

# OLIDATA S.p.A.

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Registered Office: Rome (RM)-Via Giulio Vincenzo Bona n. 120

Share Capital 21,992,664.00 Int. Paid-up.

Tax Code, VAT No. 01785490408

Rome Company Register No. RM-1678694

## NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders are hereby convened at the registered office in Rome, Via Giulio Vincenzo Bona, on **December 28, 2024 at 11:00 a.m.** in Ordinary and Extraordinary Meeting, in a single call, to discuss and resolve on the following

### Agenda

#### Regular part

1. *Authorization to purchase and dispose of own shares. Related and consequent resolutions.*
2. *Appointment of a director to replace a director who has left office. Resolutions inherent and consequent thereto.*

#### Extraordinary part

1. *Regrouping of ordinary shares in the ratio of 1 new ordinary share with no par value expressed for every 10 old ordinary shares with no par value expressed after cancellation of ordinary shares in the minimum number necessary for overall squaring of numbers without reduction of capital. Related and consequent resolutions.*
2. *Amendments to Articles 6, 7, 8, 11 and 17 of the Articles of Association. Pertinent and consequent resolutions.*
3. *Transaction to write off past losses by voluntary nominal reduction of share capital from 21,992,664 euros to 19,504,860 euros. Related and consequent resolutions.*
4. *Voluntary reduction of the share capital pursuant to Article 2445 of the Italian Civil Code from Euro 19,504,860 to Euro 10,000,000, for a total amount of Euro 9,504,860, to be allocated to zeroing the merger reserve, to the constitution of the legal reserve up to one-fifth of the share capital and, for the remainder, to the available reserve of shareholders' equity. Related and/or consequent resolutions.*

With reference to items 3 and 4 on the agenda in the extraordinary part, it should be noted that the proposals to reduce the share capital: (i) from 21,992,664 Euros to 19,504,860 Euros and (ii) from 19,504,860 Euros to 10,000 Euros. 000, are functional to an overall operation of rationalization of the Company's capital structure, allowing greater flexibility to the equity structure, through the creation of available and distributable funding, also in order to meet the expectations of the capital market, as well as to consider the implementation of programs for the distribution of dividends and the purchase of treasury shares.

By means of the transaction in question, the Company will in fact be able to dispose - thanks to a better and more efficient articulation of its assets - of additional available items to be used, where necessary, for the execution of plans for the purchase of treasury shares or other transactions, in the times and in the manner that will eventually be decided by the competent corporate bodies in compliance with the regulations in force. On the other hand, the greater flexibility of the capital structure would facilitate, in the years to come, a potentially stable dividend distribution policy, also taking into account the Group's income structure and therefore the possibility that only part of the consolidated profit will translate into a profit for the Company.

The operation of voluntary reduction of the share capital referred to in item 3 on the agenda, in the total amount of 2,487,804 euros, will be implemented (effective as of the registration of the relevant resolution in the register of companies) by allocating this amount in full to cover past losses.

The voluntary reduction of share capital referred to in item 4 on the agenda, in the total amount of 9,504,860 euros, will be implemented pursuant to and in accordance with Article 2445 of the Italian Civil Code, by allocating 2,000,000 euros to the legal reserve and 3,258,687 euros to the available reserve in shareholders' equity.

The transactions under items 3 and 4 on the agenda do not involve a reduction in the number of outstanding shares. Any useful information on the aforementioned items (including detailed accounting and balance sheet data) and the report of

the administrative body will be made available on the Company's website in the time and manner required by current regulations.

## **METHODS OF CONDUCTING THE ASSEMBLY PURSUANT TO DECREE LAW MARCH 17, 2020 NO. 18**

Pursuant to Article 106, paragraph 2 of Decree Law No. 18 of March 17, 2020 (the "**Cure Italy Decree**"), the application of which was most recently extended to December 31, 2024 by Article 11, paragraph 2 of Law No. 21 of March 5, 2024, the Company has decided to avail itself of the option to provide that shareholders' participation in the shareholders' meeting shall take place exclusively through the Company's designated representative pursuant to Article 135-undecies of D. Legislative Decree No. 58 of February 24, 1998 ("**TUF**") i.e. through Computershare S.p.A. with registered office in Milan - via Lorenzo Mascheroni, 19 (the "**Designated Representative**"), in accordance with the provisions of the law and current regulations, as better specified below. Shareholders' rights are exercised in the manner set forth below.

Any amendments and/or additions to the information set forth in this notice of meeting will be made available in a timely manner through the Company's website and by other means required by applicable regulations.

## **SHARE CAPITAL INFORMATION - TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

The Company's subscribed and paid-up share capital is 21,992,664.00 euros divided into 192,859,584 ordinary shares, no par value, with voting rights at the Company's ordinary and extraordinary shareholders' meetings. As of the date of publication of this notice of meeting, the Company does not hold any treasury shares. The share capital structure is available on the Company's website at [www.olidata.com](http://www.olidata.com) (*Investor Relations section*).

## **ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING**

Pursuant to Article 83-sexies of the TUF and Article 7 of the Articles of Association, the entitlement to attend the Shareholders' Meeting and exercise voting rights-which may take place exclusively through the Appointed Representative-is subject to the Company's receipt of the communication issued by an authorized intermediary in accordance with current regulations, to be requested by each eligible person, certifying the ownership of the Shares on the basis of the evidence in its accounting records relating to the end of the accounting day of the seventh trading day preceding the date of the Shareholders' Meeting (i.e., **December 16, 2024**, so-called record date). Credit and debit entries made to the accounts after that date will not count toward eligibility to exercise voting rights at the Meeting. Therefore, those who are found to hold the shares only after the record date will not have the right to attend and vote at the Shareholders' Meeting.

The broker's communication must be received by the Company by the end of the third trading day preceding the date set for the Shareholders' Meeting and, therefore, by **December 20, 2024**. It remains, however, without prejudice to the entitlement to attend and vote if the notices are received by the Company after the aforementioned deadline, provided that they are received by the start of the meeting proceedings.

There are no procedures for voting by mail or electronic means.

Attendance at the Shareholders' Meeting by the eligible persons (the members of the Corporate Bodies, the Secretary in charge and the Designated Representative) may also (or exclusively) take place by means of telecommunications in the manner individually communicated to them, in compliance with the applicable regulatory provisions.

## **PARTICIPATION IN THE MEETING BY VOTING BY PROXY FOR THE DESIGNATED REPRESENTATIVE**

In accordance with the provisions of Article 106, Paragraph 4 of the Cura Italia Decree, the application of which was last extended to December 31, 2024 by Article 11, Paragraph 2 of Law No. 21 of March 5, 2024, intervention at the Shareholders' Meeting by those entitled to vote is permitted **exclusively** through the Designated Representative. Proxies may be given, at no cost to the Proxy Grantee (except for any postage expenses), with voting instructions on all or some of the proposals on the agenda.

The proxy must be given by means of the specific proxy form available, with the relevant instructions for completion and transmission, on the Company's website at [www.olidata.com](http://www.olidata.com) (Investor Relations section). The proxy with the voting instructions must be received, together with a copy of an identity document of the Proxy Member with current validity or, if the Proxy Member is a legal person, of the pro tempore legal representative or other person with appropriate powers, together with appropriate documentation certifying their qualification and powers, by the Designated Representative, by the end of the second trading day preceding the date of the Shareholders' Meeting (i.e. by December 23, 2024), in the following alternative ways: (i) transmission of an informatically reproduced copy (PDF) to the certified e-mail address [ufficioroma@pecserviziolitoli.it](mailto:ufficioroma@pecserviziolitoli.it) (subject line "Olidata Shareholders' Meeting Proxy December 2024") from one's own certified mailbox (or, failing that, from one's own ordinary mailbox, in which case the proxy with voting instructions must be signed with a qualified electronic or digital signature); anticipating an informatically reproduced copy (PDF) by ordinary mail to the mailbox [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it) (subject line "Olidata Shareholders' Meeting Proxy December 2024").

The proxy and voting instructions are revocable by the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e., by **December 23, 2024**) in the manner indicated above.

It should be noted that the shares for which the proxy has been given, even partially, are counted for the purpose of the regular constitution of the Shareholders' Meeting. The proxy has no effect with regard to resolutions on proposals for which voting instructions have not been given.

As permitted by the Cura Italia Decree, as an exception to Article 135-undecies, paragraph 4 of the TUF, those who do not wish to avail themselves of the mode of intervention provided for in Article 135-undecies of the TUF may, alternatively, intervene by conferring on the same Designated Representative a proxy or sub-delegation pursuant to Article 135-novies TUF, containing voting instructions on all or some of the proposals on the agenda, by using the proxy/sub-delegation form, available on the Company's website at [www.olidata.com](http://www.olidata.com).

The aforementioned proxies and sub-proxies must be sent in the same manner as indicated above and listed on the proxy form. The proxy must be received no later than 12:00 noon on the day before the Shareholders' Meeting. Within the above deadline, the proxy and voting instructions may always be revoked in the above manner.

For any clarifications regarding the granting of proxy to the Designated Representative (and in particular about the completion of the proxy form and the Voting Instructions and their transmission), you may contact Computershare S.p.A. by e-mail at - [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it) or at the following telephone number (+39) 0645417411 (on open office days, from 10:00 a.m. to 5:00 p.m.).

### **ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS UNDER ARTICLE 126-BIS, PARAGRAPH 1, FIRST SENTENCE, TUF**

Pursuant to Article 126-bis, paragraph 1, of the TUF, Shareholders who, even jointly, represent at least one fortieth of the share capital represented by shares with voting rights may request, within ten days of the publication of this notice of call (i.e., by **December 7, 2024**), to add to the list of items on the agenda to be discussed, indicating in the request the additional items they propose, or submit resolution proposals on items already on the agenda. Sono legittimati a richiedere l'integrazione dell'ordine del giorno i soci in favore dei quali sia pervenuta alla Società apposita comunicazione effettuata ex art. 83-sexies, comma 1, del TUF da un intermediario autorizzato ai sensi della normativa vigente.

Within the aforementioned ten-day period, a report must be submitted by the proposing shareholders stating the reasons for the proposed resolutions on the new matters they propose to deal with, or the reasons for the additional proposed resolutions submitted on the matter already on the agenda. Additions to the agenda are not permitted for matters on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a project or report prepared by them, other than those indicated in Article 125-ter, paragraph 1 TUF.

Requests for additions to the agenda or the submission of new proposals for resolutions on items on the agenda must be sent to the Company in writing, accompanied by information on the identity of the shareholders submitting the request, with an indication of the total percentage held and the references of the notice sent by the intermediary to the Company in accordance with current regulations, by registered letter to the Company's registered office, Via Giulio Vincenzo Bona, 120, to the attention of the Chairman of the Board of Directors, or electronically, by sending it to the following certified e-mail address [olidata@legalmail.it](mailto:olidata@legalmail.it).

Any additions to the agenda or any submission of additional proposed resolutions will be announced by the Company, in the same manner as this notice, at least fifteen days prior to the Shareholders' Meeting (i.e., by **December 13, 2024**). Within the same period, the reports of the requesting or proposing shareholders, accompanied by the Board of Directors' evaluations, if any, will also be made available to the public at the Company's registered office and on its website [www.olidata.com](http://www.olidata.com), as well as at the authorized storage mechanism called 1info ([www.1info.it](http://www.1info.it)).

### **SUBMISSION OF NEW RESOLUTION PROPOSALS UNDER ARTICLE 126-BIS, PARAGRAPH 1, PENULTIMATE SENTENCE, TUF**

Since the Company has decided to avail itself of the option established in Article 106, paragraph 4, of the Cura Italia Decree and to provide, therefore, that the intervention of shareholders at the Shareholders' Meeting will take place **exclusively through the Designated Representative** pursuant to Article 135-undecies of the TUF, without physical participation by shareholders, for the purposes of this Shareholders' Meeting it is expected that those entitled to vote may individually submit to the Company proposals for resolutions on the items on the agenda - pursuant to Article 126-bis, paragraph 1, penultimate sentence, of the TUF - by **December 13, 2024**.

The submission of new proposals for resolutions on items on the agenda, together with appropriate documentation to prove ownership of the shareholding, must be submitted in writing, indicating as reference "Proposals for resolutions pursuant to Article 126-bis, paragraph 1, penultimate sentence, TUF," by registered letter to the Company's registered office, Via Giulio Vincenzo Bona, 120, to the attention of the Chairman of the Board of Directors, or electronically, by sending them to the following certified e-mail address [olidata@legalmail.it](mailto:olidata@legalmail.it)

These proposals, formulated clearly and completely, must indicate the item on the agenda of the Shareholders' Meeting to which they refer and the text of the proposed resolution. Proposed resolutions received by the Company by the deadline and in the manner outlined above will be posted on the Company's website at [www.olidata.com](http://www.olidata.com)

by **December 15, 2024** so that the holders of voting rights can view them for the purpose of granting proxies and/or sub-delegations, with related voting instructions, to the Designated Representative.

For the purposes of the foregoing, as well as in relation to the conduct of the meeting proceedings, the Company reserves the right to verify the relevance of the proposals to the items on the agenda, their completeness and compliance with applicable regulations, as well as the legitimacy of the proposers.

In the event of proposals for resolutions on agenda items that are alternative to those made by the Board, the Board's proposal will be put to a vote first (unless it is withdrawn) and, only in the event that such proposal is rejected, will the proposals of the members be put to a vote. Such proposals, even if there is no proposal from the Board, will be put to the Meeting starting with the proposal submitted by the members representing the largest percentage of the capital. Only if the proposal put to a vote is rejected, the next proposal in order of capital represented will be put to a vote.

#### **RIGHT TO ASK QUESTIONS BEFORE THE MEETING**

Pursuant to Article 127-ter of the TUF, those who are entitled to vote, in favor of whom the Company has received the appropriate notice pursuant to Article 83-sexies, paragraph 1, of the TUF made by an authorized intermediary in accordance with current regulations, may ask questions on the items on the agenda prior to the Shareholders' Meeting. Questions must be transmitted to the Company in writing, no later than the seventh trading day prior to the date set for the Shareholders' Meeting (i.e., **by December 16, 2024**) accompanied by information regarding the identity of the shareholders submitting them, by registered letter to the Company's registered office, Via Giulio Vincenzo Bona, 120, to the attention of the Chairman of the Board of Directors, or electronically, by sending them to the following certified e-mail address [olidata@legalmail.it](mailto:olidata@legalmail.it). Ownership of the voting right may also be attested after the submission of the applications, as long as they are submitted by the third day following the seventh trading day prior to the Shareholders' Meeting (i.e. by - **December 19, 2024**). La Società si riserva di fornire risposta unitaria alle domande aventi lo stesso contenuto.

Applications received by the above deadline will be answered at least three days before the Shareholders' Meeting, i.e., by **December 25, 2024**, after verifying their relevance and the applicant's eligibility, by posting them on the Company's website at [www.olidata.com](http://www.olidata.com)

#### **ITEM 2 ON THE AGENDA IN ORDINARY PART - APPOINTMENT OF A DIRECTOR**

In connection with the integration of the Board of Directors with the appointment of a new director, related to item 2 on the Agenda in the ordinary part, Shareholders are invited to submit their nominations. In order to facilitate the conduct of the Shareholders' Meeting proceedings and the exercise of proxy voting through the Designated Representative as better described in this Notice of Meeting, nominations that may come from shareholders must be sent to the Company well in advance and in any case at least twenty days before the date of the Shareholders' Meeting (i.e., by December 8, 2024). Any proposed nominations from shareholders must be sent by registered mail with return receipt addressed to the Company's registered office, to the attention of the Board of Directors or by certified e-mail to the following address [olidata@legalmail.it](mailto:olidata@legalmail.it), together with declarations in which the individual candidates accept their candidacy and eventual appointment and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed pursuant to the law and the Articles of Association, for the office, including those of independence pursuant to the law and/or the *Corporate Governance Code* of listed companies, if applicable. *Nominations* must be accompanied by a curriculum vitae regarding the candidate's personal and professional characteristics, with an indication of administrative and control positions held in other companies.

For further details and the proposed resolution indicated by the Board of Directors, please refer to the Explanatory Report published in the manner and within the terms of the law.

#### **DOCUMENTS**

The complete documentation relating to this Shareholders' Meeting, including the illustrative reports of the Board of Directors and the proposed resolutions on the items on the agenda, will be made available to the public within the terms and in the manner prescribed by current regulations, with Shareholders and those entitled to vote having the right to obtain copies. Such documentation will be available at the Company's registered office, on its website at [www.olidata.com](http://www.olidata.com) (Investor Relations section), and on the authorized storage system 1Info at [www.1info.it](http://www.1info.it)

**Rome, November 27, 2024**

**The Chairman of the Board of Directors  
Piercarlo Valtorta**