

Notice of call of Shareholders' Meeting

Amendment and replacement of the notice of call published on 26 February 2021 on the Company's website
www.seif-spa.it

Shareholders are called to the Shareholders' Meeting, in first call, on 15 March 2021 at 11.30 a.m. and, if necessary, on 16 March 2021, in second call, at the same time, to discuss and resolve on the following

Agenda

Extraordinary Session

1. **Amendment to Art. 5 (Share Capital and Shares), 9 (Identification of Shareholders or Bondholders), 13 (Takeover Bid and Neutralisation Rule), 14 (Shareholders' Meeting Competencies), 15 (Notice of Call), 18 (Intervention by Telecommunication Means), 19 (Representation at the Shareholders' Meeting), 21 (Shareholders' Meeting Quorum), 24 (Requirements of Professionalism, Integrity and Independence of Directors), 25 (Appointment and Replacement of Directors), 26 (Board Meetings), 33 (Board of Statutory Auditors), 34 (Appointment and Replacement of Statutory Auditors). Related and consequent resolutions.**

Ordinary Session

1. **Approval of the proposal to authorise the purchase and disposal of treasury shares. Related and consequent resolutions.**
2. **Appointment of a new member of the Board of Directors. Related and consequent resolutions.**

It should be noted that the date, place and/or way in which the Shareholders' Meeting is held, as indicated in the notice of call, remain subject to the regulations in force or measures issued by the competent Authorities due to the epidemiological emergency from "COVID-19".

Any changes will be promptly notified in the same way as the publication of the Notice and/or through the information channels provided for by the regulations in force from time to time.

Considering the emergency from "COVID-19" in progress, in compliance with Decree Law no. 18 of 17 March 2020 ("**Decree no. 18**"), converted, with amendments, into Law no. 27/2020, as last referred to in Article 3, paragraph 6, Decree Law no. 183 of 13 December 2020, the Company has established that attendance at the Shareholders' Meeting shall take place exclusively through the designated representative, pursuant to art. 135-*undecies* of Legislative Decree no. 58 of 24 February 1998 ("**Consolidated Law on Finance**").

The designated representative may also be granted proxies or sub-delegations pursuant to Article 135-*novies* of the Consolidated Law on Finance, as an exception to Article 135-*undecies*, paragraph 4, of the same decree, in order to allow the widest possible use of this remote voting tool for all shareholders, in compliance with the fundamental principles of protecting the health of shareholders, employees, representatives and consultants of the Company.

Information on the share capital

The subscribed and paid-up share capital amounts to Euro 2,500,000 represented by 25,000,000 ordinary shares with no par value. Each ordinary share gives the right to one vote. At today's date the Company holds no. 2,415,728 treasury shares.

Attendance at the Shareholders' Meeting

Pursuant to Article 83-*sexies* Consolidated Law on Finance, those in favour of whom the Company has received a specific communication from an authorised intermediary on the basis of the accounting records relating to the end of the 7th (seventh) trading day prior to the date of the Shareholders' Meeting (*i.e.* 4 March 2021 - record

date) are entitled to attend the Shareholders' Meeting and exercise their voting rights - exclusively through the designated representative. Entries made in the accounts after that date are not relevant for the purposes of entitlement to vote at the Shareholders' Meeting.

Pursuant to Article 83-*sexies*, paragraph 4, Consolidated Law on Finance, notifications from intermediaries must reach the Company by the end of the 3rd (third) trading day prior to the date set for the Shareholders' Meeting, i.e. by 10 March 2021. This is without prejudice to the right to participate and vote if the notifications are received by the Company after the aforementioned deadline, provided that they are received by the start of the meeting on the single call.

Pursuant to art. 106, paragraph 2, of the Decree n. 18, the participation at the Shareholders' Meeting of the persons entitled to attend (the Chairman, the Chief Executive Director, Directors, the Chairman of the Board of Statutory Auditors, the other members of the Corporate Bodies, the Secretary in charge, the designated representative, the Independent Auditors and/or employees and/or collaborators authorised by the Chairman), in consideration of the limitations that may arise for the above mentioned health needs, may also (or exclusively) take place by means of telecommunications that allow their identification, it will be communicated, in compliance with the regulatory provisions applicable for this eventuality.

Voting proxies and Designated Representative of the Company

Pursuant to Article 106 of Decree No. 18, each person entitled to participate in the Shareholders' Meeting may be represented by an appointed representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance, that, for the Shareholders' Meeting referred to in this Notice of Call, the Company has identified Studio Legale Trevisan & Associati, with registered office in Viale Majno no. 45, 20122 - Milan, in the person of Mr. Dario Trevisan or his substitutes in the event of his impediment ("**Designated Representative**"), by means of conferment of written proxy and/or sub-delegation, alternatively pursuant to:

- to Art. 135-*undecies* of the Consolidated Law on Finance, by means of the "Appointed Representative Proxy Form", or
- to Art. 135-*novies* of the Consolidated Law on Finance, with the option of using the "Ordinary proxy form" and/or the "Sub-delegation form",

in the manner described below.

- ***Proxy pursuant to Article 135-undecies of the Consolidated Law on Finance ("Proxy form to the Designated Representative")***

The Appointed Representative may be granted a written proxy pursuant to Article 135-*undecies* of the Consolidated Law on Finance, at no cost for the delegating party (except for any postage costs), with voting instructions on all or some of the proposals on the Agenda.

The proxy to the Appointed Representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance must be conferred by completing and signing the specific "Proxy form for the Designated Representative" available, with the relative instructions for completion and transmission, at the Company's registered office and on the Company's website at www.seif-spa.it, *Investor Relations* section.

The Proxy form to the Designated Representative, duly completed, with the relevant written voting instructions, accompanied by a copy of an identity document of the proxy giver (or of the legal representative or proxy holder with appropriate powers, together with the documentation certifying their qualification or powers), shall be received, in original, by the end of the second trading day preceding the date of the Shareholders' Meeting (*i.e.*, no later than 11:59 p.m. on 11 March 2021, if the Shareholders' Meeting is held on first call, or, if the Shareholders' Meeting is held on second call, no later than 11:59 p.m. on 12 March 2021), by courier or registered letter with return receipt to: Studio Legale Trevisan & Associati, Viale Majno no. 45, 20122 - Milan, (Ref. "Proxy for SEIF 2021 Shareholders' Meeting"), or by certified email, to: rappresentante-designato@pec.it. The sending of the proxy, signed with a qualified electronic or digital signature pursuant to current legislation, to the aforementioned certified e-mail address satisfies the requirement of written form.

The proxy and the related voting instructions are revocable within the same terms and in the same manner provided for their conferral.

It should be noted that the shares for which proxy has been conferred, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting. The proxy has no effect with regard to proposals for which no voting instructions have been given.

- **Proxy pursuant to Article 135-novies of the Consolidated Law on Finance ("ordinary proxy and/or sub-delegation")**

As provided for by Decree no. 18, as an exception to Article 135-*undecies*, paragraph 4, of the Consolidated Law on Finance, those who do not intend to use the intervention method provided for by art. 135-*undecies* of the Consolidated Law on Finance may, alternatively, intervene by granting the Designated Representative a proxy and/or sub-delegation pursuant to art. 135-*novies* of the Consolidated Law on Finance (applicable by virtue of the provisions of art. 106, paragraphs 4 and 5, of Decree No. 18), containing voting instructions on all or some of the proposals on the Agenda, with the option to use the "Ordinary proxy form" and/or the "Sub-delegation form", available on the Company's website at www.seif-spa.it, *Investor Relations* section.

The proxies and sub-delegations, together with the related written voting instructions, shall be received by and no later than 12.00 noon on 14 March 2021, if the Shareholders' Meeting is held on first call, or on 15 March 2021, if the Shareholders' Meeting is held on second call, (it being understood that the Designated Representative may accept proxies and/or sub-delegations and/or voting instructions even after the aforementioned deadline, provided that they are received before the start of the Shareholders' Meeting) to Studio Legale Trevisan & Associati, by post, at the address: Viale Majno n. 45, 20122 Milan - Italy, or by certified email, at the address: rappresentante-designato@pec.it or by e-mail, at the address: rappresentante-designato@trevisanlaw.it, (Ref. "Proxy for the SEIF 2021 Shareholders' Meeting").

Proxies and sub-proxies, together with the related voting instructions, are revocable within the same terms and according to the same procedures provided for their conferral.

Furthermore, for any clarifications concerning the granting of proxy to the Designated Representative (and in particular concerning the filling in of the proxy form and the Voting Instructions and their transmission), it is possible to contact the Designated Representative at the addresses indicated above and/or toll-free number 800 134 679.

Integration of the Agenda

Pursuant to Article 16 of the Articles of Association, Shareholders representing at least 10% of the share capital with voting rights at Ordinary Shareholders' Meetings may request, within 5 days of publication of the notice of call of the shareholders' meeting, the integration of the items on the agenda, indicating in the request the additional items proposed. The supplementary notice of the Agenda will be published in at least one of the newspapers indicated in the Articles of Association, no later than the seventh day prior to the date of the Shareholders' Meeting on first call.

Requests for additions to the Agenda must be accompanied by an explanatory report which must be filed at the Company's registered office, to be handed over to the administrative body by the deadline for submission of the request for additions. Additions to the list of items to be dealt with are not permitted for items 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. Additions to the list of items to be discussed are not permitted for items on which the shareholders' meeting resolves, pursuant to law, on a proposal from the directors or on the basis of a project or report prepared by them.

Right to ask questions

Pursuant to art. 16 of the Articles of Association and current legal provisions, Shareholders may ask questions on the items on the Agenda even before the Shareholders' Meeting, by sending an electronic registered letter to amministrazione@pec.ilfattoquotidiano.com. Questions received before the Shareholders' Meeting shall be answered at the latest during the meeting, with the right of the Company to provide a single answer to questions having the same content. The questions must be accompanied by the appropriate certification issued by the

intermediaries with which the shares owned by the shareholder are deposited or, alternatively, by the same communication required for participation in the meeting.

Further information about the rights and the above can be found on the Company's website www.seif-spa.it.

Documentations

The documentation relating to the items on the Agenda is deposited at the registered office and Borsa Italiana S.p.A. and on the Company's website (www.seif-spa.it) in accordance with the law. Shareholders are entitled to obtain copies.

Rome, 26 February 2021

Cinzia Monteverdi
Presidente del Consiglio di Amministrazione