

## NOTICE OF CONVOCAZIONE OF ORDINARY SHAREHOLDERS' MEETING

The Shareholders are convened to the Shareholders' Meeting at the registered office in Ospitaletto (BS) Via dei Carpini no. 1 at 10:30 am on 28 April 2023, in a single convocation, to discuss and resolve upon the following

### Agenda

- 1) Presentation of the 2022 Annual Report;
- 2) Financial report at 31 December 2022;
  - 2.1 Approval of the Financial statements at 31 December 2022; Management Report prepared by the Board of Directors; Independent Auditors' Report and Report of the Board of Statutory Auditors; Related and consequent resolutions;
  - 2.2 Resolution as to the proposal for the allocation of 2022 profit;
- 3) Report on remuneration policy and remuneration paid - resolution on the second section pursuant to paragraph 6 of Article 123-ter of Legislative Decree 58/1998;
- 4) Authorisation for the purchase and disposal of treasury shares subject to revocation of the resolution of 28 April 2022 for the non-executed part; Related and consequent resolutions.

### INFORMATION ON SHARE CAPITAL ON THE DATE OF NOTICE OF CONVOCAZIONE

The share capital of Sabaf S.p.A., fully subscribed and paid-up, is €11,533,450, consisting of 11,533,450 ordinary shares having the par value of €1.00 each. Each share has one vote. However, pursuant to Article 5-bis of the Articles of Association, the holder of ordinary shares has two votes per share, if the assumptions and conditions envisaged by the laws and regulations in force are met, in relation to shares held continuously for at least twenty-four months and subject to registration on the special list referred to in Article 5-quarter of the Articles of Association (known as increased vote). The regulations on increased vote and the list of shareholders with holdings greater than 5% who have applied for inclusion in the special list are published on the website [www.sabafgroup.com](http://www.sabafgroup.com), under the section "Investors / Corporate Governance / Increased Vote".

To date, the figures relating to the number of shares outstanding and the number of voting rights exercisable are as follows:

Shares	No. of shares making up the share capital	Number of voting rights
Ordinary shares	7,231,422	7,231,422
Ordinary shares with increased vote	4,302,028	8,604,056
<i>TOTAL</i>	11,533,450	15,835,478

At the publication date of this notice, the Company holds 240,968 treasury shares, equal to 2,089% of the share capital.

### RIGHT TO ATTEND

Pursuant to Article 83-sexies of Legislative Decree 58/1998 (TUF) and Article 9 of the Company's articles of association, persons authorised to attend the Meeting are those with voting rights based on communication made to the Company by a licensed intermediary pursuant to applicable regulations, on the basis of accounting entries as at the end of the accounting day on the seventh trading day preceding the date set for the Shareholders' Meeting at single convocation (19 April 2023). Registrations in credit or debit made on the accounts after that deadline are not significant for the purposes of legitimacy to exercise the right to vote at

### SABAF S.p.a.

Via Dei Carpini, 1 - 25035 Ospitaletto - Brescia - Italia

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the Shareholders' Meeting. Those who become entitled to vote after that date do not have a right to attend and vote at the Shareholders' Meeting.

Those entitled to vote at the Shareholders' Meeting may be represented by proxies, within the limits and in respect of the laws and regulations in force, by signing the proxy form available at the registered office at Via dei Carpini 1, 25035 Ospitaletto (BS), or in the Investor Relations section of the website [www.sabafgroup.com](http://www.sabafgroup.com). The proxy may be sent by registered mail to Sabaf S.p.A., Via dei Carpini 1, 25035 Ospitaletto (BS) (for the attention of the Administration and Finance Department) or by email to the certified mailbox: [sabaf@legal.sabaf.it](mailto:sabaf@legal.sabaf.it). If the representative delivers or sends to the Company a copy of the proxy form, even in electronic form, he/she must certify under his/her own responsibility the conformity of the copy with the original and the identity of the delegator.

The proxy is effective only with regard to the proposals for which voting instructions have been given.

The Company has not appointed any Shareholders' Representative, in accordance with Article 135-*undecies* of Legislative Decree 58/1998.

It is not possible to vote by correspondence or by electronic means.

### **ADDITIONS TO THE AGENDA**

Pursuant to Article 126-*bis* of TUF, shareholders who, even jointly, represent at least one-fortieth of the share capital may request, within ten days from publication of the notice of convocation of the Shareholders' meeting, the addition to the list of items to be discussed, indicating the proposed additional items within the request, or submit draft resolutions on items already on the agenda. Within the aforementioned ten-day period, the proposing shareholders must submit a report indicating the reasons for the draft resolution on the new items that they propose to discuss or the reason behind the additional draft resolutions submitted on items already on the agenda. Additions are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, at the suggestion of the directors or based upon a draft or report prepared by them. Additions to the items on the agenda to be discussed or new proposals must be sent by registered post to the Company, in Ospitaletto (BS), Via dei Carpini no. 1, or by email communication to the certified email [sabaf@legal.sabaf.it](mailto:sabaf@legal.sabaf.it). The request must be accompanied by information relating to the identity of the shareholders who submitted it, indicating the total number of shares held and the respective percentage of the share capital, along with certificates attesting to the ownership of the shareholding and a report on the proposed issues to be discussed. The additions to the agenda or the submission of additional draft resolutions on items already on the agenda will be notified, in the forms required for the publication of this notice of convocation, at least 15 days before the date set for the Shareholders' Meeting at single convocation. Additional draft resolutions on items already on the agenda will be made available to the public by the methods set out in Article 125-*ter*, paragraph 1 of the TUF, at the same time as the publication of the notice of submission.

### **RIGHT TO ASK QUESTIONS**

Pursuant to Article 127-*ter* of the TUF, holders of voting rights may submit questions in relation to the items on the agenda, even before the Shareholders' Meeting. Questions must be sent in writing by registered mail to the Company at Via dei Carpini 1, Ospitaletto (BS), or by email to the certified mailbox [sabaf@legal.sabaf.it](mailto:sabaf@legal.sabaf.it). Shareholders providing proof of ownership of shares are entitled to receive a response: to this end, they must produce, even after submitting the question and by the same methods as established for sending the latter, certification issued by the authorised intermediary regarding their share ownership, valid as of that date. If the shareholder has requested that the authorised intermediary issue a communication of his entitlement to attend the Shareholders' Meeting, it is sufficient to include in the request the reference details of such communication issued by the intermediary. For questions received by 6.00 pm on 20 April 2023, once the pertinence of the question and the entitlement of the requesting party have been established, responses will be provided by publishing the responses on the Company's website [www.sabafgroup.com](http://www.sabafgroup.com) in the "Investors - Events and Presentations - Shareholders' Meetings" section no later than 26 April 2023. The Company reserves the right to provide a single response to questions with the same contents.

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## **DOCUMENTATION**

The documentation relating to the Shareholders' Meeting, including the explanatory report of the Board of Directors and draft resolutions on the agenda items, will be made available to the public by the deadline and in the manner established by the laws in force. Shareholders and holders of voting rights may obtain copies. These documents will be available at the registered office and on the Company's website [www.sabafgroup.com](http://www.sabafgroup.com), in the Investors section (<https://www.sabafgroup.com/it/assemblee-degli-azionisti>), as well as on the authorised storage site [emarketstorage.com](http://emarketstorage.com).

Ospitaletto (BS), 29 March 2023

SABAF S.p.A.  
The Chairman of the Board of Directors  
Claudio Bulgarelli

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