

## Sanlorenzo S.p.A.

Registered office in via Armezzone 3, Ameglia (SP) – Share capital €34,810,125 fully paid-in  
Company Register Riviere di Liguria – Imperia La Spezia Savona and tax code: 00142240464  
www.sanlorenzoyacht.com

### NOTICE OF CALL FOR ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Sanlorenzo S.p.A. (the “**Company**”) is convened on 27 April 2023, at 10:00 a.m. at NH Collection Torino Piazza Carlina, 15 Piazza Carlo Emanuele II, 10123 Turin, in first call, and if necessary, on 28 April 2023 at 10:00 a.m., in second call, to discuss and resolve on the following

#### Agenda

1. Financial statements for the year ended 31 December 2022. Related and consequent resolutions:
  - 1.1 approval of the financial statements and the report on operations for the year ended 31 December 2022. Presentation of the consolidated financial statements of the Sanlorenzo Group as at 31 December 2022. Presentation of the consolidated non-financial statement for financial year 2022;
  - 1.2 proposal for allocation of profit;
  - 1.3 reduction of restriction on the extraordinary reserve up to a maximum amount of €7,320,000 pursuant to Article 110, paragraph 8, of Italian Decree-Law no. 104 of 14 August 2020, converted into law with amendments by Italian Law no. 126 of 13 October 2020.
2. Report on the policy regarding remuneration and fees paid:
  - 2.1 approval of the Remuneration Policy pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of Italian Legislative Decree no. 58 of 24 February 1998;
  - 2.2 resolution on the “Second section” of the Report on the policy regarding remuneration and fees paid, pursuant to Article 123-ter, paragraph 6 of Italian Legislative Decree no. 58 of 24 February 1998.
3. Resolutions following the resignation of two directors:
  - 3.1 determination of the number of members of the Board of Directors: confirmation of the composition of the Board of Directors at 12 members, or reduction of the composition to 11 members, or reduction of the composition to 10 members;
  - 3.2 in the event of confirmation of the 12-member composition of the Board of Directors or determination of the 11-member composition:
    - 3.2.1 appointment of two new directors or one new director;

**3.2.2** determination of the related term of office;

**3.2.3** determination of the related remuneration.

## **Methods of conducting the Shareholders' Meeting**

Pursuant to Article 106, paragraph 4, of Italian Decree-Law no. 18 of 17 March 2020, converted with amendments by Italian Law no. 27 of 24 April 2020 and as last extended until the date of 31 July 2023 by Italian Law no. 14 of 24 February 2023, converting Italian Decree-Law no. 198 of 29 December 2022 (the “**Cura Italia Decree**”), the participation in the Shareholders' Meeting of those entitled to vote shall take place **exclusively** through the designated representative pursuant to Article 135-*undecies* of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the Italian Consolidated Law on Finance or “**TUF**”). The Company has identified the designated representative in Monte Titoli S.p.A., with registered office in Milano, (MI - 20123), Piazza degli Affari 6, (“**Monte Titoli**” or the “**Designated Representative**”).

## **Share Capital**

As of the date of this notice, the subscribed and paid-in share capital is equal to €34,810,125.00 and is represented by no. 34,810,125 ordinary shares, without par value. Each ordinary share entitles the holder to one vote, except for the shares which have obtained increased voting right (in the ratio of two voting rights for each share).

As of the date of this notice, the Company holds no. 123,202 treasury shares, for which voting rights are suspended in accordance with Article 2357-*ter* of Italian Civil Code.

The Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), “Corporate Governance/Shareholders' Meeting” section) provides detailed information on the amount of share capital and its composition.

## **Entitlement to participate and vote at the Shareholders' Meeting**

Pursuant to Article 83-*sexies* of the TUF, the persons entitled to attend the Shareholders' Meeting and exercise their voting rights, **exclusively** through the granting of specific proxy and/or sub-proxy to the Designated Representative, are those in favour of whom entitlement to attend the Shareholders' Meeting and exercise voting rights is certified, at their request, by a communication to the Company made by the intermediary, in accordance with their accounting records at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. **18 April 2023 (record date)**; those resulting holders of the Company's shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting; the intermediary's communication must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting in first call (i.e. by 24 April 2023); nevertheless, the right to attend and vote remains only through the granting of a proxy or sub-proxy to the Designated Representative, if the communications are received by the Company after that deadline, provided that they are received by the beginning of the Shareholders' Meeting.

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

The proxy to the Designated Representative, pursuant to Article 135-*undecies* of the TUF, must be conferred, without charge for the delegating party (except for any shipping costs), by means of the specific proxy form available, with the relative indications for completion and submission, on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "Corporate Governance/Shareholders' Meeting" section).

The proxy shall contain voting instructions on all or some of the proposals on the agenda and shall be effective only for those proposals in relation to which voting instructions will be conferred.

The original of the proxy, along with a copy of the delegating Shareholder's valid identification document or, if the delegating Shareholder is a legal entity, that of the *pro tempore* legal representative or other authorized person, along with adequate documentation certifying their qualification and powers, must reach the Designated Representative by the end of the second trading day prior to the date of the Shareholders' Meeting on first and second call (i.e. by 25 April 2023 and 26 April 2023 respectively) with the following alternative methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail (PEC) address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "Proxy for Sanlorenzo 2023 Shareholders' Meeting") from one's own certified e-mail (PEC) address (or, failing that, from one's own ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered letter with return receipt, to the address Monte Titoli S.p.A. – to the attention of: Register & AGM Services Office, Piazza degli Affari no. 6, 20123 Milano (Ref. "Proxy for Sanlorenzo 2023 Shareholders' Meeting"), sending in advance an electronically reproduced copy (PDF) by ordinary e-mail to the following address: [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "Proxy for Sanlorenzo 2023 Shareholders' Meeting").

The proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting on first and second call (i.e. by 25 April 2023 and 26 April 2023 respectively) through the above mentioned modalities.

Pursuant to the Cura Italia Decree, the Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the same decree.

Those who do not make use of the proxy option pursuant to Article 135-*undecies* of the TUF may grant proxies or sub-delegations pursuant to Article 135-*novies* of the TUF, with relative written voting instructions, using the appropriate proxy/sub-proxy form available on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "Corporate Governance/Shareholders' Meeting" section). To grant proxies/sub-proxies, the same procedures set forth above and indicated in the proxy form shall be followed. The proxy/sub-proxy must be received by and no later than 6:00 p.m. on the day prior to the Shareholders' Meeting (it being understood that the Designated Representative may accept proxies and/or instructions even after the aforementioned deadline and before the opening of the Meeting). The proxy pursuant to Article 135-*novies* of the TUF and the related voting instructions may always be revoked within the aforesaid term.

Participation will be organised by means of telecommunications that guarantee the identification reserved for the Designated Representative, directors and auditors, as well as other persons entitled to vote pursuant to the law or the by-laws or in any case invited by the chairman, other than those who have the right to vote. The instructions for participation in the Shareholders' Meeting by means of telecommunications will be made known by the Company to the aforesaid persons.

## **The right to ask questions before the Shareholders' Meeting**

Pursuant to Article 127-ter of the TUF, those who have the right to vote and in favour of whom the Company has received a specific communication from an authorised intermediary in accordance with current regulations, may ask questions on the items on the agenda even before the Shareholders' Meeting, by sending a registered letter addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (SP), to the attention of Attilio Bruzzese, or by electronic communication to the certified e-mail (PEC) address: corporate.affairs@cert.sanlorenzoyacht.com.

Applications must be submitted no later than the seventh open market trading day prior to the Shareholders' Meeting, i.e. **18 April 2023**. Questions received within this deadline will be answered, at the latest, on the second day before the Shareholders' Meeting by 12:00 p.m., also through publication on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting" section).

No answer will be due, not even at the Shareholders' Meeting, to the questions asked before the meeting, if the information requested is already made available by the Company in "Question and Answer" format on the Company's website (www.sanlorenzoyacht.com, "Corporate Governance/Shareholders' Meeting" section), or the answer is already published in the same section. The Company may provide a composite answer to questions with the same content.

## **The right to add to the agenda, to submit further proposals on the items on the agenda and to submit proposals for individual resolutions**

Pursuant to Article 126-bis of the TUF, Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of this notice (i.e. by 7 April 2023), the integration of the list of items to be discussed, indicating in the request the additional items proposed by them or submit proposals for resolutions on items already on the agenda.

Shareholders are entitled to request an addition to the agenda or to submit new resolution proposals if the Company has received a specific communication from an authorised intermediary in accordance with current legislation.

The questions, together with the certification attesting the ownership of the shareholding, shall be submitted in writing by registered letter addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (SP), to the attention of Attilio Bruzzese, or by electronic communication to the certified e-mail (PEC) address corporate.affairs@cert.sanlorenzoyacht.com, accompanied by a report by the Shareholders on the reason of the resolution proposals on the new items they propose to discuss or on the reason of the additional resolution proposals submitted on items already on the agenda.

Any additions to the agenda or the submission of further proposals shall be notified, in the same manner as prescribed for the publication of the notice of call of the Shareholders' Meeting, at least 15 days before the date set for the Shareholders' Meeting, i.e. by 12 April 2023. Supplementation is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the administrative body or on the basis of a plan or report prepared by them that is different to those set out in Article 125-ter, paragraph 1, of the TUF.

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At the same time as the publication of the news relating to the addition or presentation, the report prepared by the requesting Shareholders, accompanied by any evaluations of the administrative body, will be made available to the public, in the same formats provided for the documentation relating to the Shareholders' Meeting.

Since participation and vote in the Shareholders' Meeting shall take place exclusively through the Company Designated Representative, in accordance with Article 126-*bis*, paragraph 1, third sentence of the TUF, those who have the right to vote may individually submit proposals for resolutions on the items on the agenda by 7 April 2023, in order to allow the Company to make them available to the public.

The resolution proposals, together with the certification attesting the ownership of the shareholding, issued by the intermediaries authorised by law, must be received in writing, within the aforesaid deadline, with original signatures, by registered letter addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (SP), to the attention of Attilio Bruzzese, or by electronic communication to the certified e-mail (PEC) address [corporate.affairs@cert.sanlorenzoyacht.com](mailto:corporate.affairs@cert.sanlorenzoyacht.com).

The proposals for resolutions received within the deadline and with the same manners set out in the previous paragraph will be published on the Company's website by 11 April 2023, in order to allow those entitled to vote may view them for the purpose of granting proxies and/or sub-proxies, with the relevant voting instructions, to the Designated Representative.

For the purposes of publication, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable regulations and the legitimacy of the shareholders submitting them.

## **Documentation**

The documentation related to items on the agenda of the Shareholders' Meeting provided for by applicable regulations, together with the proposed resolutions, will be made available to the public at the Company's registered office, on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "Corporate Governance/Shareholders' Meeting" section) and in the authorised storage mechanism "eMarket Storage". Shareholders have the right to obtain a copy.

This notice of call is published today, in full, pursuant to Article 125-*bis* of the TUF and Article 84 of the Issuers' Regulation, on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "Corporate Governance/Shareholders' Meeting" section) and at the authorised storage mechanism eMarket Storage (available at [www.emarketstorage.it](http://www.emarketstorage.it)) and, in extracts, in the newspaper "ilSole24Ore" and in the newspaper "Milano Finanza".

La Spezia, 28 March 2023

For the Board of Directors

The Chairman

Mr. Massimo Perotti