

## **Notice of call of Ordinary Shareholders' Meeting of Società Editoriale il Fatto S.p.A.**

Shareholders are called to the Shareholders' Meeting, in first call, on 29 April 2021 at 2:30 p.m., and, if necessary, on 12 May 2021, in second call, at the same time, at the Company's registered office in Rome, Via Sant'Erasmo no. 2, to discuss and resolve on the following

### **Agenda**

- 1. Approval of the financial statements for the year ending 31 December 2020. Report of the Board of Directors, the Board of Statutory Auditors and the Auditing Company. Related and consequent resolutions.**
- 2. Allocation of the year's result. Related and consequent resolutions.**
- 3. Appointment of the Board of Directors:**
  - a. Determination of the number of members of the Board of Directors.**
  - b. Determination of the term of office of the Board of Directors.**
  - c. Appointment of the members of the Board of Directors.**
  - d. Appointment of the Chairman of the Board of Directors.**
  - e. Determination of the remuneration of the members of the Board of Directors.**
- 4. Appointment of the Board of Statutory Auditors:**
  - a. Appointment of the members of the Board of Statutory Auditors; appointment of the Chairman of the Board of Statutory Auditors.**
  - b. Determination of the remuneration of the members of the Board of Statutory Auditors.**

It should be noted that the date and/or place and/or manner of voting and/or conduct of the Shareholders' Meeting indicated in the Notice of Meeting remain subject to compatibility with current legislation or measures issued by the competent authorities due to the epidemiological emergency caused by COVID-19. Any changes shall be promptly disclosed in the same manner as the publication of the notice of call and/or through the information channels provided for by the legislation in force at the time.

Due to the ongoing COVID-19 health emergency, in compliance with Decree-Law No. 18 of March 17, 2020, converted into Law No. 27 of April 24, 2020, as most recently supplemented and amended by Decree-Law No. 183 of December 20, 2020, converted with amendments into Law No. 21 of February 26, 2021 ("**Decree**"), the Company has established that intervention by those who are entitled to vote at the Shareholders' Meeting shall take place exclusively through the Appointed Representative of the Company, in accordance with Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 ("**Consolidated Law on Finance**").

The aforementioned Appointed Representative may also be granted proxies or sub-delegations pursuant to Article 135-*novies* of the Consolidated Law on Finance, as an exception to Article 135-*undecies*, paragraph 4, of the same Decree, in order to allow the widest possible use of this remote voting tool for all shareholders, in compliance with the fundamental principles of protection of the health of the Company's shareholders, employees, representatives and consultants.

### **Information on the share capital**

The subscribed and paid-up share capital amounts to Euro 2,500,000 represented by 25,000,000 ordinary shares with no par value. Each ordinary share gives the right to one vote. At today's date the Company holds no. 2,432,335 treasury shares.

### **Attendance at the Shareholders' Meeting**

Pursuant to Article 83-*sexies* Consolidated Law on Finance, those in favour of whom the Company has received a specific communication from an authorised intermediary on the basis of the accounting records relating to the end of the 7th (seventh) trading day prior to the date of the Shareholders' Meeting (*i.e.* **20 April 2021** - record date) are entitled to attend the Shareholders' Meeting and exercise their voting rights - exclusively through the Appointed Representative. Entries made in the accounts after that date are not relevant for the purposes of entitlement to vote at the Shareholders' Meeting.

Pursuant to Article 83-*sexies*, paragraph 4, Consolidated Law on Finance, notifications from intermediaries must reach the Company by the end of the 3rd (third) trading day prior to the date set for the Shareholders' Meeting, *i.e.* by **26 April 2021**. This is without prejudice to the right to attend and vote - exclusively through the Appointed Representative - if communications are received by the Company after the aforementioned deadline, provided that they are received before the start of the meeting proceedings.

Without prejudice to the foregoing, the participation in the Shareholders' Meeting of the entitled parties (the Chairman, the Managing Director, the Chairman of the Board of Statutory Auditors, the other members of the Corporate Bodies, the Secretary in charge, the Appointed Representative, the Auditing Firm and/or employees and/or collaborators authorised by the Chairman), in consideration of the limitations that may arise due to the aforesaid health requirements, will take place exclusively by means of telecommunications that allow their identification, in the manner individually communicated to them, in compliance with the regulatory provisions applicable for such eventuality, without it being necessary for the Chairman and the Secretary to be in the same place.

#### **Voting proxies and Appointed Representative of the Company**

Pursuant to Article 106, paragraph 4, of Decree, the attendance to the Shareholders' Meeting of each person entitled to participate will be permitted by the Appointed Representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance, that, for the Shareholders' Meeting referred to in this Notice of Call, the Company has identified Studio Legale Trevisan & Associati, with registered office in Viale Majno no. 45, 20122 - Milan, in the person of Mr. Dario Trevisan or his substitutes in the event of his impediment ("**Appointed Representative**"), by means of conferment of written proxy and/or sub-delegation, alternatively pursuant to:

- to Art. 135-*undecies* of the Consolidated Law on Finance, by means of the "Appointed Representative Proxy Form", or
- to Art. 135-*novies* of the Consolidated Law on Finance, with the option of using the "Ordinary proxy form" and/or the "Sub-delegation form",

as described below.

- ***Proxy pursuant to Article 135-undecies of the Consolidated Law on Finance ("Proxy form to the Appointed Representative")***

The Appointed Representative may be granted a written proxy pursuant to Article 135-*undecies* of the Consolidated Law on Finance, at no cost for the delegating party (except for any postage costs), with voting instructions on all or some of the proposals on the Agenda.

The proxy to the Appointed Representative pursuant to Article 135-*undecies* of the Consolidated Law on Finance must be conferred by completing and signing the specific "Proxy form for the Appointed Representative" available, with the relative instructions for completion and transmission, at the Company's registered office and on the Company's website at [www.seif-spa.it](http://www.seif-spa.it), *Investor Relations* section.

The Proxy form to the Appointed Representative, duly completed, with the relevant written voting instructions, accompanied by a copy of an identity document of the proxy giver with current validity (or, if it is a legal person, of the legal representative or proxy holder with appropriate powers, together with the documentation certifying their qualification or powers), shall be received, in original, by the end of the second trading day preceding the date of the Shareholders' Meeting (*i.e.*, no later than **23:59 p.m. on 27 April 2021**, if the Shareholders' Meeting is held on first call, or, if the Shareholders' Meeting is held on second call, no later than **23:59 p.m. on 11 March 2021**), by courier or registered letter with return receipt to the address: Studio Legale Trevisan & Associati, Viale

Majno no. 45, 20122 - Milan, or by certified email, to: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) (Ref. "Proxy for SEIF 2021 Shareholders' Meeting").

The sending of the proxy, signed with a qualified electronic or digital signature pursuant to current legislation, to the aforementioned certified e-mail address satisfies the requirement of written form.

The proxy, and the related voting instructions, are revocable within the same terms and in the same manner provided for their conferral (*i.e.*, no later than **23:59 p.m. on 27 April 2021**, if the Shareholders' Meeting is held on first call, or, if the Shareholders' Meeting is held on second call, no later than **23:59 p.m. on 11 March 2021**).

It should be noted that the shares for which proxy has been conferred, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting. The proxy has no effect with regard to proposals for which no voting instructions have been given.

- **Proxy pursuant to Article 135-novies of the Consolidated Law on Finance ("ordinary proxy and/or sub-delegation")**

Those who do not intend to make use of the proxy pursuant to art. 135-*undecies* of the Consolidated Law on Finance may, alternatively, grant the Appointed Representative a proxy and/or sub-delegation pursuant to art. 135-*novies* of the Consolidated Law on Finance, as an exception to art. 135-*undecies*, paragraph 4, of the Consolidated Law on Finance (applicable pursuant to the provisions of art. 106, paragraphs 4 and 5, of the Decree), containing voting instructions on all or some of the proposals on the Agenda, with the option to use the "Ordinary proxy form" and/or the "Sub-delegation form", available on the Company's website at [www.seif-spa.it](http://www.seif-spa.it), "Investor Relations" section.

Proxies and sub-delegations, with the related written voting instructions, together with a copy of a currently valid identity document of the delegating party (or, in the case of a legal entity, of the legal representative or attorney with appropriate powers, together with documentation certifying their status or powers), must be received no later than **12 noon on 28 April 2021**, if the Shareholders' Meeting is held on first call, or no later than **12 noon on 11 May 2021**, if the Shareholders' Meeting is held on second call (it being understood that the Appointed Representative may accept proxies and/or sub-delegations and/or voting instructions even after the aforementioned deadline, provided that it is before the start of the meeting) (i) to Studio Legale Trevisan & Associati, by post, to the address: Viale Majno n. 45, 20122 Milan - Italy, or by certified e-mail, at the address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or by e-mail, at the address: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it) (Ref. "Proxy for the SEIF 2021 Shareholders' Meeting") or, alternatively, (ii) to the Company, by certified e-mail, at the address: [amministrazione@pec.ilfattoquotidiano.com](mailto:amministrazione@pec.ilfattoquotidiano.com).

Proxies and sub-proxies, together with the related voting instructions, are revocable within the same terms and according to the same procedures provided for their conferral (*i.e.* no later than **12 noon on 28 April 2021**, if the Shareholders' Meeting is held on first call, or no later than **12 noon on 11 May 2021**, if the Shareholders' Meeting is held on second call).

In addition, if you have any questions concerning the granting of proxy to the Appointed Representative (and in particular concerning the completion of the proxy form and the Voting Instructions and their transmission), you may contact the Appointed Representative at the addresses indicated above and/or on freephone number 800 134 679 (during working days and hours).

### **Integration of the Agenda**

Pursuant to Article 16 of the Bylaws, Shareholders representing at least 10% of the share capital with voting rights at Ordinary Shareholders' Meetings may request, within 5 days of publication of this notice of call, the integration of the items on the agenda, indicating in the request the additional items proposed. The supplementary notice of the Agenda will be published in at least one of the newspapers indicated in the Articles of Association, no later than the seventh day prior to the date of the Shareholders' Meeting on first call.

Requests for additions to the Agenda must be accompanied by an explanatory report which must be filed at the Company's registered office, to be handed over to the administrative body by the deadline for submission of the request for additions. Additions to the list of items to be dealt with are not permitted for items on which the shareholders' meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a project or report prepared by them.

### **Right to ask questions**

Pursuant to art. 16 of the Articles of Association and current legal provisions, Shareholders may ask questions on the items on the Agenda even before the Shareholders' Meeting, by sending an electronic registered letter to [amministrazione@pec.ilfattoquotidiano.com](mailto:amministrazione@pec.ilfattoquotidiano.com). Questions received before the Shareholders' Meeting shall be answered at the latest during the meeting, with the right of the Company to provide a single answer to questions having the same content. The questions must be accompanied by the appropriate certification issued by the intermediaries with which the shares owned by the shareholder are deposited or, alternatively, by the same communication required for participation in the meeting.

Further information about the rights and the above can be found on the Company's website [www.seif-spa.it](http://www.seif-spa.it).

### **Appointment of the Board of Directors**

The appointment of the Company's Board of Directors is made in compliance with the provisions of Articles 24 and 25 of the By-laws, to which reference should be made for all matters not reported below.

The Directors are appointed on the basis of lists in which the candidates are assigned with a progressive number. Lists may be submitted by shareholders who, alone or together with other shareholders, own shares representing at least 10% (ten percent) of the share capital with voting rights at the Ordinary Shareholders' Meeting, to be proved by filing the appropriate certification. This certification shall be produced at the time of filing the list or even at a later date, provided that it is within the deadline for filing the list. No shareholder may submit or exercise his voting rights for more than one list, even if through a third party or trust company.

Lists submitted by shareholders, signed by the shareholder or shareholders submitting them (including by proxy to one of them), shall contain a number of candidates not exceeding the maximum number of members to be elected and must be filed at least 7 (seven) days before the date set for the Shareholders' Meeting in first call. In the light of the restrictions imposed by the current health emergency, shareholders are invited, where possible, to deposit the lists by e-mail at the certified e-mail address [amministrazione@pec.ilfattoquotidiano.com](mailto:amministrazione@pec.ilfattoquotidiano.com) at least 7 (seven) days before the date set for the Shareholders' Meeting on first call.

Together with the presentation of the lists, the following must be filed in the manner described above - it being understood that any changes that may occur up to the day of the actual holding of the Shareholders' Meeting shall be promptly notified to the Company - : a) information on the shareholders who have submitted the list and an indication of the percentage of capital held, as well as appropriate certification that each shareholder submitting the list meets the requirements of integrity referred to in Article 7 of the By-laws; b) the *curriculum vitae* of the candidates, as well as a declaration by each candidate stating, under his/her own responsibility, that there are no grounds for ineligibility or incompatibility and that he/she meets the requirements for the respective offices; c) an indication of the positions of administration and control held in other companies and any indication of eligibility to qualify as independent pursuant to the By-laws; d) the declaration with which each candidate accepts his/her appointment; e) a declaration issued by the Nominated Adviser of the Company certifying that the independent candidate has been previously identified or positively evaluated by the Nominated Adviser of the Company; f) any other or different declaration, information and/or document provided for by the law, including regulations in force at the time. In this regard, it should be noted that, for the purpose of the election of a director from the list that came second by most votes, the latter must not be connected in any way, not even indirectly, with the shareholders who have submitted or voted for the list that came first by number of votes.

For further information on the procedure envisaged to request the prior consent of the Nomad, please refer to the explanatory report on the item on the agenda available on the Company's website ([www.seif-spa.it](http://www.seif-spa.it)).

Please also note that:

- lists containing a number of candidates equal to the number of Directors to be appointed must contain at least 1 (one) - or 2 (two) if the Board of Directors is specifically composed of more than 7 (seven) members - directors who meet the independence requirements set forth in Article 148, paragraph 3, of the TUF;
- each list must contain a number of candidates of the least represented gender such as to ensure that the composition of the Board of Directors complies with the principle of gender balance laid down in

the By-laws, it being understood that if the application of the gender distribution criterion does not result in a whole number, this shall be rounded up;

- if the minimum number of Directors belonging to the least represented gender is not elected, the Directors of the most represented gender elected last in numerical order from the most voted list shall be replaced with the first unelected candidates from the same list belonging to the other gender (if it is not possible to implement this replacement procedure, in order to ensure compliance with the principle of gender balance, the missing Directors shall be elected by the Shareholders' Meeting by legal majority, without application of the list voting mechanism).

Lists submitted without complying with the above provisions shall be considered as not submitted.

#### **Appointment of the Board of Statutory Auditors**

Pursuant to Article 34 of the By-laws, to which reference should be made for all matters not reported below, the appointment of auditors takes place on the basis of lists in which the candidates are assigned a progressive number. The lists are divided into two sections: one for candidates for the office of statutory auditor and the other for candidates for the office of alternate auditor.

Lists may be submitted by shareholders who, alone or together with other shareholders, own shares representing at least 10% (ten per cent) of the share capital with voting rights at the Ordinary Shareholders' Meeting, to be proved by filing appropriate certification.

No shareholder may submit or exercise his voting rights for more than one list, even if through a third party or trust company.

Lists submitted by shareholders, signed by the shareholder or shareholders 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 and must be filed at least 7 (seven) days before the date set for the Shareholders' Meeting in first call. In light of the restrictions imposed by the current health emergency, shareholders are invited, where possible, to deposit the lists by e-mail at the certified e-mail address [amministrazione@pec.ilfattoquotidiano.com](mailto:amministrazione@pec.ilfattoquotidiano.com) at least 7 (seven) days before the date set for the Shareholders' Meeting on first call.

Please also note that:

- each list must contain a number of candidates of the least represented gender such as to ensure that the composition of the Board of Statutory Auditors complies with the principle of gender balance laid down in the By-laws, it being understood that if the application of the gender distribution criterion does not result in a whole number, this shall be rounded up;
- if the minimum number of auditors belonging to the least represented gender is not elected, the auditors of the most represented gender elected last in numerical order from the most voted list shall be replaced with the first unelected candidates from the same list belonging to the other gender (if it is not possible to implement this replacement procedure, in order to ensure compliance with the principle of gender balance, the missing auditors shall be elected by the Shareholders' Meeting by legal majority, without application of the list voting mechanism).

Lists submitted without complying with the above provisions shall be considered as not submitted.

#### **Documentations**

The documentation relating to the items on the Agenda is deposited at the registered office and Borsa Italiana S.p.A. and on the Company's website ([www.seif-spa.it](http://www.seif-spa.it)) in accordance with the law. Shareholders are entitled to obtain copies.

Rome, 14 April 2021

Cinzia Monteverdi  
Chairman