

*(Translation from the Italian original which remains the definitive version)*

**NOTICE OF CALL  
OF MEETING OF HOLDERS OF PARTICIPATORY FINANCIAL INSTRUMENTS  
ISSUED BY ASTARIS S.p.A.**

The Special Assembly (the “Assembly”) of the Holders of the Participatory Financial Instruments issued by Astaris S.p.A. - formerly Astaldi S.p.A. – is convened on January 18<sup>th</sup>, 2024, at 11:00 a.m. (CET), in single call, to resolve on the following:

**AGENDA**

1. Appointment of the PFI Common Representative pursuant to Article 7.1(a) of the PFI Regulation.
  - 1.1. Determination of the PFI Common Representative’s remuneration.
  - 1.2. Determination of the PFI Common Representative’s term of office.
2. Amendment of articles 1.5, 2.40, 6.1, 7.2, 7.2.2, 7.2.3, 7.9 e 9.2 of the PFI Regulation.

For the purpose of this notice:

“**Liquidation Perimeter**”: means the liquidation perimeter set up by Astaris S.p.A. with board members’ resolution dated May 24<sup>th</sup> 2020 pursuant Article 2447-bis of the Italian Civil Code;

“**Attorney**”: means the attorney of the Liquidation Perimeter;

“**Company**”: means Astaris S.p.A.;

“**PFI**s”: means the participatory financial instruments issued by Astaris S.p.A. on November 5<sup>th</sup> and 6<sup>th</sup>, 2020;

“**PFI Common Representative**”: means the common representative of PFI Holders as defined in Article 7.1(a) of the PFI Regulation;

“**PFI Holders**”: means the PFI holder as defined in Article 1.4 of the PFI Regulation;

“**PFI Regulation**”: means the regulation of the participatory financial instruments issued by Astaris S.p.A., annex B of the Liquidation Perimeter’s setting up resolution dated May 24<sup>th</sup> 2020.

**Entitlement to participate in the Assembly and exercise the voting right**

According to Article 83-sexies of TUF, each PFI Holder is allowed to participate in the Assembly and exercise the voting right provided that a specific communication from the authorized intermediary has been received by the Company no later than January 15<sup>th</sup>, 2024, upon request of the same PFI Holder, certifying the ownership of the related PFIs in accordance to its accounting records. In the event of transfer of the PFIs, the authorized intermediary shall modify the communication already sent, as per the last period set out in the third paragraph of the Article 83-sexies of the TUF.

The right to participate and vote remains valid if the communications are received by the Company after the deadline indicated above, provided that they are received by the beginning of the Assembly.

The PFI Holders who haven’t provided yet the details of the deposit account in order to credit their PFIs shall request such credit following the procedure established by the Company available on the Company’s web site. It must be noted that either the abovementioned details are missing or the information provided are incomplete and/or incorrect and, consequently, the PFI Holder will not be able to send the appropriate communication from the authorized intermediary certifying ownership of the PFI, he cannot participate in the Assembly.

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### **Constitutive and deliberative quorum**

With regard to the items on the agenda, according to Article 7.3 of the PFI Regulation, the Assembly is duly established and can vote with the presence and the affirmative vote of a number of PFI Holders representing more than 50% of the issued PFIs.

At the date, the number of the outstanding PFIs is 3.228.376.592. Each PFI corresponds to one vote.

### **Procedures for holding the Assembly**

In accordance with the provisions of the article 7.2.3 of the PFI Regulations, the entitled parties will be able to participate in the Assembly exclusively via the remote connection called “AgmLive!” which allows participation and the exercise of the right to vote, subject to identification, in compliance with the applicable rules in force.

PFI holders or their delegates wishing to attend the Assembly must first register themselves on the portal <https://www.agmlive.it/nos/astaris2024> (active starting from January 3<sup>rd</sup>, 2024) in order to proceed with the aforementioned identification and obtain the credentials that will allow them to participate in the meeting via videoconference.

Registration on the portal must take place by midnight on January 15<sup>th</sup>, 2024; Please note that, in order to allow the identification of the entitled party, you will be asked to attach (i) a copy of a valid identity document of the person intervening on their own or by delegation/representation; (ii) any documentation proving the power of representation of the person who intervenes on behalf of a legal person, (iii) any delegation form duly completed and signed by the delegating PFI Holder together with his identity document.

For the purposes of validating the intervention at the Assembly, it is recalled the need to receive the communication from the intermediary pursuant to article 83-sexies, 3<sup>rd</sup> paragraph, of the TUF, as indicated above.

The PFI Holder will receive confirmation of registration and correct identification at the same email address used for registration. Persons who have not fully complied with the above requirements will not be accredited to attend the meeting.

On the day of the meeting, PFI Holders or their delegates will be able to participate in the Assembly and exercise their right to vote by accessing the portal <https://www.agmlive.it/nos/astaris2024> with the same credentials; in any case, the PFI Holder or delegate are strongly recommended to connect to the AgmLive! portal from a personal computer or tablet with a stable internet connection.

Furthermore, on the day of the Assembly the PFI Holders or their delegates will also be required to keep available and, if necessary, show a valid identification document to allow correct identification.

Liquidation Perimeter of Astaris S.p.A., through Computershare S.p.A., provides a help desk which can be contacted at the following references: [helpdeskagmlive@computershare.it](mailto:helpdeskagmlive@computershare.it); tel: 06.45230321 available from Monday to Friday (excluding holidays) from 09.30 – 12.30 14.30-17.30 (CET).

Please refer to the Company's website [www.astaldi.com](http://www.astaldi.com), in the section Liquidation Perimeter / Special PFI Meetings / PFI Meeting 18 January 2024 to view the procedures for participation.

### **Representation at the Assembly**

Pursuant to the Italian Legislative Decree of March 7<sup>th</sup>, 2005, no. 82 and in accordance with the methods and limitations set out in article 2372 of the Italian Civil Code, the Holders of PFIs may also appoint a representative to cast their vote by giving a proxy which shall be granted in writing or through a document electronically signed. The proxy can be notified to the Company electronically via the AgmLive! portal up to the deadline of midnight on January 15<sup>th</sup>, 2024.

### **Questions prior to the Assembly**

Those entitled to exercise their voting rights, and in relation to which the Company has received a specific notice from an authorized intermediary pursuant to applicable laws, may ask questions on the items on the agenda before the Assembly. Those who intend to exercise such right shall provide the Company with their questions by January 9<sup>th</sup>, 2024.

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Questions may be submitted in writing a) by e-mail to the address [assemblea\\_sfp@astaldi.com](mailto:assemblea_sfp@astaldi.com) ; b) by certified e-mail to [astaldipade@pec.actalis.it](mailto:astaldipade@pec.actalis.it). Questions received within the aforementioned deadline will be answered, at the latest, during the Assembly itself. Answers may not be provided when the asked questions are not relevant to the agenda.

The questions must be accompanied by the personal data of the PFI Holder (surname and name, place and date of birth) and e-mail or certified e-mail address for the answer in the case of a natural person, or name and tax code and e-mail or certified e-mail address for the answer in the case of legal entity or company, as well as a copy of the communication issued by the authorized intermediary and must reach the Company by the abovementioned deadline.

### **Appointment of the PFI Common Representative**

Regarding points 1, 1.1. and 1.2. on the agenda we remind you that the appointment of the PFI Common Representative is necessary as the current position of Mr. Andrea Abatecola, appointed by decree of the Court of Rome no. 17037 of October 26<sup>th</sup>, 2021, expires at the end of the 2023 financial year.

Pursuant to art. 7.1 (a) of the SFP Regulation, the assembly appoints and dismisses the SFP Common Representative and determines his/her compensation. Pursuant to art. 7.6 of the SFP Regulation, the Common Representative remains in office for a period not exceeding three financial years and can be re-elected.

In order to allow the PFI Holders to exercise the voting right in an aware and informed manner, and to ensure the regular conduct of the Assembly, each PFI Holder can submit the candidacy proposals according to the methods and terms specified below.

The candidacy's proposals shall be forwarded to the Proxy of the Liquidation Perimeter via email to the following address [astaldi.mt@pec.actalis.it](mailto:astaldi.mt@pec.actalis.it) by January 9<sup>th</sup>, 2024, and they will be published, with the manner set forth in the current regulatory and legislative provisions, by the first following day (January 10<sup>th</sup>, 2024).

Each PFI Holder submitting the candidacy's proposals shall forward to the abovementioned email address the communication issued by the authorized intermediary certifying the entitlement to exercise this right either simultaneously to the proposal's submission or later, provided this submission is within the deadline established for the publication of the proposals.

The proposal for the PFI Common Representative's appointment shall be accompanied by a comprehensive information about the personal and professional details of the candidates, as well by a statement of the same candidates certifying the possession of the requirements established by the law and their acceptance of the candidacy and the authorization to personal data processing.

The proposals concerning the appointment of the PFI Common Representative shall include the indication of the proposed annual remuneration for the PFI Common Representative's activity, without prejudice to the limit set by art. 7.1 (a) of the PFI Regulation, as well as the proposal for the term of the office of the PFI Common Representative, which shall not exceed 3 (three) financial years pursuant to art. 7.6 of the PFI Regulation, without prejudice to re-eligibility.

### **Information documents**

The explanatory reports on the items listed in the agenda will be available for the public at the head office of Astaris S.p.A. – Liquidation Perimeter and on the Company's website [www.astaldi.com](http://www.astaldi.com) under the Liquidation Perimeter's section / Special PFI Meetings / PFI Assembly 18 January 2024. The entitled parties may receive a copy of it. This notice is published on today's date integrally on the Company's web site [www.astaldi.com](http://www.astaldi.com) under the Liquidation Perimeter's section / Special PFI Meetings / PFI Assembly 18 January 2024, also available in a courtesy translation into English, and in abridged form on "MF/Milano Finanza" on November 9<sup>th</sup>, 2023.

Eventual adjustments upgrades and clarifications of this notice will be timely provided through the Company's web site [www.astaldi.com](http://www.astaldi.com), under the Liquidation Perimeter's section / Special PFI Meetings / PFI Assembly 18 January 2024, and other ways allowed by the law.

Rome, November 9<sup>th</sup>, 2022

the Representative of the Liquidation Perimeter of Astaris S.p.A.  
Mr. Claudio Sforza