

## Sanlorenzo S.p.A.

Registered office in via Armezzone 3, Ameglia (SP) – Share capital €34,919,560 fully paid-in  
Company Register Riviere di Liguria – Imperia La Spezia Savona and tax code: 00142240464  
[www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)

### NOTICE OF CALL FOR ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Sanlorenzo S.p.A. (the “**Company**”) is convened on 12 December 2023, at 11:00 a.m. the Company's offices in La Spezia, Viale San Bartolomeo 362, in first call, and if necessary, on 13 December 2023, in second call, at the same time and place, to discuss and resolve on the following

#### Agenda

1. Authorisation for the purchase and disposal of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Italian Legislative Decree no. 58 of 24 February 1998, and its implementing provisions. Related and consequent resolutions.

#### Share Capital

As of the date of this notice, the subscribed and paid-in share capital is equal to €34,919,560.00 and is represented by no. 34,919,560 ordinary shares, without par value. Each ordinary share entitles the holder to one vote, except for the shares which have obtained increased voting right (in the ratio of two voting rights for each share).

As of the date of this notice, the Company holds no. 214,928 treasury shares, for which voting rights are suspended in accordance with Article 2357-ter of Italian Civil Code.

The Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), “Corporate Governance/Shareholders' Meeting” section) provides detailed information on the amount of share capital and its composition.

#### Entitlement to participate and vote at the Shareholders' Meeting

Pursuant to Article 83-*sexies* of the TUF, the persons entitled to attend the Shareholders' Meeting and exercise their voting rights are those in favour of whom entitlement to attend the Shareholders' Meeting and exercise voting rights is certified, at their request, by a communication to the Company made by an authorised intermediary, in accordance with their accounting records at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. **1 December 2023 (record date)**; those resulting holders of the Company's shares only after that date will not be entitled to attend and vote at the Shareholders' Meeting; the intermediary's communication must reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting in first call (i.e. by 7 December 2023); nevertheless, the right to participate and vote at the Shareholders' Meeting remains, if the communications are received by the Company after that deadline, provided that they are received by the beginning of the Shareholders' Meeting.

## **Representation at the Shareholders' Meeting**

Those who have the right to participate at the Shareholders' Meeting may be represented by written proxy in accordance with current legislation; to this end, the proxy form, with the relative indications for completion and submission, available on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "Corporate Governance/Shareholders' Meeting" section), may also be used.

The proxy may be sent by registered letter addressed to Sanlorenzo S.p.A., via Armezzone 3, Ameglia (SP), to the attention of Attilio Bruzzese; without prejudice to the sending of the original proxy, the same may also be notified electronically to the certified e-mail (PEC) address: [corporate.affairs@cert.sanlorenzoyacht.com](mailto:corporate.affairs@cert.sanlorenzoyacht.com).

The proxy holder may deliver or transmit to the Company, instead of the original, a copy of the proxy, also in an electronic format, certifying under his or her responsibility the conformity of the proxy to the original and the identity of the delegating Shareholder.

## **The right to ask questions before the Shareholders' Meeting**

Pursuant to Article 127-ter of the TUF, those who have the right to vote and in favour of whom the Company has received a specific communication from an authorised intermediary in accordance with current regulations, may ask questions on the items on the Agenda also before the Shareholders' Meeting, by sending a registered letter addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (SP), to the attention of Attilio Bruzzese, or by electronic communication to the certified e-mail (PEC) address: [corporate.affairs@cert.sanlorenzoyacht.com](mailto:corporate.affairs@cert.sanlorenzoyacht.com).

Questions must be submitted no later than the seventh open market trading day prior to the Shareholders' Meeting, i.e. **1 December 2023**. Questions received within this deadline will be answered, at the latest, on the second day before the Shareholders' Meeting by 12:00 p.m., also through publication on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "Corporate Governance/Shareholders' Meeting" section).

No answer will be due, not even at the Shareholders' Meeting, to the questions asked before the meeting, if the information requested is already made available by the Company in "Question and Answer" format on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "Corporate Governance/Shareholders' Meeting" section), or the answer is already published in the same section. The Company may provide a composite answer to questions with the same content.

## **The right to add to the agenda and to submit further proposals on the items on the agenda**

Pursuant to Article 126-bis of the TUF, Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of this notice (i.e. 20 November 2023), the integration of the list of items to be discussed, indicating in the request the additional items proposed by them or submit proposals for resolutions on items already on the agenda.

Shareholders are entitled to request an addition to the agenda or to submit new resolution proposals also if the Company has received a specific communication from an authorised intermediary in accordance with current legislation.

The questions, together with the certification attesting the ownership of the shareholding, shall be submitted in writing by registered letter addressed to Sanlorenzo S.p.A., Via Armezzone 3, Ameglia (SP), to the attention of Attilio Bruzzese, or by electronic communication to the certified e-mail (PEC) address [corporate.affairs@cert.sanlorenzoyacht.com](mailto:corporate.affairs@cert.sanlorenzoyacht.com), accompanied by a report by the Shareholders on the reason of

the resolution proposals on the new items they propose to discuss or on the reason of the additional resolution proposals submitted on items already on the agenda.

Any additions to the agenda or the submission of further proposals shall be notified, in the same manner as prescribed for the publication of the notice of call of the Shareholders' Meeting, at least 15 days before the date set for the Shareholders' Meeting, i.e. by 27 November 2023. Supplementation is not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the administrative body or on the basis of a plan or report prepared by them that is different to those set out in Article 125-ter, paragraph 1, of the TUF.

At the same time as the publication of the news relating to the addition or presentation, the report prepared by the requesting Shareholders, accompanied by any evaluations of the administrative body, will be made available to the public, in the same formats provided for the documentation relating to the Shareholders' Meeting.

For the purposes of publication, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable regulations and the legitimacy of the shareholders submitting them.

## **Documentation**

The documentation related to items on the agenda of the Shareholders' Meeting provided for by applicable regulations, together with the proposed resolutions, will be made available to the public at the Company's registered office, on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "Corporate Governance/Shareholders' Meeting" section) and in the authorised storage mechanism "eMarket Storage". Shareholders have the right to obtain a copy.

This notice of call is published today, in full, pursuant to Article 125-bis of the TUF and Article 84 of the Issuers' Regulation, on the Company's website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), "Corporate Governance/Shareholders' Meeting" section) and at the authorised storage mechanism eMarket Storage ([available at www.emarketstorage.it](http://www.emarketstorage.it)) and, in extracts, in the newspaper "ilSole24Ore".

La Spezia, 10 November 2023

For the Board of Directors

The Chairman

Mr. Massimo Perotti