

**DE' LONGHI S.P.A.**  
Registered office in Treviso – Via Lodovico Seitz 47  
Share capital €226,590,000.00 fully paid up  
Tax Code and Registration in the Company Register of Treviso No. 11570840154

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## CALL NOTICE FOR THE ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING

Those in possession of the right to vote in the Annual General Meeting of De' Longhi S.p.A are invited to attend the Ordinary and Extraordinary Annual General Meeting on **19 April 2024, 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

#### Ordinary Part

1. Approval of the Separate Financial Statements at 31 December 2023 accompanied by the 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 2023. Presentation of the consolidated non-financial statement pursuant to Legislative Decree no. 254/16. 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 '2024 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 2023' indicated in Section II, in accordance with Article 123-ter(6) of Legislative Decree No. 58/98.
4. Proposal of a share-based incentive plan concerning the ordinary shares of De' Longhi S.p.A., called the '2024-2026 Performance Share Plan', reserved for the Chief Executive Officer and the General Manager of the Company, as well as for a limited number of top managers in the De' Longhi Group. Resolutions thereon.
5. Proposal to authorise the purchase and disposal of treasury shares, after revoking the resolution taken by the Annual General Meeting held on 21 April 2023. Resolutions thereon.

#### Extraordinary Part

1. Proposed amendment to Articles 5-bis and 7 of the Company's Articles of Association. Resolutions thereon.
2. Proposal to grant powers to the Board of Directors, pursuant to Article 2443 of the Civil Code, for a period of 5 years from the date of the resolution, to increase the share capital, free of charge and divisible and also in multiple tranches, pursuant to Article 2349 of the Civil Code, with the issue of a maximum of 1,200,000 ordinary shares, with a nominal value of €1.50 each and thus for a maximum amount of €1,800,000, to be assigned to employees of De' Longhi S.p.A. and of its subsidiaries who are beneficiaries of the share-based incentive plan concerning the ordinary shares of De' Longhi S.p.A. called '2024-2026 Performance Share Plan'; consequent amendment of Article 5-quater of the Articles of Association. 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 and subsequent amendments and additions ('**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, **10 April 2024**, the so-called '**record date**') may attend and vote at the AGM. In accordance with the legislation 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 **16 April 2024**). 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 106(4) of Decree Law No. 18 of 17 March 2020 (the so-called ‘*Cura Italia Decree*’), converted, with amendments, by Law no. 27 of 24 April 2020, and subsequent amendments, **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 offices in via Nizza n, 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**’).

Directors and Statutory Auditors, as well as other persons entitled to vote pursuant to law, other than those who have the right to vote (who must grant a proxy to the Designated Representative), may attend the Annual General Meeting by telecommunication means that also ensure they can be identified. 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 the *Cura Italia Decree*, **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 form prepared by the Designated Representative in agreement with the Company, available on the Company’s website at the following address [www.delonghigroup.com](http://www.delonghigroup.com) (section ‘*Governance*’ – ‘*Corporate Bodies*’ – ‘*Annual General Meeting 2024*’), 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](http://www.delonghigroup.com) (section ‘*Governance*’ – ‘*Corporate Bodies*’ – ‘*Annual General Meeting 2024*’) will be made available by Computershare S.p.A., in its capacity as Designated Representative, from **6 April 2024** (the day by which the Company will make 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 form made available on the Company’s website at the address [www.delonghigroup.com](http://www.delonghigroup.com) (section ‘*Governance*’ – ‘*Corporate Bodies*’ – ‘*Annual General Meeting 2024*’).

The proxy must be granted by the end of the second trading day prior to the date of the Annual General Meeting (therefore, **17 April 2024**) 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 given above.

It should be noted that the shares for which the 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.

It should also 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 specific form made available on the Company’s website [www.delonghigroup.com](http://www.delonghigroup.com) (section ‘*Governance*’ – ‘*Corporate Bodies*’ – ‘*Annual General Meeting 2024*’), in the manner and within the time limits indicated in the form itself.

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](mailto: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 **29 March 2024**), to add to the list of items on the agenda, specifying in the request the additional items they propose or presenting proposed resolutions on items already on the agenda.

The requests, together with certificate attesting ownership of the shareholding, must be presented in writing by communication sent to the following certified email address: [societariodelonghispa@legalmail.it](mailto: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 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 **4 April 2024**).

#### ▪ **RIGHT TO PRESENT 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 proposals is not permitted during the AGM, Shareholders and those persons entitled to vote may individually submit proposals for resolutions on the items on the agenda, even if they represent less than one fortieth of the share capital with voting rights. These proposals must be presented by **4 April 2024** to the following certified email address: [societariodelonghispa@legalmail.it](mailto: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 **6 April 2024** on the Company's website at [www.delonghigroup.com](http://www.delonghigroup.com) (section 'Governance' – 'Corporate Bodies' – 'Annual General Meeting 2024').

#### ▪ **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 even before the Annual General Meeting, by sending such questions to the following certified email address: [societariodelonghispa@legalmail.it](mailto: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 the Consolidated Law on Finance, questions must be received by the record date (therefore, by **10 April 2024**). The questions that are received by the Company by 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, as an exception to the minimum deadline provided pursuant to Article 127-*ter*(1-*bis*) of the Consolidated Law on Finance, by **16 April 2024**, by publication on the Company's website [www.delonghigroup.com](http://www.delonghigroup.com) (section 'Governance' - 'Corporate Bodies' - 'Annual General Meeting 2024'), 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 outcomes as of 18 April 2024, the share capital (fully subscribed and paid up) of De' Longhi S.p.A. amounts to €226,590,000.00 and is divided into 151,060,000 ordinary shares with a par value of €1.50 each, each of which gives the right to one vote at the Annual General Meeting, except for the 81,971,810 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 233,031,810.

It should be noted that there are no classes of shares other than ordinary shares and that at the accounting date as of

18 April 2024, the Company holds 301,600 treasury shares (equal to 0.20% of the share capital and 0.13% 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 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](http://www.delonghigroup.com) (section 'Governance' – 'Corporate Bodies' – 'Annual General Meeting 2024'), and on the authorised storage mechanism called IINFO managed by Computershare S.p.A. and accessible on the website [www.linfo.it](http://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](mailto: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 for the ordinary part 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 5 of the agenda, and (ii) the Directors' Report on item 4 on the agenda for the ordinary part of the Annual General Meeting including the related proposed resolutions, with the information document drafted pursuant to Article 84-bis of the Issuers' Regulation;

- on **29 March 2024**, (i) the Annual Report for the financial year 2023 (including, among others, the Separate Financial Statements and Consolidated Financial Statements at 31 December 2023, the Directors' Report on Operations and the proposed resolutions on items 1 and 2 on the agenda for the Ordinary Annual General Meeting, the Reports of the Board of Statutory Auditors and of the External Auditors, as well as the certification by the Chief Executive Officer and the Financial Reporting Officer pursuant to Article 154-bis(5) of Legislative Decree No. 58/98, and the consolidated non-financial statement pursuant to Legislative Decree No. 254/16; (ii) the Report on Remuneration pursuant to Article 123-ter of Legislative Decree No. 58/98; (iii) the Report on Corporate Governance and Shareholding Structure for FY 2023; (iv) the Directors' Report on item 1 on the agenda for the extraordinary part of the Annual General Meeting containing the related proposed resolution, and (v) the Directors' Report on item 2 on the agenda for the extraordinary part of the Annual General Meeting containing the related proposed resolution;

- on **4 April 2024**, 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 for Annual General Meetings are available on the Company's website [www.delonghigroup.com](http://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 2024').

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Treviso, 19 March 2024

For the Board of Directors  
The Chairman  
Giuseppe de' Longhi

(Call notice published on **19 March 2024** on the Company's website [www.delonghigroup.com](http://www.delonghigroup.com) (section 'Governance' – 'Corporate Bodies' – 'Annual General Meeting 2024'), and on the IINFO authorised storage mechanism managed by Computershare S.p.A. and accessible via the website [www.linfo.it](http://www.linfo.it) and on **20 March 2024** in excerpt form in the '*La Repubblica*' newspaper).