

Franchetti S.p.A.: Shareholders' Meeting call notice published

Arzignano (VI), April 15, 2025 - **Franchetti S.p.A.** ("Franchetti" or the "Company" or the "Group," Ticker BIT: FCH), the parent company of the multinational software development and engineering design Group of the same name for the safety and predictive planning of maintenance for network infrastructure, particularly bridges and viaducts, **has today published the call notice for its Shareholders' Meeting**. This notice is available on the Company's website <https://www.franchetti.tech/governance#Assemblee>, that of Borsa Italiana S.p.A. www.borsaitaliana.it (in the *Shares/Documents* section), and in excerpt in the daily newspaper Italia Oggi.

The full call notice is provided below.

FRANCHETTI S.P.A. SHAREHOLDERS' MEETING CALL NOTICE

Shareholders of Franchetti S.p.A. (the "**Company**" or "**Franchetti**") are called to the Ordinary Shareholders' Meeting on April 30, 2025, at 2PM in first call, and - if necessary - in second call on May 14, 2025, at the same time, to discuss and resolve on the following

Agenda

1. Approval of the financial statements at December 31, 2024, together with the Directors' Report, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Group's Consolidated Financial Statements at December 31, 2024. Resolutions thereon.
2. Allocation of the result for the year. Resolutions thereon.
3. Appointment of the Board of Directors.
 - 3.1 Establishment of the number of members of the Board of Directors.
 - 3.2 Establishment of the duration of the mandate of the Board of Directors.
 - 3.3 Appointment of the members of the Board of Directors.
 - 3.4 Appointment of the Chairperson of the Board of Directors.
 - 3.5 Establishment of the remuneration of the members of the Board of Directors.

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Certified by:



4. Appointment of the Board of Statutory Auditors.
- 4.1 Appointment of the Board of Statutory Auditors and its Chairperson;
- 4.2 Establishment of the remuneration of the members of the Board of Statutory Auditors.

Pursuant to Articles 13 and 14 of the By-Laws, the Shareholders' Meeting will be held **exclusively through the representative designated by the Company and solely by means of telecommunications** which guarantee that attendees can be identified, participate and exercise voting rights. The Chairperson and the secretary taking the minutes, as specified below, need not be in the same location.

Share capital

Franchetti's subscribed and paid-in share capital amounts to Euro 410,850.20, comprising 8,217,004 shares, of which 5,217,004 are ordinary shares and 3,000,000 are multi-vote shares, with no indication of par value. Ordinary shares entitle the holder to 1 (one) vote, while multi-vote shares entitle the holder to 10 (ten) votes each. At today's date, the Company does not hold treasury shares.

Attendance at the Shareholders' Meeting

In accordance with Article 83-sexies of Legislative Decree No. 58/1998 (the "CFA") those who have sent to the company the relative communication through an authorized intermediary based on the accounting records on the 7th (seventh) trading day before the Shareholders' Meeting, i.e. **April 17, 2025** (record date), have the right to attend and vote at the Shareholders' Meeting - **exclusively through the representative designated by the Company**. Debits and credits to the relevant accounts subsequent to this date do not affect the right to vote at the Shareholders' Meeting.

Pursuant to Article 83-sexies, paragraph 4 of the CFA, communications from the intermediary must be received by the Company by the end of the 3rd (third) trading day before the Shareholders' Meeting is held (i.e. by **April 25, 2025**). The right to attend and vote at the Shareholders' Meeting remains valid if the communication is sent to the Company outside the aforementioned time period, as long as it is before the beginning of the Shareholders' Meeting. Communication to the Company is carried out by the intermediary on the request of those with the right to vote.

Exercise of proxy voting and Shareholder Representative designated by the Company

The Company has availed of the option to establish that, as per Article 13 of the By-Laws, attendance at the Shareholders' Meeting by those entitled to vote is permitted **exclusively through the representative appointed by the Company pursuant to Article 135-undecies of the CFA**, to whom a proxy must be granted, in the manner and under the conditions indicated below; this designated representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the CFA, as an exception to Article 135-undecies, paragraph 4 of the CFA.

Attendance at the Shareholders' Meeting shall be permitted to the designated representative (referred to below) and the other entitled parties, other than those who are entitled to vote (who must grant proxy to the designated representative), exclusively by electronic means of communication that allow for their immediate identification and participation, with the connection arrangements to be communicated by the Company.

The Company has designated Mr. Alessandro Franzini as the designated shareholder representative pursuant to Article 135-*undecies*, CFA (the "**Designated Representative**").

Shareholders wishing to attend the Shareholders' Meeting must therefore send the Designated Representative, free of charge (with the exception of any mailing or delivery costs), in compliance with the provisions of Article 135-*undecies* of the CFA, the proxy containing voting instructions on all or some of the motions on the Agenda. The proxy must be accompanied by an identity document and, in the case of a principal who is a legal person, a document proving the powers to issue the proxy, using the specific proxy form prepared by the Designated Representative itself in agreement with the Company, which is available on the Company's website at www.franchetti.tech, in the *Governance/Shareholders' Meetings* section.

The proxy must be delivered using the aforementioned form, in compliance with the instructions for completion and delivery contained therein, by the end of the second trading day before the date of the Shareholders' Meeting (i.e. **April 28, 2025** in first call and **May 12, 2025** in second call) and will be effective solely for those motions for which voting instructions have been provided. Proxies and voting instructions are revocable in accordance with the same terms above.

The shares in relation to which proxy is conferred, also partially, are included for determining the proper constitution of the Shareholders' Meeting. In relation to the proposals for which no voting instructions have been conferred, the shares are not included for the calculation of the necessary majority and of the share capital percentage required to approve the motions.

The Designated Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-*novies* of the CFA, as an exception to Article 135-*undecies*, paragraph 4 of the CFA. Such (sub)proxies, along with corresponding written voting instructions, must be received by the Designated Representative at the certified e-mail address alessandro.franzini@milano.pecavvocati.it by 12 noon on the day before the date set for the Shareholders' Meeting (i.e. **April 29, 2025** in first call and **May 13, 2025** in second call). Proxies may be granted using the specific form available on the Company's website at www.franchetti.tech, in the section *Governance/Shareholders' Meetings*, in the manner and by the deadline indicated on the form. Proxies and voting instructions may be revoked in accordance with the same manner and deadlines that govern their delivery.

Granting proxies under Articles 135-*novies* and 135-*undecies* of the CFA shall not entail any expenses for the Shareholder, with the exception of any mailing or delivery costs.

From the date this call notice is published, the Designated Representative will be available

for information and clarifications by telephone (+39 02/433371) and by e-mail at alessandro.franzini@znr.it. Voting may not take place through correspondence or electronic means.

Supplementation of the Agenda and motions

In accordance with Article 12.5 of the By-Laws, shareholders representing at least 10% (ten per cent) of the share capital may send to the Company, within 5 (five) days of the publication of this call notice, requests to supplement the list of matters to be discussed, indicating in their request the additional matters proposed for discussion. Supplementation of the Agenda is not permitted in relation to matters on which the Shareholders' Meeting will vote, in accordance with law, on proposals of the Directors or concerning projects or reports provided by the latter other than those on the Agenda.

The notice supplementing the Agenda shall be published in at least one of the newspapers specified in the By-Laws no later than the 7th (seventh) day before the date of the Shareholders' Meeting in first call, and also on the Company's website. Requests to supplement the Agenda must be accompanied by an explanatory report, to be filed at the Company's registered office and delivered to the Board of Directors by the deadline for submitting the request for supplementations. The explanatory report shall be published on the Company's website, also to allow the Designated Representative to collect voting instructions on the requested supplements.

Supplements to the Agenda may be requested by those shareholders on behalf of whom the required communication confirming their shareholding has been sent to the Company by an authorized intermediary, in accordance with the applicable regulation.

The request - accompanied by the explanatory report, the identification details of the submitting shareholders and the total percentage held, along with references to the communication sent by the intermediary to the Company in accordance with current regulations - must be made in writing to the Company by the above deadline in one of the following ways: (i) by registered mail with return receipt to the Company's registered office at Piazzale della Vittoria No. 7, Arzignano (VI) (subject: "Supplementation of Franchetti Shareholders' Meeting Agenda 2025"); (ii) by e-mail to the certified e-mail address franchettipec@legalmail (subject: "Supplementation of Franchetti Shareholders' Meeting Agenda 2025").

Right to individually propose motions before the Shareholders' Meeting

Considering that attendance at this Shareholders' Meeting is permitted only through the Designated Representative, shareholders wishing to propose motions on Agenda items are invited to submit them by **April 20, 2025**, in one of the following ways: (i) by registered mail with return receipt to the Company's registered office at Piazzale della Vittoria No. 7, Arzignano (VI) (subject: "Motion proposals for Franchetti Shareholders' Meeting 2025"); (ii) by e-mail to the certified e-mail address franchettipec@legalmail (subject: "Motion proposals for Franchetti Shareholders' Meeting 2025"). This must be accompanied by a copy of the identity document and documentation proving entitlement to exercise the

right in the forms prescribed by law.

It is recommended that proposals be clearly and completely worded, and hopefully accompanied by a report stating the rationale for the proposal.

These proposals shall be published without delay on the Company's website (and in any case by **April 22, 2025**), in order to allow those with voting rights to express their vote knowledgeably, also taking into account these new proposals and allowing the necessary instructions to be sent to the Designated Representative. For the purposes of this publication, and for the conduct of Meeting business, the Company reserves the right to verify the relevance of the motion proposals regarding items on the Agenda, their completeness and compliance with applicable regulations, and the legitimacy of the proposers.

Right to submit questions regarding the Agenda

Pursuant to Article 12.6 of the By-Laws, those persons entitled to attend the Shareholders' Meeting may also ask questions on Agenda items before the Shareholders' Meeting. As attendance at the Shareholders' Meeting shall be exclusively through the Designated Representative, Shareholders entitled to attend the Shareholders' Meeting may ask questions on Agenda items by sending them to the Company by **April 17, 2025** in one of the following ways: (i) by registered mail with return receipt to the Company's registered office at Piazzale della Vittoria No. 7, Arzignano (VI) (subject: "Questions for Franchetti Shareholders' Meeting 2025"); (ii) by e-mail to the certified e-mail address franchettipec@legalmail (subject: "Questions for Franchetti Shareholders' Meeting 2025"), Questions must be accompanied by the appropriate certification issued by the intermediaries with whom the shares owned by the shareholder are deposited or by the same communication required for attendance at the Meeting.

The accompanying message should include a contact telephone number or e-mail address for the sender. Questions received before the Shareholders' Meeting will be answered at least three days before the Shareholders' Meeting, with answers published in a dedicated section of the Company's website. The Company may provide a single reply to questions on the same subject.

Appointment of the Board of Directors

The Company's Board of Directors is appointed in compliance with the provisions set out by law and by Articles 18 and 19 of the By-Laws, to which reference is expressly made for all matters not covered below.

Directors are appointed on the basis of slates in which candidates are assigned sequential numbering. Only those shareholders who, alone or jointly with others, hold total shares representing at least 10% (ten percent) of the share capital entitled to vote at the Ordinary Shareholders' Meeting, shall have the right to submit slates. This shareholding shall be demonstrated by filing appropriate certification. The ownership of the minimum holding necessary is established considering the shares which have been registered in favor of the

shareholder on the day on which the slates are filed with the issuer. The certification issued by the intermediary demonstrating ownership of the number of shares required for the submission of the slate must be produced at the same time as the slate is filed or at a later date, provided that this is within the above deadline for filing the slate.

Shareholder may not vote for more than one slate, including through a nominee or trust company. On penalty of ineligibility, each candidate may appear on only one slate.

Individual shareholders, shareholders belonging to the same shareholder group or members of a shareholder agreement may not present or be involved in the presentation, including through nominees or trust companies, of more than one slate.

Slates presented by shareholders, signed by the shareholder(s) submitting them (including by proxy to one of them), must contain a number of candidates not exceeding the maximum number of members to be elected.

On penalty of ineligibility, each candidate may appear on only one slate. Members of the Board of Directors must meet the integrity requirements under Article 147-*quinquies* of the CFA. Finally, slates must contain and expressly indicate at least 1 (one) Director who meets the independence requirements of Article 148, paragraph 3 of the CFA.

Slates must be filed at least 7 (seven) days before the date set for the Shareholders' Meeting in first call by delivery to the certified e-mail address franchettipecc@legalmail. At least five (5) days before the date set for the Shareholders' Meeting in first call, the Company shall make available to the public the slates of candidates filed by the shareholders, in order to enable the Designated Representative to collect voting instructions on the slates.

Without prejudice to the fact that any changes that may occur up to the day of the actual holding of the Shareholders' Meeting must be promptly communicated to the Company, the following must be filed together with the submission of the slates: (a) information about the shareholders submitting the slate and an indication of the percentage of capital held; (b) the curricula vitae of the candidates and a declaration in which each candidate certifies, under his or her own responsibility, the absence of causes of ineligibility and incompatibility and the existence of the requirements for the respective offices; (c) an indication of administrative and control positions held in other companies and any indication of their eligibility to qualify as independent pursuant to the By-Laws; (d) the statement by which each candidate accepts his or her candidacy; (e) where applicable, the declaration of the shareholders other than those who hold, including jointly, a controlling or relative majority shareholding, stating the absence of connecting relationships with these latter.

Slates presented in violation of the above rule are considered null.

Appointment of the Board of Statutory Auditors

Pursuant to Article 26 of the By-Laws, to which express reference should be made for any matters not covered below, Statutory Auditors are appointed on the basis of slates in

which candidates are assigned sequential numbering. The slates comprise two sections: one for candidates for the position of Statutory Auditor and the other for the position of Alternate Auditor.

Only those shareholders who, alone or jointly with others, hold total shares representing at least 10% (ten percent) of the share capital entitled to vote at the Ordinary Shareholders' Meeting, shall have the right to submit slates. This shareholding shall be demonstrated by filing appropriate certification. Shareholders may not present more than one slate, nor may they vote for more than one slate, including through nominees or trust companies. We reiterate that individual shareholders, shareholders belonging to the same shareholder group or members of a shareholder agreement may not present or be involved in the presentation, including through nominees or trust companies, of more than one slate.

Slates presented by shareholders, signed by the shareholder(s) submitting them (including by proxy to one of them), must contain a number of candidates not exceeding the maximum number of members to be elected. On penalty of ineligibility, each candidate may appear on only one slate. Finally, candidates for the position of Statutory Auditor must meet the requirements of integrity and professionalism under Article 148, paragraph 4 of the CFA, and the independence requirements under Article 148, paragraph 3 of the CFA.

Slates must be filed at the Company's registered office at least 7 (seven) days before the date set for the Shareholders' Meeting in first call by delivery to the certified e-mail address franchettipec@legalmail. At least five (5) days before the date set for the Shareholders' Meeting in first call, the Company shall make available to the public the slates of candidates filed by the shareholders, in order to enable the Designated Representative to collect voting instructions on the slates.

Without prejudice to the fact that any changes that may occur up to the day of the actual holding of the Shareholders' Meeting must be promptly communicated to the Company, the following must be filed together with the slates: (a) information about the shareholders submitting the slate and an indication of the percentage of capital held; (b) the curricula vitae of the candidates and a declaration in which each candidate certifies, under his or her own responsibility, the absence of causes of ineligibility and incompatibility and the existence of the requirements for the respective offices; (c) information regarding the candidates, listing the administration and control positions held at other companies, and the candidates' declaration that they meet the requirements - including those of integrity, professionalism, independence and relating to the number of positions held - provided for by the law, including regulations *pro tempore* in force, and the By-Laws, and their acceptance of the candidacy and the position if elected; (d) the statement by which each candidate accepts his or her candidacy; (e) the declaration of the shareholders other than those who hold, including jointly, a controlling or relative majority shareholding, stating the absence of connecting relationships with these latter.

Slates presented in violation of the above rule are considered void.

Documentation

The documentation relating to the Shareholders' Meeting and Agenda items as required by current regulations will be made publicly available at the Company's registered office at Piazzale della Vittoria No. 7, Arzignano (VI). It will also be available on the Company's website at www.franchetti.tech, in the *Governance/Shareholders' Meetings* section, and on the website of Borsa Italiana S.p.A., within the legally established deadlines.

Arzignano (VI), April 15, 2025

The Chairperson of the Board of Directors

Paolo Franchetti

This press release is available at <https://www.franchetti.tech/investor-relations#ComunicatiStampaFinanziari> and at www.linio.it.

Franchetti S.p.A.

Franchetti S.p.A. heads the Franchetti Group, a pioneer in the management, diagnostics and predictive maintenance of infrastructure (bridges and viaducts in particular). Founded in **2013** in Arzignano (VI), with subsidiaries in **Brazil and Canada** and operations in the US and India, Franchetti is an **innovative SME** that has worked on **over 40,000** equivalent motorway and railway **bridges** worldwide. The Group boasts a technical and scientific track record that places it among the industry's leading international experts. Operations are broken into two main business lines: diagnosis and planning for infrastructure maintenance, with inspections and assessments, intervention planning and construction management and ICT services for the predictive programming of infrastructure maintenance. Franchetti has in fact developed two proprietary software programs that leverage the potential of artificial intelligence and predictive data analysis: **Argan®** can estimate an infrastructure's life cycle and automatically assess safety levels over time for a range of maintenance scenarios and contexts, **Pathwork®** ensures the optimized management of road and highway works on infrastructure and to support sustainable mobility, while **SIDECHECK®** can intelligently compare collected data related to inspections, inspectors, schedules, and work estimates to make the evaluation process as objective and complete as possible. With a workforce of **105 professionals**, more than 90% of whom are engineering graduates, the Group achieved a Value of Production of **Euro 9.0 million** in 2024 (+28% on FY23) and EBITDA of **Euro 3.4 million** (+34% on FY23).

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