



Cembre S.p.A. – Registered office in Brescia – Via Serenissima 9

Share capital € 8,840,000 fully paid up

Registered at Brescia Companies House under no. 00541390175

Website: [www.cembre.it](http://www.cembre.it)

## CALLING OF ORDINARY SHAREHOLDERS' MEETING

The Shareholders are called to the Ordinary Shareholders' Meeting on **April 27, 2021, 9.30 am**, at the registered office in Brescia, via Serenissima no. 9, **on first call** and, if necessary, on second call on April 28, 2021, same place and time, to resolve on the following

### AGENDA

1. Financial statements at December 31, 2020 of “Cembre S.p.A.” and allocation of profit for the year.
  - 1.1. Approval of the financial statements at December 31, 2020, based on prior examination of the Board of Directors' report on operations, the report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements of the Cembre Group at December 31, 2020.
  - 1.2. Allocation of profit for the year and dividend distribution.
2. Report on remuneration policy and compensation paid.
  - 2.1. Approval of the remuneration policy pursuant to art. 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998.
  - 2.2. Resolutions on the “second section” of the report, pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58/1998.
3. Appointment of the Board of Directors.
  - 3.1. Determination of the number of members.
  - 3.2. Determination of the term of office.
  - 3.3. Appointment of members.
  - 3.4. Determination of compensation.
4. Appointment of the Board of Statutory Auditors.
  - 4.1. Appointment of members.

- 4.2. Appointment of the Chairman.
- 4.3. Determination of compensation.
5. Authorisation to purchase and dispose of own shares, pursuant to the combined provisions of articles 2357 and 2357-ter of the Italian Civil Code, as well as art. 132 of Legislative Decree 58/1998 and the associated implementing provisions, based on prior revocation of the authorisation conferred by the Ordinary Shareholders' Meeting on May 20, 2020 for the part not executed.

### **Information on share capital**

The share capital amounts to € 8,840,000, divided into 17,000,000 ordinary shares with a par value of Euro 0.52. At the date of this notice, the Company holds 258,041 own shares, equal to 1.518% of share capital, whose voting right is suspended pursuant to art. 2357-ter of the Italian Civil Code; detailed information on the amount of share capital and its composition is provided on the company website [www.cembre.it](http://www.cembre.it) ("*Investor Relations*" section).

### **Participation in the Shareholders' Meeting and conferral of proxy to the Designated Representative**

Each ordinary share gives the right to one vote at the Company's Ordinary and Extraordinary Shareholders' Meetings.

Pursuant to art. 83-*sexies* of Legislative Decree no. 58/1998, as subsequently amended (the "TUF" - "Consolidated Law on Finance"), the entitlement to attend the Shareholders' Meeting and to exercise voting rights is certified by a communication sent to the company by an intermediary authorised to keep the accounts in accordance with law, based on its accounting records at the end of the accounting day of the seventh open market day before the date set for the Shareholders' Meeting in first call, i.e. April 16, 2021 (the record date); those who only hold company shares after this date, will not be entitled to participate and vote in the Shareholders' Meeting. The intermediary's communication must be received by the Company by the end of the third open market day before the date set for the Shareholders' Meeting in first call (i.e. April 22, 2021). However, this is without prejudice to the legitimate entitlement to attend and vote if the communications are received by the Company after said deadline, provided before the start of Shareholders' Meeting proceedings.

**Pursuant to art. 106 of Decree Law no. 18 of March 17, 2020 (converted with amendments from Law no. 27 of April 24, 2020), as recently amended by art. 3, paragraph 6, of Decree Law no. 183 of December 31, 2020 (converted with amendments from Law no. 21 of February 26, 2021), those holding voting rights can participate in the Shareholders' Meeting exclusively through the designated representative.**

Consequently, the Company assigned the task to Computershare S.p.A. - with registered office in Milan, via Lorenzo Mascheroni no. 19 – of representing the shareholders in accordance with art. 135-undecies of Legislative Decree 58/98 and the aforementioned Decree Law (the "Designated Representative"). Shareholders who wish to attend the Shareholders' Meeting must, therefore, confer a proxy to the Designated Representative

- with voting instructions - on all or some of the resolution proposals regarding the items on the agenda by using the specific proxy form, prepared by said Designated Representative in agreement with the Company, available on the Company's website at the address [www.cembre.com](http://www.cembre.com) ("Investor Relations/shareholders' meetings" section).

The proxy form with voting instructions must be sent by following the instructions on the form itself and on the Company's website by the end of the second open market day before the Shareholders' Meeting (April 23, 2021 where the Shareholders' Meeting is held on first call or April 26, 2021 where the Shareholders' Meeting is held on second call) and the proxy may be revoked before said deadline.

The proxy conferred in this manner is only effective for proposals in relation to which voting instructions have been conferred.

It should also be noted that proxies or sub-proxies may also be conferred to the Designated Representative pursuant to art. 135-novies of the TUF, in derogation to art. 135-undecies, paragraph 4 of Legislative Decree no. 58/98, exclusively through the proxy form, according to the methods and terms indicated in the aforementioned company website.

The attendance at the Shareholders' Meeting (members of Corporate Bodies, the appointed Secretary and the Designated Representative), in consideration of the limitations that may be in place for health requirements, may take place through means of telecommunication with the methods communicated to them individually, in respect of the applicable regulatory provisions for said eventuality.

The Designated Representative will be available for any clarifications or information at the number 0246776829 or via e-mail at the address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Votes cannot be cast electronically or by correspondence.

The Company reserves the right to supplement and/or amend the instructions shown above in consideration of the needs that may arise as a result of the current epidemiological emergency (COVID-19); its developments are unforeseeable at present.

### **Right to request additions to the agenda and present new resolution proposals**

Pursuant to art. 126-bis of the TUF, shareholders who, including jointly, represent at least one-fortieth of the share capital may request, within ten days of the publication of this notice (i.e. by March 26, 2021), additions to the list of topics to be discussed, indicating in the request the proposed additional topics, or to submit resolution proposals on the matters already on the agenda. The legitimate entitlement to exercise said right is certified by a communication to the Company by the authorised intermediary in accordance with art. 43 of the Single Provision on post-trading of Consob and the Bank of Italy of August 13, 2018 ("Regulation of central counterparties, of central depositaries and centralised management activities") (the "**Joint Provision**"). The request must be sent in writing via registered letter to the company's registered office in Brescia, via Serenissima 9, or via e-mail to the certified e-mail address "[amministrazione.cembre@legalmail.it](mailto:amministrazione.cembre@legalmail.it)", provided that it reaches the Company by the above deadline; also by the aforementioned deadline and in the same manner, a report must be sent by any proposing shareholders, stating the reasons for the resolution proposals on the new topics which are proposed to be discussed as an addition to the agenda or the reason relating to the additional resolution proposals presented on topics already on the agenda. Any additions to the agenda or the submission

of additional resolution proposals on topics already on the agenda is published by the Company, in the same forms prescribed for the publication of this call notice, at least fifteen days before the date set for the Shareholders' Meeting on first call (i.e., by April 12, 2021). At the same time as the publication of the news of the addition or the submission, the report prepared by the requesting Shareholders, accompanied by any assessments by the Board of Directors, will be made available to the public in the same manner envisaged for the documentation relating to the Shareholders' Meeting.

It should be noted that additions are not permitted for matters on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the Directors or based on a project or a report drafted by them, other than those set forth in art. 125-ter, paragraph 1, of the TUF.

In relation to the fact that attendance of the Shareholders' Meeting can only take place through the Designated Representative, legitimately entitled shareholders who intend to formulate resolution proposals or vote on the items on the agenda must present them by April 12, 2021. These proposals will be published without delay on the Company's website in order to allow entitled parties to cast their vote in a fully-informed manner, also taking into account said new proposals, and allow the Designated Representative to collect any voting instructions on said proposals.

#### **Right to submit individual resolution proposals before the Shareholders' Meeting**

In addition to the above, taking into account that the Shareholders' Meeting can only be attended through the Designated Representative, persons legitimately entitled to participate in the Shareholders' Meeting who intend to formulate resolution proposals on the items on the agenda are asked to submit them in advance, by April 12, 2021, using the same methods indicated in the previous paragraph. These proposals will be published on the Company's website by April 14, 2021 in order to allow entitled parties to cast their vote in a fully-informed manner, also taking into account said new proposals, and allow the Designated Representative to collect any voting instructions on said proposals. The requesting party must provide the appropriate documentation proving the legitimate entitlement to attend the Shareholders' Meeting and the issuing of the proxy to the Designated Representative for participation in said Shareholders' Meeting.

#### **Right to pose questions on items on the agenda**

Pursuant to art. 127-ter of the TUF, those who are entitled to vote can present questions on items on the agenda also before the Shareholders' Meeting and, nonetheless, before the *record date* (April 16, 2021), by sending the questions via registered letter to the company's registered office in Brescia, via Serenissima 9, or via e-mail to the certified e-mail address "[amministrazione.cembre@legalmail.it](mailto:amministrazione.cembre@legalmail.it)". The legitimate entitlement to exercise said right is certified by a communication to the Company from the authorised intermediary pursuant to art. 43 of the Joint Provision; this certification is not necessary, however, in the event in which the Company receives the communication from said intermediary needed for participation in the Shareholders' Meeting. The responses will be provided by the Company, having verified the relevance of the questions with regards to the agenda of the Shareholders' Meeting and the legitimate entitlement of the requesting party by April 22, 2021, through the publication in an appropriate section of

the website, also in order to allow entitled parties to cast their vote by taking account of the responses to said questions, with the company entitled to provide a single response to questions with the same content.

### **Appointment of the Board of Directors**

Pursuant to art. 15 of the By-laws, the Board of Directors will be appointed in observance of the currently applicable regulations governing gender balance, based on the lists presented by shareholders according to the methods specified hereunder, in which the candidates must be listed by sequential number.

Only shareholders who, alone or together with others, represent the percentage of share capital established by the legal or regulatory provisions are entitled to submit lists. In this regard, it should be noted that, by means of management decision of the Head of Corporate Governance no. 44 of January 29, 2021, Consob determined the stake in share capital required for the submission of lists for the appointment of the Company's Board of Directors at 2.5%.

The lists must be presented to the company's registered office in Brescia, Via Serenissima no. 9, by the twenty-fifth day before the date of the Shareholders' Meeting on first call, i.e. **by Friday April 2, 2021**.

The lists for the appointment of the Board of Directors can also be filed via e-mail to the certified e-mail address "[amministrazione.cembre@legalmail.it](mailto:amministrazione.cembre@legalmail.it)". In the event of the presentation of lists via certified e-mail, the persons submitting lists must send a copy of a valid identity document.

Within the deadline set out in the applicable regulation for the publication of lists by the Company - and, therefore, also after the filing of the list, provided at least twenty-one days before the date set for the Shareholders' Meeting on first call, i.e. by Tuesday April 6, 2021 - the appropriate certification must be filed, issued by an intermediary authorised to keep accounts pursuant to law, which proves ownership, at the time the list is filed at the Company, of the number of shares needed to present said list, through the transmission to said Company (by the authorised intermediary) of the communication set out in art. 43 of the Joint Provision. It should be noted that the ownership of said shareholding is determined with regard to the shares registered in favour of the shareholder on the day on which the lists are filed with the Company.

Note that Directors must meet the requirements set forth by legislation and in the By-laws.

It should also be pointed out that the Shareholders who present a "minority list" are the recipients of the recommendations formulated by Consob by means of communication DEM/9017893 of February 26, 2009.

For more information regarding the methods and the terms, as well as the documentation to be filed for the submission of lists, please refer to the more detailed information in the Directors' Report on item 3 on the agenda and, in general, to the applicable legal and By-law provisions.

Lists that present a total number of candidates equal to or higher than three must be composed of candidates from both genders, so that the gender balance set forth in the currently applicable legislation is respected.

Lists that are presented without compliance with the above-mentioned provisions will be deemed as not submitted.

Lastly, it should be pointed that the lists will also be subject to other forms of publication set out in the currently applicable law and regulatory provisions. In particular, at least twenty-one days before the date of the Shareholders' Meeting (i.e. Tuesday, April 6, 2021), lists are made available to the public at the Company's registered office, on the Company's website and according to the other methods set out in the Consob regulation.

Shareholders who present a list containing a number of candidates greater than half of the members to be elected are invited to formulate – and to send to the certified e-mail address “[amministrazione.cembre@legalmail.it](mailto:amministrazione.cembre@legalmail.it)”. - proposals regarding the matters on which a specific resolution proposal was not formulated by the Directors and, in particular, proposals for the process of appointment of the Board of Directors (determination of the number of members and term of office of the Board of Directors, as well as the annual compensation), with the appropriate advance so that these proposals can be published by the Company at the same time as the lists.

#### **Appointment of the Board of Statutory Auditors**

Pursuant to art. 23 of the By-laws, the Board of Statutory Auditors will be appointed in observance of the currently applicable regulations governing gender balance, based on the lists presented by shareholders according to the methods specified hereunder, in which the candidates must be listed by sequential number.

Only shareholders who, alone or together with others, represent the percentage of share capital established by the legal or regulatory provisions are entitled to submit lists. In this regard, it should be noted that, by means of management decision of the Head of Corporate Governance no. 44 of January 29, 2021, Consob determined the stake in share capital required for the submission of lists for the appointment of the Company's Board of Statutory Auditors at 2.5%.

The lists must be presented to the company's registered office in Brescia, Via Serenissima no. 9, by the twenty-fifth day before the date of the Shareholders' Meeting in first call, i.e. **by Friday April 2, 2021.**

The lists for the appointment of the Board of Statutory Auditors can also be filed through an e-mail to the certified e-mail address “[amministrazione.cembre@legalmail.it](mailto:amministrazione.cembre@legalmail.it)”, pursuant to art. 144-*sexies* of Consob Regulation no. 11971/1999 (the “**Issuers' Regulation**”). In the event of the presentation of lists via certified e-mail, the persons submitting the lists must send a copy of a valid identity document.

Pursuant to art. 144-*sexies*, paragraph 5, of the Issuers' Regulation, in the event in which, on expiry of the deadline for presenting lists as indicated above (Friday, April 2, 2021), only one list has been filed, or only lists presented by shareholders with whom there are significant investment relationships pursuant to the currently applicable law and

regulatory provisions, lists can be presented no later than **12:00 am on Tuesday, April 6, 2021** (the “**Reopening of the Term**”); in the event of the Reopening of the Term, the quorum for the presentation of lists is reduced to half and, therefore, will be 1.25% of share capital.

Pursuant to art. 144-*sexies*, paragraph 4-*quater*, of the Issuers’ Regulation, ownership of the total shareholding held by shareholders who present the list is certified through the transmission to the company, by the intermediary authorised to keep the accounts, of the communication required by art. 43 of the Joint Provision, including after the filing of the list, provided at least twenty-one days before the date set for the Shareholders’ Meeting on first call, i.e. by Tuesday, April 6, 2021. In the event of the Reopening of the Term, the aforementioned communication must be sent to the company by 12:00 am of April 6, 2021. It should be noted that, the ownership of said shareholding is determined with regard to the shares registered in favour of the shareholder on the day on which the lists are filed with the Company.

Note that the Statutory Auditors must meet the requirements set forth by legislation and in the By-laws.

Lists that present a total number of candidates equal to or higher than three must be composed of candidates from both genders, so that the gender balance set forth in the currently applicable legislation is respected.

Lists that are presented without compliance with the above-mentioned provisions will be deemed as not submitted.

It should also be pointed out that the Shareholders who present a “minority list” are the recipients of the recommendations formulated by Consob by means of communication DEM/9017893 of February 26, 2009.

For more information regarding the methods and the terms, as well as the documentation to be filed for the submission of lists, please refer to the more detailed information in the Directors’ Report on item 4 on the agenda and, in general, to the applicable legal and By-law provisions.

The lists will also be subject to other forms of publication set out in the currently applicable law and regulatory provisions. In particular, at least twenty-one days before the date of the Shareholders’ Meeting on first call (i.e. Tuesday, April 6, 2021), lists are made available to the public at the Company’s registered office, on the Company’s website and according to the other methods set out in the Consob regulation. In the event of the Reopening of the Term, pursuant to art. 144-*sexies*, paragraph 5 of the Issuers’ Regulation, the lists submitted for the appointment of the Board of Statutory Auditors must be made available to the public after 12:00 am on April 6, 2021.

### **Documentation**

The documentation relating to the Shareholders’ Meeting, required by the legislation in force, will be made available to the public at the Company’s registered office, in Brescia, via Serenissima no. 9, and will be published on the Company’s website <https://www.cembre.com/investor/assemblee>, as well as on the authorised storage

mechanism “eMarket STORAGE” which can be consulted on the website [www.emarketstorage.com](http://www.emarketstorage.com) according to the following terms:

- at the same time as publication of this notice, the reports relating to the appointment of the corporate bodies pursuant to items 3 and 4 of the agenda;
- at least 30 days before the date of the Shareholders’ Meeting on first call, i.e. by March 28, 2021, the Directors’ Reports on items 1 and 2 on the agenda;
- by March 31, 2021, the annual financial report pursuant to art. 154-*ter* of TUF, together with the Consolidated non-financial declaration as at December 31, 2020 and the Report on corporate governance and ownership structures drafted in accordance with art. 123-bis of the TUF;
- at least 21 days before the date of the Shareholders’ Meeting on first call, i.e. by April 6, 2021, the Remuneration Report drafted in accordance with articles 123-*ter* of the TUF and 84-*quater* of the Issuers’ Regulation, as well as the Directors’ Report relating to item 5 on the agenda;
- at least 15 days before the date of the Shareholders’ Meeting on first call, i.e. by April 12, 2021, the documentation pursuant to art. 77, paragraph 2-bis of the Issuers’ Regulation and art. 15, paragraph 1, letter a) of the Markets Regulation adopted by means of Consob resolution no. 20249/2017 will be filed, with the notice that said filing will be carried out solely at the Company’s registered office.

This call notice is published, according to art. 125-*bis* of the TUF and art. 84 of the Issuers’ Regulation, as well as art. 12 of the Company By-laws, on the Company’s website <https://www.cembre.com/investor/assemblee>, on the authorised storage mechanism “eMarket STORAGE” managed by Spafid Connect S.p.A., which can be consulted on the website [www.emarketstorage.com](http://www.emarketstorage.com), an in extract form in the daily newspaper “Il Giornale”.

Brescia, March 16, 2021

for the Board of Directors  
The Chairman and Managing Director  
Mr. Giovanni Rosani