

INFORMATIONS FOR SHAREHOLDERS

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

An annual general meeting of shareholders will be held on 21 April 2023 at 4:00 p.m., sole call, deemed as held at GEFRAN S.P.A. registered office in Via Sebina, n.74, Provaglio d'Iseo (BS).

Following the entry into force of the Italian Law Decree no. 18/2020 so called "*Decreto Cura Italia*" – still valid as per article 3 point 10-*undecies* of the Italian Law of 24 February 2023, no. 14, which converted, with amendments, the Italian Law Decree of 19 December 2022, no. 198 – the Shareholders' attendance at the Shareholders' Meeting shall be made exclusively through the Company-Designated Proxy Holder provided for by article 135-*undecies* of the Consolidated Law on Finance ("*TUF*"), without physical participation by the shareholders.

The Ordinary Shareholders' Meeting is held to discuss and resolve the following

AGENDA

1. Annual financial statements for the year ending 31 December 2022.

Approval of the Annual Financial Statements as of 31 December 2022, complete with the Report on Operations of the Board of Directors, the Report of the Board of Statutory Auditors and the External Auditor's Report. Presentation of the Consolidated Financial Statements for the year ending 31 December 2022. Presentation of the Non-financial Statement prepared under Legislative Decree no. 254/2016. Related and consequent resolutions.

2. Allocation of profit for the year ending 31 December 2022.

Approval of the proposed distribution of dividends. Related and consequent resolutions.

3. Allocation of profit for the year ending 31 December 2022.

Allocation of the remaining portion of annual profit. Related and consequent resolutions.

4. Report on Remuneration Policy and on the compensation paid. Approval of the first section of the Report under paragraph 3-ter of art.123-ter of Legislative Decree no. 58/1998.

5. Report on Remuneration Policy and on the compensation paid. Consultation of the second section of the Report under paragraph 6 of art. 123-ter of Legislative Decree no. 58/1998.

6. Appointment of the Board of Directors.

Determination of the number of members of the Board of Directors.

7. Appointment of the Board of Directors.

Determination of the duration of the office.

8. Appointment of the Board of Directors.

Appointment of the members of the Board of Directors.

9. Appointment of the Board of Directors.

Determination of the remuneration of the members of the Board of Directors.

10. Withdrawal as far as non-used of the previous authorisation to buy and sell own shares and release of new authorisation.

GEFRAN SPA

Via Sebina, 74
25050 Provaglio d'Iseo (BS)
Italy

Tel. +39 030 9888.1
Fax +39 030 9839063
www.gefran.com
info@gefran.com

Cap. Soc. € 14.400.000 i.v.
Reg. Imprese Brescia
03032420170
R.E.A. 313074 BS
Mecc. BS 016227

C.F. 03032420170
P.IVA (TVA-VAT-MWS)
IT03032420170
n. iscrizione Registro
AEE: IT18080000010658

RIGHT TO ATTEND AND EXERCISE VOTING RIGHTS

The share capital amounts to Euro 14,400,000.00, divided into 14,400,000 ordinary shares at a value of Euro 1.00 each. Each share bears the right to one vote.

Pursuant to Article 2357-*ter* of the Italian Civil Code, the company's own shares are excluded from voting rights in accordance with the law, but they are included in the quorum.

Pursuant to Article 2370 of the Italian Civil Code, to Article 83-sexies of TUF and Article 9 of the Company's Articles of Association, the right to participate in the Shareholders' meeting and the right to vote is determined by notification sent to the company by the intermediary according to their accounting books, in favour of the party bearing voting rights, as at the seventh trading day prior to the date scheduled for the shareholders' meeting, which is 12 April 2023. Shareholders who become owners of shares after 12 April 2023 will not be entitled to vote or participate in the shareholders' meeting.

REPRESENTATION IN THE MEETING

The Meeting may be attended exclusively by giving a proxy and/or sub-proxy to the Designated Representative.

Every shareholder holding the right to participate in the Shareholders' meeting can be represented by the Company-Designated Proxy Holder under art. art. 135-*undecies*, Legislative Decree no. 58/98 (TUF - Consolidated Law on Finance) granting to the Company-Designated Proxy Holder a proxy – with voting instructions – by using the form, prepared by the Company-Designated Proxy Holder in agreement with Gefran S.p.A., available on the Company website in the *Investor relations / Governance / Shareholders' Meetings* section (<https://www.gefran.com/governance/shareholders-meetings>).

The proxy form with the voting instructions must be sent in the manners and within the terms described in the notice.

Furthermore, to the Company-Designated Proxy Holder may be conferred delegation or sub-delegations pursuant to Article 135-*novies* of the TUF, also as an exception to the provisions of Article 135-*undecies*, paragraph 4 TUF, following the instructions described in the form available on the Company website in the *Investor relations / Governance / Shareholders' Meetings* section (<https://www.gefran.com/governance/shareholders-meetings>).

Delegations can be granted within the 20 April 2023. With the same manners and within the same term, the entitled Shareholders can withdraw the delegation/sub-delegations and the voting instructions.

RIGHT TO PROPOSE QUESTIONS ON THE TOPICS ON THE AGENDA

Pursuant to Article 127-*ter* of Legislative Decree no. 58/98, Shareholders are entitled to propose questions related to the Agenda up until seven open market days before the Shareholders' meeting (record date), therefore within 12 April 2023 to the electronic mail address gefran@legalmail.it. In order to exercise the right to vote the Company should receive notification from the brokers holding the stock certificates for the shares owned by such Shareholders. The Company shall provide an answer to such questions within 19 April 2023, through its website in the *Investor relations / Governance / Shareholders' Meetings* section (<https://www.gefran.com/governance/shareholders-meetings>).

GEFRAN SPA

Via Sebina, 74
25050 Provaglio d'Iseo (BS)
Italy

Tel. +39 030 9888.1
Fax +39 030 9839063
www.gefran.com
info@gefran.com

Cap. Soc. € 14.400.000 i.v.
Reg. Imprese Brescia
03032420170
R.E.A. 313074 BS
Mecc. BS 016227

C.F. 03032420170
P.IVA (TVA-VAT-MWS)
IT03032420170
n. iscrizione Registro
AEE: IT18080000010658