

ZIGNAGO VETRO



ZIGNAGO VETRO S.p.A.
 Registered office Fossalta di Portogruaro (VE) Via Ita Marzotto, 8
 Share capital Euro 8,932,000, subscribed and paid-in for Euro 8,926,308.00
 Tax and Venice Companies Registration Office No.: 00717800247

SHAREHOLDERS' MEETING CALL NOTICE

Those with the right to attend and vote are called to the Ordinary Shareholders' Meeting at the registered office of the company in Fossalta di Portogruaro (VE), Via Ita Marzotto, 8 on April 28, 2023 at 11.30 AM in first call and on May 4, 2023 at the same time and place in second call, to discuss and vote upon the following

AGENDA

- 1) Review and approval of the Financial Statements at December 31, 2022; Directors' Report; Board of Statutory Auditors' Report; Independent Auditors' Report; Presentation of the Consolidated Financial Statements at December 31, 2022 and the Non-Financial Statement;
- 2) Motions on the allocation of the net profit;
- 3) Remuneration Policy and Report: approval of the "Remuneration Policy 2023" contained in Section I, pursuant to Article 123-ter, paragraph 3-bis of Legislative Decree No. 58/98;
- 4) Remuneration Policy and Report: consultative vote on the "Fees paid in 2022" reported in Section II, pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98;
- 5) Authorisation for the purchase and utilisation of treasury shares, with prior revocation, where not utilised, of the previous Shareholders' Meeting motion of April 29, 2022.

SHARE CAPITAL AND VOTING RIGHTS

The share capital subscribed and paid-in amounts to Euro 8,926,308.00, comprising 89,263,080.00 ordinary shares, each with a nominal value of Euro 0.10. At the date of this call notice, the Company holds 495,270 treasury shares in portfolio, comprising 0.5548% of the share capital, for which the voting right is suspended. Any change in treasury shares will be communicated at the Shareholders' Meeting.

Each ordinary share assigns the right to one vote at the Shareholders' Meeting (excluding ordinary treasury shares for which the voting right is suspended in accordance with law). However, the Shareholders' Meeting of April 28, 2015 amended Article 8 of the By-Laws, introducing the loyalty shares mechanism, as per Article 127-quinquies of the CFA. In particular, in accordance with the stated Article 7-bis, two votes are assigned to each ordinary Zignago Vetro share held by the same shareholder of the Company for a continuous period of at least 24 months, from their registration in a special list, set up and maintained by the Company at the registered office. For the list of Shareholders maturing voting and loyalty share voting rights, reference should be made to the website www.zignagovetro.com Investors - Governance - Loyalty Shares section.

RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

In accordance with Article 83-sexies and Legislative Decree No. 58/98 (the "CFA") those who have sent to the company the relative communication through an authorised intermediary based on the accounting records on the seventh trading day before the Shareholders' Meeting, therefore April 19, 2023, have the right to attend and vote at the Shareholders' Meeting. Those who hold shares only after April 19, 2023 will not have the right to attend or vote at the Shareholders' Meeting. The Communication of the intermediary must be received by the Company by the end of the third trading day before the Shareholders' Meeting is held in first call (therefore by April 25, 2023). The right to attend and vote at the Shareholders' Meeting remains valid if the communication of the above-stated intermediary is sent to the Company outside the stated time period, although by the beginning of the relative Shareholders' Meeting.

PARTICIPATION AT THE SHAREHOLDERS' MEETING AND GRANTING OF PROXY

Each shareholder who has the right to attend the Shareholders' Meeting can be represented by written proxy in accordance with current regulations. For this purpose, a proxy form is available at the registered office of the company, on the company website www.zignagovetro.com, Investors - Shareholders' Meeting section, and through authorised intermediaries. The form may be sent to the registered office of the company at Via Ita Marzotto, 8, Fossalta di Portogruaro (VE) for the attention of Mr. Roberto Celot (CFO and Investor Relations Manager) or through certified e-mail to assembleezignagovetro@legalmail.it, sending the documentation in advance to the email address g.canciani@zignagovetro.com. Prior notice does not exempt the proxy granted the right to attend the Shareholders' Meeting from the obligation to declare, in good faith, conformity with the original notified copy and to identify the principal. In accordance with applicable regulations, the proxy must maintain the original proxy form and any voting instructions received for one year from the conclusion of the Shareholders' Meeting. Proxy may also be conferred, in accordance with law, electronically through a document signed in electronic form in accordance with Article 20, paragraph 1-*bis*, of Legislative Decree No 82 of 7 March 2005.

In accordance with the Company By-Laws, a designated agent has not been appointed for the Shareholders' Meeting in accordance with Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998.

Voting may not take place through correspondence or electronic means.

SUPPLEMENTS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS

In accordance with Article 126-*bis* of Legislative Decree No. 58/98 shareholders who, also jointly, represent at least one-fortieth of the share capital, may apply to supplement the Shareholders' Meeting Agenda within 10 days of publication of this notice (April 7, 2023), indicating the further matters proposed or by presenting proposals concerning matters already on the Agenda. The request must be sent by certified email to assembleezignagovetro@legalmail.it at the registered office of the Company at Via Ita Marzotto, 8, Fossalta di Portogruaro (VE) for the attention of Mr. Roberto Celot (CFO and Investor Relations Manager), sending it in advance to g.canciani@zignagovetro.com by means of a digitally signed document. Within the above-stated timeframe certification confirming ownership of the holding, approved by an intermediary who holds the accounts where the shares of the requesting party are registered, must be sent together with a report containing the reasons for resolutions on new matters to be added to the Agenda by the applicant, or the reasoning for the further proposals on matters already on the Agenda. Supplementation is not permitted for matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors or concerning projects or reports other than those prepared in accordance with Article 125-*ter* paragraph 1 of the CFA. The above-stated report, supplemented by any evaluations by the Board of Directors, will be made available to the public at least 15 days before the Shareholders' Meeting (April 13, 2023) using the same means as for the publication of the present notice and the other Shareholders' Meeting documentation, together with the publication of the Agenda supplementation notice or the presentation of further proposals on matters already on the Agenda.

RIGHT TO SUBMIT QUESTIONS REGARDING MATTERS ON THE AGENDA

In accordance with Article 127-*ter* of Legislative Decree No. 58/98, those with the right to vote may submit questions regarding the matters on the Agenda, also before the Shareholders' Meeting, through registered email to assembleezignagovetro@legalmail.it within five business days prior to the Shareholders' Meeting in first call (therefore by April 21, 2023). In order to exercise this right, certification by the intermediary confirming the right to vote must be sent to the Company. For questions submitted, responses will be made at the latest during the Meeting itself. Responses may be provided in written form at the Shareholders' Meeting and made available to all those with voting rights at the beginning of the Shareholders' Meeting.

DOCUMENTATION

Documentation relating to the Shareholders' Meeting, including the reports of the Board of Directors and the proposals regarding the matters of the Agenda, will be made available to the public under the terms and conditions and in the manners established by the applicable regulations, with shareholders and those with voting rights permitted to obtain a copy.

This documentation will be available at the registered office of the company, on the website www.gruppozignagovetro.com www.zignagovetro.com, in the Investors - Governance - Shareholders' Meetings section <https://zignagovetro.com/investitori-governance/> in the Investors section, as well as at the storage mechanism Info at www.linfo.it. More specifically:

- as of March 28, 2023, at the same time as this call notice, the illustrative report on the items on the Agenda is made available;
- on March 30, 2023, the following are made available: the Annual Financial Report, together with the Corporate Governance and Ownership Structure Report prepared in accordance with Article 123-*bis* of Legislative Decree No. 58/1998, the Board of Statutory Auditors' Report, the Auditors' Report, the Non-Financial Statement and the Remuneration Policy and Report prepared in accordance with Article 123-*ter* of Legislative Decree No. 58/1998 and the other documentation required by Article 154-*ter* of Legislative Decree No. 58/98;

The Company thanks the shareholders for their cooperation in the exact execution of this notice and of the underlying laws.

The Company reserves the right to communicate any changes or additions to the information contained in this notice in accordance with any legislative and/or regulatory provisions, or in any case in the interest of the Company and the Shareholders.

ORGANISATIONAL ASPECTS

The shareholders are kindly requested to register at least one hour before the commencement of the Shareholders' Meeting.

Fossalta di Portogruaro, March 15, 2023

On behalf of the Board of Directors

Chairperson Nicolò Marzotto