



CIR S.p.A. – COMPAGNIE INDUSTRIALI RIUNITE

Milan - Via Ciovassino, 1

Share Capital: Euro 420,000,000.00 fully paid up - Comp. Reg. and Tax Code No. 01792930016

Company subject to management and coordination by F.lli De Benedetti S.p.A.

NOTICE CONVENING THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

(published on the Company website on 18 March 2026)

The Shareholders are invited to attend the Shareholders' Meeting, in ordinary and extraordinary session, on single call, on 27 April 2026 at 10:00 a.m. at the registered office, Via Ciovassino no. 1, Milan, to discuss and pass resolution on the following:

AGENDA

Ordinary Session

1. Financial statements for the year ended 31 December 2025 and allocation of the result for the year. Presentation of the consolidated financial statements for the year ended 31 December 2025:
 - a. Approval of the financial statements for the year ended 31 December 2025;
 - b. Allocation of the result for the year.
2. Proposal to authorise the purchase and disposal of treasury shares, subject to revocation of the previous authorisation for the portion not executed.
3. Report on the remuneration policy and on compensation paid as per Art. 123-*ter* of the TUF:
 - a. Binding vote on Section I;
 - b. Advisory vote on Section II.
4. Appointment of the Board of Directors, determination of the number of members, term of office and related remuneration:
 - a. Determination of the number of members;
 - b. Determination of the terms of office of the Board of Directors;
 - c. Authorisation pursuant to Article 2390 of the Civil Code;
 - d. Appointment of the members of the Board of Directors;
 - e. Determination of remuneration pursuant to Article 2389, paragraph 1, of the Civil Code;
5. Appointment of the Board of Statutory Auditors for the years 2026 – 2027 – 2028 and determination of the related remuneration pursuant to Article 2402 of the Civil Code:
 - a. Appointment of Standing Auditors and Alternate Auditors;
 - b. Determination of remuneration.
6. Proposal regarding the approval of the 2026 Stock Grant Plan.

Extraordinary Session

1. Proposal to revoke the resolution concerning the cancellation of treasury shares; consequent amendment of Article 4 of the Company Bylaws. Related and consequent resolutions.

INFORMATION ON THE SHARE CAPITAL

As of the date of publication of this notice, the subscribed and paid-in share capital amounts to € 420,000,000.00 consisting of 916,059,948 shares, with no nominal value expressed. Each share is assigned one vote, except for shares that have accrued increased voting rights pursuant to Article 8 of the Company Bylaws.

As communicated by the Company pursuant to Article 85-bis of the Issuers' Regulation, the total number of voting rights is equal to no. 1,850,764,528.

As of the date of publication of this notice, the Company holds 56,720,488 treasury shares, whose voting rights are suspended pursuant to Article 2357-ter of the Civil Code.

The Company will communicate, pursuant to Art. 85-bis of the Issuers' Regulation, the number of voting rights (where applicable) within the 5th (fifth) trading day from the end of each calendar month and, in any case, within the trading day following the date indicated in Art. 83-sexies, paragraph 2, of the TUF (the so-called record date, i.e., April 16, 2026).

HOW THE MEETING WILL BE HELD

The Company has decided to avail itself of the right given by Art. 106 of Decree Law no. 18 of 17 March 2020 converted with amendments into Law no. 27 of 24 April 2020 and recently amended and postponed for effect of Decree Law no. 200 of 31 December 2025 converted with Law no. 26 of 27 February 2026 until 30 September 2026, which states that attendance at the shareholders' meeting by those with the right to vote may take place exclusively through the representative designated by the Company as per the terms of Art. 135-*undecies* of Legislative Decree no. 58 of 24 February 1998 ("TUF") - as set out in the following paragraph "Attendance of the Shareholders' meeting, voting by proxy and the representative of the Shareholders designated by the Company". The designated representative may also be given proxies in accordance with Art. 135-*novies* of the TUF, in waiver of Art. 135-*undecies*, paragraph 4, of the same decree, following the procedures described below.

Without prejudice to the above, attendance of the meeting by those entitled to attend (directors, statutory auditors, secretary of the meeting and/or notary, representative of the independent auditors, representative designated as per the terms of Art. 135-*undecies* of the TUF and/or employees and/or f collaborators authorised by the Chairman to attend), may also be through means of telecommunication that enable attendees to be identified, by procedures that they will be informed of individually, in compliance with regulations applicable to such cases, without the need for the President and the secretary and/or the Notary to be in the same place.

ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

Entitlement to attend and vote at the Shareholders' meeting - exclusively through the designated representative - is granted to those who hold voting rights at the close of the seventh stock exchange trading day before the date fixed for the annual shareholders' meeting on single call (**16 April 2026** - *Record Date*).

Any persons who are holding ordinary shares of the Company after this date will not be entitled to attend the meeting and cast a vote.

Any credit and debit entries made to accounts after the deadline given above will not be significant in terms of entitlement to exercise a vote at the meeting.

Entitlement to attend the meeting and exercise voting rights - which can be exercised solely through the designated representative - is attested by a notification made to the Company by an authorised intermediary as per the terms of Art. 83-*sexies* of the TUF in favour of the person who has the right to vote based on evidence available at the date of the above-mentioned *Record Date*.

The notification of the intermediary must reach the Company by the close of the third stock exchange trading day preceding the date fixed for the meeting (i.e., by **22 April 2026**). If the notification reaches the Company after the above deadline but before the start of the meeting, the Shareholder still has the right to attend and to vote.

Any holders of shares that have not yet been dematerialised should first present their share certificates to an authorised intermediary for input into the centralised bearing system in electronic form, in accordance with Article 36 of the Joint post-trading Regulation issued by Consob and Bank of Italy on 13 August 2018, and subsequent modifications and integrations, and should request that the notification be sent as above.

ATTENDANCE OF THE SHAREHOLDERS' MEETING, VOTING BY PROXY AND THE REPRESENTATIVE OF THE SHAREHOLDERS DESIGNATED BY THE COMPANY

The Company has identified Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari no. 6 (the "**Designated Representative**" or "**Monte Titoli**"), as its designated representative pursuant to Article 135-*undecies* of the TUF.

Shareholders who wish to attend and vote at the Shareholders' Meeting must, therefore, grant the Designated Representative an appropriate proxy, free of charge for the proxy holder (except for any postage expenses), with voting instructions on all or some of the proposed resolutions on the items on the Agenda, alternatively pursuant to:

- > Art. 135-*undecies* of the TUF, using the "*Proxy form for the Designated Representative*", or
- > Art. 135-*novies* of the TUF, with the right to use the "*Ordinary proxy form*", following the procedures described below.

Proxy as per Art. 135-*undecies* of the TUF ("Proxy form for the Designated Representative")

The proxy to the Designated Representative pursuant to Article 135-*undecies* of the TUF must be conferred by signing the specific "*Proxy form for the Designated Representative*", also in electronic format, made available on the Company website at www.cirgroup.it in the "*Governance/Shareholders' Meetings*" section and must be sent, with the relative written voting instructions, together with a copy of a currently valid identity document of the Proxy Granter or, if the Proxy Granter is a legal person, of the pro tempore legal representative or other party with the appropriate powers, together with suitable documentation attesting to the latter's qualification and powers (copy of a Chamber of Commerce certificate or similar), to the Designated Representative, in one of the following alternative methods:

- (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address RD@pec.euronext.com (subject line "Proxy for CIR Shareholders' Meeting April 2026) from one's own certified mailbox (or, failing that, from one's own ordinary mailbox, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature);
- (ii) transmission of the original, by courier or registered mail with return receipt, to the address Monte Titoli S.p.A., Register Services area, Piazza degli Affari no. 6, 20123 Milan (Ref. "Proxy for the CIR Shareholders' Meeting April 2026) in advance by sending a copy reproduced electronically (PDF) by ordinary e-mail to the following e-mail address: RD@pec.euronext.com (subject "Proxy for the CIR Shareholders' Meeting April 2026");

by the end of the second stock market trading day before the date fixed for the Shareholders' Meeting (i.e. no later than **11:59 pm on 23 April 2026**).

The proxy and the relevant voting instructions given to the Designated Representative as per Art. 135-*undecies* of the TUF can be cancelled by the same deadline (**11:59 pm on 23 April 2026**), following the same procedure as that given for assigning the proxy.

The proxy, thus given, is effective only for the proposals for which voting instructions have been provided.

Proxy/sub-proxy as per Art. 135-*novies* of the TUF ("ordinary proxy")

Those who do not make use of proxies pursuant to Article 135-undecies of the TUF, may grant proxies or sub-proxies to the Designated Representative pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF, necessarily containing voting instructions on all or some of the proposals on the agenda, by using the special proxy/sub-proxy form "*Ordinary Proxy Form*", also in electronic format, made available on the Company website at www.cirgroup.it in the section "*Governance/Shareholders' Meetings*", which, together with the relevant written voting instructions, and together with a copy of a currently valid identity document of the Proxy Granter or, if the Proxy Granter is a legal person, of the pro tempore legal representative or other person with the appropriate powers, together with appropriate documentation attesting to the latter's qualification and powers (copy of a Chamber of Commerce certificate or similar), must be received by the Designated Representative by one of the following alternative methods:

- (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address RD@pec.euronext.com (subject line "Proxy for CIR Shareholders' Meeting April 2026") from one's own certified mailbox (or, failing that, from one's own ordinary mailbox, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature);
- (ii) transmission of the original, by courier or registered mail with return receipt, to the address Monte Titoli S.p.A., Register Services area, Piazza degli Affari no. 6, 20123 Milan (Ref. "Proxy for the CIR Shareholders' Meeting April 2026) in advance by sending a copy reproduced electronically (PDF) by ordinary e-mail to the following e-mail address: RD@pec.euronext.com (subject "Proxy for the CIR Shareholders' Meeting April 2026");

by 6:00 pm on the day before the meeting (although the Designated Representative can accept proxies and/or voting instructions even after said deadline, as long as the meeting has not yet begun). Within this period, the proxy and voting instructions may always be revoked.

The proxy/sub-proxy, thus given, is effective only for the proposals for which voting instructions have been provided.

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In the absence of the communication from the authorised intermediary attesting to the entitlement to participate in the Shareholders' Meeting, the proxy shall be deemed ineffective.

For any clarifications concerning granting proxy to the Designated Representative (and in particular concerning the compilation of the proxy form and the Voting Instructions and their transmission), please contact Monte Titoli by e-mail at RegisterServices@euronext.com or by telephone (+39) 02.33635810 (during open office days, from 9:00 am to 5:00 pm).

It should be noted that shares for which a proxy has been assigned, even partially, are included in the calculation of the regular constitution of the Shareholders' meeting. Regarding proposals for which no voting instructions have been given, the shares will not be included in the calculation of the majority and the amount of capital required to approve the resolutions.

The regular constitution of the Shareholders' Meeting and the validity of the resolutions on the items on the Agenda are governed by law.

No procedures have been set up for postal or electronic voting.

RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA

As per the terms of Art. 127-ter of the TUF, those entitled to vote who wish to ask questions regarding the items on the Agenda of the Shareholders' Meeting can send their questions by registered post with return

receipt (A.R.) to the registered office of the Company or by certified e-mail to the address pec_cirspa@legalmail.it, accompanied by information on the identity of the shareholders who submitted them and the references of the communication sent by the intermediary to the Company pursuant to regulations in force..

Questions must be received by the close of the seventh trading day preceding the date fixed for the Annual Shareholders' Meeting on single call, i.e., by 11:59 pm on **16 April 2026**.

Entitlement to vote may also be certified after the applications have been submitted, but providing it is that within the third day following the seventh open market day preceding the general meeting (i.e., within **19 April 2026**).

To questions received by the above deadline, after verifying their relevance and the legitimacy of the applicant, the Company will provide a relevant written answer by **24 April 2026**, by means of publication on the Company's website in the section "*Governance/Shareholders' Meeting*".

Questions with the same content may receive a single response.

**ADDITIONS TO THE AGENDA
AND SUBMISSION OF NEW PROPOSED RESOLUTIONS PURSUANT TO ART. 126-BIS,
PARAGRAPH 1, TUF**

As per the terms of Art. 126-*bis* of the TUF, Shareholders representing even jointly at least 25% (one fortieth) of the share capital may, within ten days of the publication of this notice (i.e. by **27 March 2026**): (i) request an addition to the items on the Agenda to be dealt with, indicating in their request the further items proposed; or (ii) submit proposed resolutions on subjects already on the Agenda.

It should be noted that the addition of items to the agenda is not permitted for matters on which the shareholders' meeting, pursuant to law, resolves on a proposal by the Board of Directors or on the basis of a project or report prepared by the Directors, other than those referred to in Article 125-*ter*, paragraph 1, of the TUF.

Shareholders in whose favour the Company has received the appropriate communication made pursuant to Article 83-*sexies*, paragraph 1, of the TUF by an authorised intermediary in accordance with current regulations are entitled to request the integration of the agenda.

Within the aforementioned period of 10 (ten) days, a report must be submitted by the proposing shareholders on the matters proposed to be discussed or on the additional resolution proposals submitted on matters already on the Agenda.

The requests for integration of the agenda and the additional proposed resolutions must be submitted in writing by registered mail with return receipt (A.R.) to the Company's registered office or by certified e-mail to pec_cirspa@legalmail.it and must be accompanied by a report stating the reasons for the resolution proposals on the new items proposed for discussion or the reasons for the additional resolution proposals submitted on items already on the agenda, as well as by the certificate(s) issued by an authorised intermediary proving the entitlement to exercise the right.

Notice will be given of any additions to the Agenda and of any new proposed resolutions in the same form as those on this convening notice, together with any assessments of the Board of Directors, at least 15 (fifteen) days before the date fixed for the single calling of the Shareholders Meeting (i.e., by **12 April 2026**), in the same form as the publication of this notice in order to enable those entitled to vote to express themselves in an informed manner also taking into account these new proposals and to enable the Designated Representative to collect voting instructions possibly also on the same.

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

Since the Company has decided to provide that Shareholders attend at the meeting exclusively through the Designated Representative pursuant to Article 135-*undecies* of the TUF, without physical participation by shareholders, for the purpose of this meeting, those entitled to vote may individually submit proposals for resolutions on the items on the agenda by **12 April 2026**.

Such proposals shall be submitted by registered mail with advice of receipt (A.R.) to the Company's registered office or by certified e-mail to pec_cirspa@legalmail.it and shall be accompanied by a text of the resolution on the matter placed on the agenda, as well as the certification(s) issued by an authorised intermediary proving entitlement to exercise the right.

The submitted proposals will be published on the Company's website www.cirgroup.it in the Governance section by **14 April 2026** 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 shall be entitled to verify the relevance of the proposals to the items on the agenda, their completeness and their compliance with applicable regulations, as well as the legitimacy of the proponents.

If there are any alternative resolution proposals to those on the Agenda formulated by the Board of Directors, the Board's proposal will be put to the vote first (unless it is withdrawn) and only if it is rejected will Shareholder proposals be then put to the vote. These proposals, if there are alternatives, will be put before the Shareholders starting with the proposal presented by the Shareholders who hold a greater percentage of the share capital. Only if the first proposal put to the vote is rejected will the next proposal representing the second highest capital percentage be submitted, and so on.

APPOINTMENT OF THE BOARD OF DIRECTORS

With regard to item 4 on the Agenda of ordinary session, please note that the term of office of the Board of Directors expires with the next Meeting: new members must therefore be appointed.

The Board of Directors is appointed pursuant to art. 147-*ter* of the TUF and art. 11 of the Bylaws, to which reference should be made. The Directors are appointed by the Shareholders' Meeting on the basis of lists presented by the Shareholders in which the candidates must be listed by a progressive number. Only Shareholders who, alone or together with other Shareholders, represent at least 2.5% (two point five per cent) of the share capital are entitled to submit lists.

The lists, signed by the Shareholder or Shareholders submitting them, including by proxy to one of them, accompanied by the required documentation, must be filed by the submitting Shareholders at the Company's registered office or sent to the certified email address pec_cirspa@legalmail.it at least 25 days before the date set for the Shareholders' meeting (i.e. by **April 2, 2026**) and will be made public in accordance with the provisions in force.

The lists must be provided together with:

- > the information relating to the identity of the Shareholders who have submitted them, with an indication of the total percentage of shareholding held and one or more certifications, to be filed at the Company's registered office at the same time or, in any case, by **April 2, 2026** proving the ownership of such shareholding(s) at the date of submission of the lists;
- > a declaration by Shareholders other than those who hold, even jointly, a controlling or relative majority shareholding, certifying the absence of connection relationships as indicated by the provisions of the law and regulations in force;

- > a detailed description of the personal and professional characteristics of the candidates, as well as a declaration by the candidates themselves and their acceptance of the candidacy that they meet the requirements laid down by the laws in force and by the Bylaws, including any suitability to qualify as independent pursuant to law or regulation, and with which they certify any activities carried out in competition and their acceptance of the candidacy, as well as the list of administrative and control positions held by them in other companies.

Lists containing three or more candidates must include candidates of different genders, in at least the proportion required under the applicable legislation on gender balance. Lists which fail to comply with the above rules shall be considered as not presented. No Shareholder may present or contribute to the presentation of more than one list, even via an intermediary or trustee. Shareholders subject to the same control pursuant to art. 93 of the TUF or belonging to the same voting syndicate may present or contribute to the presentation of only one list. Each Shareholder can vote for just one list. No one may be a candidate on more than one list, and acceptance of candidature on more than one list constitutes cause for ineligibility. If only one list is presented or admitted, all Directors are appointed from that list. If no list is presented or the number of Directors appointed is smaller than the minimum required by the Shareholders, the Shareholders' Meeting must be reconvened to elect a full Board of Directors.

Shareholders are also invited to take into account the recommendations contained in Consob Communication DEM/9017893 of February 26, 2009.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

With regard to item 5 on the Agenda of ordinary session, please note that the term of office of the Board of Statutory Auditors expires with the next Meeting: new members must therefore be appointed for the financial years 2026-2027-2028.

The Board of Statutory Auditors is appointed pursuant to art. 148 of the TUF and art. 21 of the Company Bylaws, to which reference should be made. The Board of Statutory Auditors is appointed by the Shareholders' Meeting from lists presented by the Shareholders in which candidates must be listed in numerical order.

Only Shareholders who, alone or together with other Shareholders, represent at least 2.5% (two point five percent) of the share capital are entitled to submit lists.

The lists, signed by the Shareholder or Shareholders submitting them, including by proxy to one of them, accompanied by the required documentation, must be filed by the submitting Shareholders at the Company's registered office or sent to the certified email address pec_cirspa@legalmail.it at least 25 days before the date set for the Shareholders' meeting (i.e. by **April 2, 2026**) and will be made public in accordance with the provisions in force.

The lists must be provided together with:

- > the information relating to the identity of the Shareholders who have submitted them, with an indication of the total percentage of shareholding held and one or more certifications, to be filed at the Company's registered office at the same time or, in any case, by **April 2, 2026** providing the ownership of such shareholding(s) at the date of submission of the lists;
- > a declaration by the Shareholders other than those who hold, even jointly, a controlling or a relative majority interest, certifying the absence of connection relations as indicated by the provisions of law and regulations in force;
- > a comprehensive description of the personal and professional characteristics of the candidates, as well as a declaration of the candidates certifying that they meet the requirements set forth in current regulations and in Company Bylaws and that they accept the candidacy, as well as a list of administrative and control positions held by them at other companies.

Lists submitted without full compliance with the requirements set out below shall be deemed not submitted. No Shareholder may submit or participate in the submission of more than one list, including through a third party or fiduciary company; Shareholders subject to common control pursuant to Article 93 of the TUF (Consolidated Law on Finance) or those belonging to the same voting trust may submit or participate in the submission of only one list. Each Shareholder may vote for one list only. Candidates may not appear in more than one list; acceptance of candidacy in more than one list shall constitute a cause of ineligibility. Anyone who exceeds the limits imposed by current laws and regulations regarding the number of positions that may be held in the administrative and control bodies of companies may not assume office and, if elected, shall forfeit the position. Each list consists of two sections: one for candidates for the office of Standing Auditor and the other for candidates for the office of Alternate Auditor. They contain the names of one or more candidates for the office of Standing Auditor and Alternate Auditor, marked by a sequential number and in a number not exceeding the members to be elected. Pursuant to Article 144-*sexies* of the Issuers' Regulation adopted by Consob Resolution No. 11971 and subsequent amendments and additions, in the event that by the deadline for submitting lists only one list has been filed, or only lists submitted by Shareholders who are connected to each other pursuant to the applicable provisions, lists may be submitted up until the third day following such date, i.e. no later **than 5 April 2026**. In this case, the thresholds for submitting lists are reduced by half, and therefore to 1.25% (one point two five percent) of the share capital. Should only one list be submitted or admitted to the vote, all members of the Board of Statutory Auditors shall be drawn from such list. Lists containing three or more candidates must include, in each section, candidates from of both genders.

Shareholders are also invited to take into account the recommendations contained in Consob Communication DEM/9017893 of February 26, 2009.

DOCUMENTATION

The documents relating to the items on the Agenda, as provided for by the regulations in force, including, inter alia, the explanatory report containing the proposed resolutions on the same, shall be made available to the public at the Companies' registered office (in Milan, Via Ciovassino no. 1), at the authorised storage mechanism eMarket STORAGE at www.emarketstorage.com and on the Company's website www.cirgroup.it in the "Governance/Shareholders' Meeting" section, and otherwise in the manner required under applicable regulations and within the terms prescribed therein.

Those entitled to vote are entitled to obtain copies of the submitted documents.

An excerpt of this notice will be published, pursuant to Article 125-*bis* of the TUF, in the daily newspaper "La Repubblica" on 18 March 2026.

Milan, 18 March 2026

For the Board of Directors
The Chairman – Mr. Rodolfo De Benedetti