



## **NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING**

The Shareholders' Meeting of Matica Fintec S.p.A. is convened for an ordinary session on 18 April 2023 at 12:30 on first call and, if necessary, on 28 April 2023, at the same time, on second call, exclusively by telecommunication means, to discuss and resolve on the following.

### **AGENDA**

1. Financial statements as at 31 December 2022, related and consequent resolutions:
  - 1.1 approval of the Company's Financial Statements as at 31 December 2022; reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the group consolidated financial statements as at 31 December 2022
  - 1.2 allocation of the result for the year
2. Appointment for the statutory auditors with reference to the financial years 2023-2025

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### **METHOD OF CARRYING OUT**

The Company has decided to make use of the option established by art. 106, paragraphs 4 and 5, of the Decree Law of 17 March 2020 n. 18, converted, with amendments, by Law 24 April 2020 n. 27 (the "Decree") - as extended by effect of article 3 of the Decree Law of 30 December 2021 n. 228, converted, with amendments, by Law 25 February 2022 n. 15, and as lastly extended by effect of article 3, paragraph 10-undecies of Law Decree 29 December 2022 n. 198, converted, with amendments, by the Law of 24 February 2023 n. 14 – and, therefore, the meeting will take place with the participation of the share capital in **the meeting exclusively through the designated representative** ("Designated Representative") pursuant to article 135-undecies of Legislative Decree no. 58 ("TUF"), in the manner described below, with the exclusion of access to the meeting rooms by shareholders or their delegates other than the aforementioned designated representative.

The 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, in the manner specified below.

The Directors, Statutory Auditors, the secretary of the meeting and the Designated Representative pursuant to article 135-undecies of the TUF, may participate in the Shareholders' Meeting through the use of remote connection systems that allow identification, in compliance with current provisions and applicable.

### **SHARE CAPITAL AND VOTING RIGHTS**

The share capital is equal to Euro 5,478,981.00 divided into no. 10,957,962 ordinary shares with no par value, each of which gives the right to one vote. As of the date of this notice, the Company owns a total of a total of n. 19,800 treasury shares, equal to 0.181% of the share capital.

### **LEGITIMATION TO ATTEND AND VOTE**

Pursuant to art. 83-sexies of the TUF, the legitimacy to participate in the Shareholders' Meeting and to exercise the right to vote - **which can only take place through a Designated Representative** - is certified by a communication to the Company, made by the intermediary, based on the evidence of his records relating to the



end of the accounting day of the seventh open market day prior to the date set for the Shareholders' Meeting (i.e. 5 April 2023 – record date). The credit and debit entries made on the accounts after this deadline are not relevant for the purposes of legitimizing the exercise of the vote in the Shareholders' Meeting; therefore, those who become owners of the Company's shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting. The communication from the intermediary must reach the Company by the end of the third open market day prior to the date set for the Shareholders' Meeting on first call (i.e. by 13 April 2023). However, the entitlement to attend and vote remains valid if the communication is received by the Company after this deadline, provided that it is before the start of the meeting. The communication to the Company is made by the intermediary at the request of the person who has the right to vote.

### **REPRESENTATION AT THE SHAREHOLDERS' MEETING**

The proxy with voting instructions may be conferred, free of charge for the delegating party, to Avv. Paolo Daviddi (who may be replaced by Attorney Donatella de Lieto Vollaro or by Attorney Monica Ronzitti or by Attorney Angelica Codazzi or by Dr. Alessandra Braccio) as Designated Representative of the Company pursuant to art. 135-undecies of the TUF (“**Designated Representative**”) through the specific form available, with the relative indications for compilation and transmission, on the Company's website at the address [www.maticafintec.com](http://www.maticafintec.com) (Investor Relations-Meetings Section), to be sent by the end of the second open market day prior to the date set for the shareholders' meeting, i.e. by **14 April 2023** (or 26 April 2023 in the case of a shareholders' meeting on second call). Within the aforementioned term, the proxy and voting instructions can always be revoked in the same manner as the conferment. It should be noted that the shares for which the proxy, even partial, has been granted are calculated for the purposes of the regular constitution of the Shareholders' Meeting.

Pursuant to the aforementioned Decree, it is possible, alternatively, to grant the same Designated Representative a proxy or sub-proxy pursuant to art. 135-novies TUF, necessarily containing voting instructions on all or some of the proposals on the agenda, by using the appropriate form available on the Company's website [www.maticafintec.com](http://www.maticafintec.com) (Investor Relations-Meetings section), as well as on the website internet [www.borsaitaliana.it](http://www.borsaitaliana.it), Actions/Documents section. For the granting and notification of proxies/sub-proxies, also electronically, the methods indicated in the proxy form must be followed. The proxy must be received by 18:00 on the day before the meeting (i.e. by 17 April 2023 for the first call and by 27 April 2023 for the second call). Within the aforesaid term, the proxy and voting instructions can always be revoked in the aforesaid manner.

### **DOCUMENTATION**

The documentation relating to the Shareholders' Meeting required by current legislation and this notice of call are made available to the public at the registered office and on the Company's website [www.maticafintec.com](http://www.maticafintec.com) (Investor Relations-Shareholders' Meetings section), as well as on the website [www.borsaitaliana.it](http://www.borsaitaliana.it), Actions/Documents section, in accordance with the law. Shareholders are entitled to obtain a copy.

This notice of call is also published, in extract, today, in the newspaper **Il Sole 24 Ore**.

The instructions for participation in the Shareholders' Meeting via telecommunication means will be made known by the Company to the Directors, Statutory Auditors and the Designated Representative as well as to others entitled to attend, other than those entitled to vote.

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



Milan, 3 April 2023

Sandro Camilleri