

DE' LONGHI S.P.A.
Registered office in Treviso – Via Lodovico Seitz 47
Share capital €226,942,105.50 fully paid up
Tax Code and Registration in the Company Register of Treviso No. 11570840154

CALL NOTICE FOR THE ORDINARY ANNUAL GENERAL MEETING

Those in possession of the right to vote in the Annual General Meeting of De' Longhi S.p.A. shareholders are invited to attend the Ordinary Annual General Meeting on **23 April 2026, at 8:45 am**, at the Company's offices in Via Lodovico Seitz 47, Treviso, Italy, in single call, to resolve upon the following

AGENDA

1. Approval of the Separate Financial Statements at 31 December 2025 accompanied by the Directors' Report on Operations, the Report by the Board of Statutory Auditors and the External Auditors' Report. Presentation of the Consolidated Financial Statements at 31 December 2025 and the consolidated sustainability reporting pursuant to Legislative Decree No. 125/2024. Resolutions thereon.
2. Proposed allocation of the net profit for the year and distribution of the dividend. Resolutions thereon.
3. Annual report on the remuneration policy and compensation paid:
 - 3.1 approval of the '*2026 Remuneration Policy*' contained in Section I, in accordance with Article 123-*ter*(3-*bis*) of Legislative Decree No. 58/98;
 - 3.2 advisory vote on the '*Compensation paid in 2025*' indicated in Section II, in accordance with Article 123-*ter*(6) of Legislative Decree No. 58/98.
4. Proposal to authorise the purchase and disposal of treasury shares, after revoking the resolution taken by the Annual General Meeting held on 30 April 2025. Resolutions thereon.

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▪ RIGHT TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING

Pursuant to Article 83-*sexies* of Legislative Decree No. 58 of 24 February 1998 as subsequently amended ('**Legislative Decree No. 58/98**') and the related implementing provisions, those persons entitled to attend and vote in the Annual General Meeting and on whose behalf authorised depository intermediaries have sent – within the terms of law and regulations – the relevant communication to the Company based on their accounting records at the end of the seventh trading day prior to the date set for the AGM (namely, **14 April 2026**, the so-called '**record date**') may attend and vote at the AGM. In accordance with the law in force, those holding shares only after this date will not be entitled to attend or vote at the Annual General Meeting. The depository intermediary's communication referred to above must reach the Company by the end of the third trading day prior to the date set for the Annual General Meeting (therefore by **20 April 2026**). The right to attend and vote at the Annual General Meeting remains valid if the communication reaches the Company after said date but before the AGM starts.

It should be remembered that the communication to the Company is made by the depository intermediary at the request of the person entitled to vote. Those entitled to vote are required to give instructions to the depository intermediary who keeps the relevant accounts, so that the intermediary may make said communication to the Company.

▪ ATTENDANCE AND REPRESENTATION IN THE ANNUAL GENERAL MEETING

Pursuant to Article 7 of the Articles of Association and in accordance with the law in force, **participation in the Annual General Meeting by those who have the right to vote is permitted only through the representative designated** by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58/98, to whom a proxy must be granted, in the manner and under the conditions indicated below; the aforementioned designated representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of Legislative Decree No. 58/98, as an exception to Article 135-*undecies*(4) of the same decree.

The Company has designated **Computershare S.p.A.** – with registered office in via Mascheroni 19, 20145 Milan, Italy and with offices in via Nizza 262/73, 10126 Turin, Italy – as the designated representative of the shareholders pursuant to Article 135-*undecies* of Legislative Decree No. 58/98 (**‘Designated Representative’**).

▪ **PARTICIPATION BY ENTITLED PERSONS ALSO BY MEANS OF TELECOMMUNICATIONS**

Persons who are entitled to take part in the work of the Annual General Meeting under the law (Chairman, Directors, Statutory Auditors, Designated Representative) may participate in the AGM either at the Company’s registered office or by telecommunication means that also ensure that they can be identified, without the need for the Chairman and the Secretary and/or notary of the meeting having to be in the same place, and without prejudice, taking into account Opinion No. 187 of the Notary Council of Milan, to the presence of the secretary and/or notary of the meeting at the Company’s registered office, where the AGM is convened. The Company will provide instructions for participating in the Annual General Meeting by telecommunication means to those concerned.

▪ **PARTICIPATION IN THE ANNUAL GENERAL MEETING AND GRANTING OF PROXY TO THE DESIGNATED REPRESENTATIVE**

Pursuant to Article 7 of the Articles of Association and in accordance with the law in force, **participation in the Annual General Meeting by those who have the right to vote is permitted only through the Designated Representative, without the physical participation of the shareholders.**

Those persons entitled to vote who wish to attend the Annual General Meeting must therefore grant the Designated Representative a proxy – with voting instructions on all or some of the proposed resolutions on the items on the agenda – together with ID (identification document) – and, in the case of a legal entity, a document proving the possession of powers to grant the proxy, using the specific proxy/sub-proxy form prepared by the Designated Representative in agreement with the Company, available on the Company’s website at the following address www.delonghigroup.com (section ‘Governance’ – ‘Corporate Bodies’ – ‘Annual General Meeting April 2026’), where there is also the link to a specific web application provided and managed directly by Computershare S.p.A., through which it will be possible to proceed with the guided compilation of the proxy form for the Designated Representative.

The web application, which can be accessed through specific links on the Company’s website www.delonghigroup.com (section ‘Governance’ – ‘Corporate Bodies’ – ‘Annual General Meeting April 2026’) will be made available by Computershare S.p.A., in its capacity as Designated Representative, from **10 April 2026** (the day by which the Company will already have made available any additions to the list of items to be discussed or any proposals for resolutions on items already on the agenda of the Annual General Meeting that may have been received individually from those persons entitled to vote).

The proxy granted without using the web application must be transmitted in the manner indicated in the proxy/sub-proxy form made available on the Company’s website at the address www.delonghigroup.com (section ‘Governance’ – ‘Corporate Bodies’ – ‘Annual General Meeting April 2026’).

The proxy must be granted by the end of the second trading day prior to the date of the Annual General Meeting (therefore, **21 April 2026**) and shall be effective only for those proposals for which voting instructions have been given. The proxy and voting instructions may be revoked within the same time limit.

It should be noted that the Designated Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-*novies* of Legislative Decree No. 58/98, as an exception to Article 135-*undecies*(4) of Legislative Decree No. 58/98, using the form made available on the Company’s website www.delonghigroup.com (section ‘Governance’ – ‘Corporate Bodies’ – ‘Annual General Meeting April 2026’), in the manner and within the time limits indicated in the form itself.

It should be noted that the shares for which the proxy or sub-proxy has been granted, even partially, are calculated for the purposes of establishing the valid constitution of the Annual General Meeting. In relation to proposals for which no voting instructions have been given, those shares are not counted for the purposes of calculating the majority and the amount of capital required to approve resolutions.

For clarification or information, the Designated Representative can be contacted by phone +39 011-0923200 or at the following e-mail address sedeto@computershare.it.

Shareholders are informed that the Company reserves the right to supplement and/or amend the above instructions. In this case, the Company will promptly inform the public using the same method as the one used to publish this call notice.

▪ **POSTAL VOTING**

No procedures are envisaged for voting by post or electronically.

▪ **SUPPLEMENTATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS**

Please note that, in accordance with Article 126-*bis* of Legislative Decree No. 58/98, Shareholders who, individually or jointly, represent at least one fortieth of the share capital may ask, within ten days of publication of the call notice convening the Annual General Meeting (therefore by **2 April 2026**), to add to the list of items on the agenda, specifying in the request the additional items they propose or submitting proposed resolutions on items already on the agenda.

The requests, together with certificate attesting ownership of the shareholding, must be submitted in writing by communication sent to the following certified email address: societariodelonghispa@legalmail.it. The requests must be accompanied by an indication of the requesting shareholders, the percentage held and a reference to the communication sent by the depository intermediary to the Company for the entitlement to exercise the right, as well as a report giving the reason for proposing the new items for discussion or the reason for submitting additional proposals on items already on the agenda. It is also specified that the agenda cannot be supplemented with items on which, in accordance with the law, the Annual General Meeting resolves upon the proposal of the Directors or on the basis of a project or a report prepared by the same, other than those referred to in Article 125-*ter*(1) of Legislative Decree No. 58/98. Any additions to the agenda and/or additional proposed resolutions submitted on items already on the agenda, together with the report prepared by the Shareholders and any evaluations of the Board of Directors, are made available to the public in the same ways as prescribed for publishing this call notice at least fifteen days prior to the date set for the Annual General Meeting (therefore by **8 April 2026**).

▪ **RIGHT TO SUBMIT INDIVIDUALLY PROPOSALS FOR RESOLUTIONS BEFORE THE ANNUAL GENERAL MEETING**

Considering that attendance at the Annual General Meeting is exclusively through the Designated Representative and that, consequently, the presentation of proposed resolutions is not permitted during the AGM, pursuant to Article 135-*undecies*.1(2) of Legislative Decree No. 58/98, Shareholders and those persons entitled to vote may individually submit proposals for resolutions on the items on the agenda, or proposals whose submission is otherwise permitted by law, even if they represent less than one fortieth of the share capital with voting rights. These proposals must be submitted by the fifteenth day before the date of the AGM (therefore by **8 April 2026**) to the following certified email address: societariodelonghispa@legalmail.it.

After verifying their relevance to the items on the agenda as well as their correctness and completeness with respect to the applicable regulations, the proposals will be published by **10 April 2026** on the Company's website at www.delonghigroup.com (section 'Governance' – 'Corporate Bodies' – 'Annual General Meeting April 2026').

The entitlement to individually submit proposed resolutions is subject to the Company receiving the notice provided for by Article 83-*sexies* of Legislative Decree No. 58/98.

▪ **RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA BEFORE THE ANNUAL GENERAL MEETING**

Those persons with voting rights may ask questions on items on the agenda only before the Annual General Meeting, by sending such questions to the following certified email address: societariodelonghispa@legalmail.it, accompanied by appropriate documentation proving the right to exercise voting rights issued by authorised depository intermediaries in accordance with their accounting records.

Pursuant to Article 127-*ter* of Legislative Decree No. 58/98, questions must be received by the record date (therefore by **14 April 2026**). The questions that are received by the Company within this deadline and in the manner indicated above, once their relevance to the item on the agenda of the Annual General Meeting and the legitimacy of the person posing the question has been verified, will be answered by the Company by the minimum deadline provided pursuant to Article 135-*undecies*.1(3) of Legislative Decree No. 58/98, (therefore by **20 April 2026**), by publication on the Company's website www.delonghigroup.com (section 'Governance' - 'Corporate Bodies' - 'Annual General Meeting April 2026'), in order to enable those entitled to vote to express themselves knowledgeably on the item on the agenda. The Company may provide a single response to questions concerning the same subject.

▪ **SHARE CAPITAL AND SHARES WITH VOTING RIGHTS**

Pursuant to Article 125-*quater*(1)(c) of Legislative Decree No. 58/98, we hereby inform you that, based on the findings as of today's date, the share capital (fully subscribed and paid up) of De' Longhi S.p.A. amounts to €226,942,105.50 and is divided into 151,294,737 ordinary shares without par value.

Each share gives the right to one vote at the Annual General Meeting, except for the 81,791,515 shares that have accrued the right to the increase in voting rights pursuant to Article 127-*quinquies* of Legislative Decree No. 58/98 and Article 5-*bis* of De' Longhi's Articles of Association (in the ratio of two voting rights per share); therefore, at the date of publication of this call notice, the total number of voting rights that can be exercised at the Annual General Meeting is 233,086,252.

It should be noted that there are no classes of shares other than ordinary shares and that as of the accounting date 20 March 2026, the Company holds 1,756,513 treasury shares (equal to 1.161% of the share capital and 0.754% of the share capital with voting rights) for which, in accordance with the law, voting rights are suspended.

▪ **DOCUMENTATION**

The documentation relating to the items on the agenda for the Annual General Meeting required by the law and regulations in force will be filed and made available to the public, within the terms of law and regulations, at the Company's registered office and on its website www.delonghigroup.com (section 'Governance' – 'Corporate Bodies' – 'Annual General Meeting April 2026'), and on the authorised storage mechanism called IINFO managed by Computershare S.p.A. and accessible on the website www.linfo.it.

Shareholders and other persons entitled to attend the Annual General Meeting may obtain a copy by sending a request to the following certified email address: societariodelonghispa@legalmail.it.

In particular, the following will be made available to the public:

- **today:** (i) the Directors' Report on the items on the agenda of the Annual General Meeting prepared pursuant to Article 125-ter of Legislative Decree 58/98, drafted also pursuant to Articles 73 and 84-ter of Consob Regulation No. 11971, including the proposed resolutions on items 3.1, 3.2 and 4 on the agenda of the Annual General Meeting;

- on **2 April 2026:** (i) the Annual Report for FY 2025 (including, among others, the Separate Financial Statements and Consolidated Financial Statements at 31 December 2025, the Directors' Reports on Operations and the proposed resolutions on items 1 and 2 on the agenda of the Annual General Meeting, the Reports of the Board of Statutory Auditors and of the External Auditors, the certifications by the Chief Executive Officer and the Financial Reporting Officer pursuant to Article 154-bis(5) and (5-ter) of Legislative Decree No. 58/98, as well as the consolidated sustainability reporting pursuant to Legislative Decree No. 125/2024; (ii) the Report on Corporate Governance and Shareholding Structure for FY 2025; and (iii) the Report on the 2026 remuneration policy and compensation paid in 2025, pursuant to Article 123-ter of Legislative Decree No. 58/98;

- on **8 April 2026**, the documentation pursuant to Article 77(2-bis) of the Issuers' Regulation and Article 15(1)(a) of the Market Regulation adopted with Consob resolution No. 20249 of 28 December 2017, with the caveat that this documentation will be made available only at the Company's offices in Via Lodovico Seitz 47, Treviso.

The Articles of Association and the Rules of the Annual General Meeting are available on the Company's website www.delonghigroup.com (in the section 'Governance' – 'Company Documents').

Additional documentation required by the laws and regulations in force, including the minutes of the Annual General Meeting, will be published in the manner and with the time limits laid down by the law and regulations.

It should be noted that information concerning the Annual General Meeting and attendance at the same, also with regard to the provisions of Article 125-quater of Legislative Decree No. 58/98, will in any case be published on the Company's website (section 'Governance' – 'Corporate Bodies' – 'Annual General Meeting April 2026').

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Treviso, 23 March 2026

For the Board of Directors
The Chairman
Fabio De'Longhi

(Call notice published on **23 March 2026** on the Company's website www.delonghigroup.com (section 'Governance' – 'Corporate Bodies' – 'Annual General Meeting 2026'), and on the IINFO authorised storage mechanism managed by Computershare S.p.A. and accessible via the website www.linfo.it and on **24 March 2026** in excerpt form in the '*La Repubblica*' newspaper).