

**ABSTRACT NOTICE CONVENING THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS'  
MEETING OF ORSERO S.P.A.**

Holders of ordinary shares are convened to the Extraordinary and Ordinary Shareholders' Meeting of Orsero S.p.A., **exclusively by means of telecommunication and through the designed representative**, to be held on **April 28, 2026**, at **5:00 PM**, on single call, to discuss and pass resolutions on the following

**AGENDA**

**Extraordinary part**

1. Amendment of Articles 14 (Appointment of the Board of Directors) and 15 (Chairman) of the Articles of Association to bring them into line with the new regulations governing the list of candidates submitted by the Board of Directors upon the renewal of the administrative body; related and consequential resolutions.

**Ordinary part**

1. Approval of the Financial Statements as of December 31, 2025, Integrated Annual Report as of December 31, 2025, Reports of the Directors, Board of Statutory Auditors, and Independent Auditors; Presentation of the 2025 consolidated financial statements; Allocation of the profit for the financial year and distribution of the dividend, partly in cash and partly through the allocation of bonus shares; Related and consequent resolutions. Related and consequent resolutions:
  - 1.1 Approval of the Financial Statements as of December 31, 2025, Integrated Annual Report as of December 31, 2025, Reports of the Directors, Board of Statutory Auditors, and Independent Auditors;
  - 1.2 Allocation of the profit for the financial year and distribution of the dividend, partly in cash and partly through the allocation of bonus shares. Related and consequent resolutions.
2. Report on the "2026-2028 Remuneration Policy and 2025 Fees Paid" pursuant to Art. 123-ter of the TUF:
  - 2.1 Binding resolution on "Section I" on the remuneration policy pursuant to Art. 123-ter, paragraphs 3-bis and 3-ter of the TUF;
  - 2.2 Non-binding resolution on "Section II" on fees paid pursuant to Art. 123-ter, paragraph 6 of the TUF.
3. Appointment of the Board of Directors:
  - 3.1 Determination of the number of members;
  - 3.2 Determination of the term of office;
  - 3.3 Appointment of the members of the Board of Directors;
  - 3.4 Appointment of the Chairman of the Board of Directors;
  - 3.5 Determination of remuneration.
4. Appointment of the Board of Statutory Auditors for the 2026-2028 three-year period:
  - 4.1 Appointment of the Board of Statutory Auditors and its Chairman;
  - 4.2 Determination of remuneration.
5. Approval of an incentive compensation plan based on financial instruments called "*Orsero S.p.A. 2026 - 2028 Performance Share Plan*." Related and consequent resolutions.
6. Authorization to purchase and dispose of treasury shares, pursuant to the joint provisions of Arts. 2357 and 2357-ter of the Italian Civil Code, as well as Art. 132 of the TUF and the relative implementing

provisions, subject to revocation of the previous authorization for the portion not used. Related and consequent resolutions.

All information about: (i) the amount of share capital and voting rights; (ii) the legitimacy and procedures for attending and voting at the Shareholders' Meeting (*record date* April 17, 2026); (iii) the procedure for the exercise of proxy voting exclusively through the Company's designated representative in accordance with the law; (iv) the deadlines for exercising the right to ask questions before the Shareholders' Meeting and the right to supplement the agenda and submit additional proposals on matters already on the agenda; and (v) the manner and time limits for the availability of the proposed resolutions, the explanatory reports on each matter on the agenda, and the documents that will be submitted to the Shareholders' Meeting, can be found in the Notice of Shareholders' Meeting (to which reference is made), which is published in its entirety on the Company's website [www.orserogroup.it](http://www.orserogroup.it) in the "Governance/Shareholders' Meeting" section and is available on the authorized storage mechanism "eMarket STORAGE" (accessible at [www.emarketstorage.com](http://www.emarketstorage.com)).

We would also like to inform you that the annual financial report as of December 31, 2025, including the draft annual financial statements, the consolidated financial statements, the report on operations (which includes the consolidated sustainability report as of December 31, 2025 pursuant to Italian Legislative Decree 125/2024) and the certificates and reports envisaged *ex lege*, as well as the Report on Corporate Governance and Ownership Structures, will be available at the Company's registered office and on its website [www.orserogroup.it](http://www.orserogroup.it), in the "Governance/Shareholders' Meeting" section as well as the authorized storage mechanism "eMarket STORAGE" (accessible at [www.emarketstorage.com](http://www.emarketstorage.com)), by March 31, 2026. The documentation pursuant to Art. 77, paragraph 2-*bis* of Consob Regulation no. 11971/99 and Art. 15, paragraph 1, letter a) of Consob Regulation no. 20249/17 will be available at the Company's registered office at least 15 days before the date of the Shareholders' Meeting, by April 13, 2026.

Milan, March 16, 2026