

Notice of Noteholders' Meeting

Notes named *"Euro 40,000,000 2.40 per cent. Amortising Notes due February 7, 2027"*

ISIN Code: XS2112249086

The noteholders (the **"Noteholders"**) of the notes named *"Euro 40,000,000 2.40 per cent. Amortising Notes due February 7, 2027"* (XS2112249086/211224908), governed by English law (the **"Notes"**) issued on February 7, 2020 by Cimolai S.p.A. (the **"Company"** or the **"Issuer"**) pursuant to the terms and conditions of the Notes dated February 7, 2020, are convened by the Issuer to a meeting (the **"Noteholders' Meeting"** or the **"Meeting"**) on Monday, July 17, 2023 at 10: 00 a.m. (CET) on first call and, if necessary, on second call on Tuesday, July 18, 2023, at 10:00 a.m. (CET), on each of the aforementioned calls at the Company's administrative offices in Porcia (PN), Corso Lino Zanussi no. 26, in the presence of a public notary, pursuant to Article 2415, paragraph 3, of the Italian Civil Code, to discuss and resolve on the following:

AGENDA

1. "Appointment of the Noteholders' Representative, pursuant to Article 2417 of the Italian Civil Code; related and consequent resolutions";
2. "Proposal of Restructuring Plan, pursuant to Articles 40 and 84 of Italian Legislative Decree January 12, 2019, No. 14, ss.mm.ii., submitted by Cimolai S.p.A. to the Court of Trieste (R.G. P.U. No. 5/2022); related and consequent resolutions".

PUBLICATIONS

The draft of the resolution to be proposed to the Noteholders' Meeting for approval has been communicated to the Noteholders and Deutsche Bank AG (London Branch), in its quality of Fiscal and Paying Agent pursuant to the Agency Agreement signed on February 7, 2020 and related to the Notes. An abstract of this notice was published also on the Company's website (together with the above-mentioned draft of the resolution) and on the Italian newspaper "Corriere della Sera", in the terms and manner required by law and the Company's bylaws.

ATTENDANCE AT THE NOTEHOLDERS' MEETING

The convening of the Noteholders' Meeting is governed by the provisions of the Italian Civil Code and are better described below. Noteholders entitled to attend the Noteholders' Meeting shall be those Noteholders who hold the notes at the end of the accounting day of the seventh open market day preceding the date set for the Noteholders' Meeting, *i.e.*, by July 6, 2023 (the **"Record Date"**) and for whom the Issuer has received, pursuant to Article 83-*sexies* of Italian Legislative Decree No. 58 of February 24, 1998 (the **"TUF"**), the relevant communication made by the authorized intermediary, in accordance with its accounting records, to the following certified e-mail address



CIMOLAI S.p.A.

cimolaispa@legalmail.it. Pursuant to Article 83-sexies, paragraph 4, of TUF, notices from intermediaries must be received by the Issuer by the end of the third trading day preceding the date of the Noteholders' Meeting on first call, *i.e.* July 12, 2023. The Noteholders' right to attend the Noteholders' Meeting shall be ascertained by the Issuer also in case the notices from intermediaries are received by the Issuer after the aforementioned deadline, but before the beginning of the meeting proceedings.

FURTHER INFORMATION

For the purpose of exercising their voting rights at the Noteholders' Meeting, the Noteholders are recommended to apply to Deutsche Bank AG (London Branch), as Fiscal and Paying Agent.

Porcia (PN), 16 June 2023

Cimolai S.p.A.

The Chairman of the Board of Directors

Sede Legale
00144 – Roma
Viale Pasteur, 49
scala C, piano 4, int. 8
Tel. +39 06 98180916
info@cimolai.com
cimolaispa@legalmail.it

Capitale sociale € 16.200.000,00 i.v.
Codice fiscale, Partita Iva e Registro
delle Imprese di Roma n. 01507200937
R.E.A RM -1574490
Società unipersonale
Soggetta ad attività di direzione e coordinamento
da parte di LUIGI CIMOLAI HOLDING SpA

Uffici Amministrativi:
- 33080 Porcia (PN)
Corso Lino Zanussi, 26
Tel. +39 0434 5581
Fax +39 0434 361401
amministrazione@cimolai.com