, or via email: [EGM2022@ariston.com](mailto:EGM2022@ariston.com); and
- the Agent: Computershare S.p.A., Via Monte Giberto 33 – 00138 Roma, email: [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it).

Milan, Italy, 7 November 2022

**Ariston Holding N.V.**

**The Board**