



OVS S.p.A.

Registered Offices in Venezia - Mestre (Italy), Via Terraglio, no. 17, 30174

Share Capital Euro 290,923,470.00 fully paid-in

T: +39 041-2397500 – F: +39 041-2397630 – Website: www.ovscorporate.it

Registration with the Companies Register of Venice, Fiscal Code and Tax Code Number

04240010274

Economic and Administrative Repertory number 378007

**NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS'
MEETING**

All the shareholders entitled to attend and vote are called to the Ordinary and Extraordinary Shareholders' Meeting on 31 May 2022, at 9:30am (CET), on single call, at the Company's legal offices, in via Terraglio no. 17, 30174 Venezia-Mestre (Italy), to discuss and resolve upon the following

AGENDA

Ordinary Part

1. Approval of the Financial Statements of OVS S.p.A. as at 31 January 2022, accompanied by the Management Report by the Board of Directors, the Report by the Board of Statutory Auditors and the Report by the Auditing Firm. Presentation of the Consolidated Financial Statements as of 31 January 2022. Presentation of the statements containing non-financial information in accordance with Italian Legislative Decree No. 254 of 30 December 2016. Related and subsequent resolutions.
2. Allocation of the net result for the financial year ended on 31 January 2022 of OVS S.p.A.. Related and subsequent resolutions.
3. Report on the policy regarding remuneration and on paid remuneration pursuant to Article 123-ter of Italian Legislative Decree of 24 February 1998, no. 58 and Article 84-quater of the CONSOB Regulation no. 11971/1999 of 14 May 1999:
 - 3.1 resolutions on the remuneration policy of OVS S.p.A. contained in the first section of the report pursuant to article 123-ter, paragraphs 3-bis and 3-ter, of the Italian Legislative Decree of 24 February 1998, no. 58;
 - 3.2 resolutions on the paid remuneration contained in the second section of the report pursuant to article 123-ter, paragraph 6, of the Italian Legislative Decree of 24 February 1998, no. 58.



- 4 Compensation plan, called "Performance Shares Plan 2022 - 2026 ", based on the assignment of OVS S.p.A. shares to some company entities and advisors described in the information document drawn up pursuant to Article 114-bis of Legislative Decree no. 24 February 1998, no. 58 and related implementation rules. Related and consequent resolutions
- 5 Proposal to authorise the purchase and disposal of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, and Article 132 of Italian Legislative Decree of 24 February 1998, no. 58 as well as Article 144-bis of Consob's Regulation no. 11971 of 14 May 1999, subject to revocation of the previous authorization granted by the ordinary shareholders' meeting on 28 May 2021, which remained partially unexecuted. Related and consequent resolutions.
- 6 Appointment of the statutory audit assignment for the period 2023-2031 and determination of the consideration pursuant to Legislative Decree no. 39/2010. Related and consequent resolutions.
- 7 Integration of the Board of Statutory Auditors through the appointment of an Effective Auditor. Related and consequent resolutions.

Extraordinary Part

1. Proposal to grant a delegation to the Board of Directors, pursuant to article 2443 of the Italian Civil Code, for a period of five years from the date of the resolution, of the right to increase the share capital, free of charge and divisible and also in several tranches, pursuant to article 2349 of the Italian Civil Code, to be assigned to employees who are beneficiaries of the incentive plan involving ordinary shares of OVS S.p.A. called the "Performance Shares Plan 2022 - 2026" with the issue of maximum 4.500.000 ordinary shares at an issue value equal to the par value of the OVS shares on the date of execution, to be allocated in full to capital. Consequent amendment of article 5 of the current Articles of Association. Related and consequent resolutions.

It should be noted that the Shareholders' Meeting date and/or place and/or participation and/or voting and/or conduct procedures, indicated in this notice of call, remain subject to compatibility with legislation in force or provisions issued by the competent Authorities due to the ongoing epidemiological emergency "COVID-19". Any changes will be promptly disclosed in the same way as for the publication of the notice of call and/or in any case through the information channels provided by the legislation in force from time to time.



TERMS OF CONDUCT OF THE SHAREHOLDERS' MEETING

Taking into account the regulatory provisions issued to contain the infection connected to the epidemic "COVID-19), the Company has decided to take advantage of the right provided for by Article 106, paragraph 4, of the Italian Law Decree of 17 March 2020, no. 18, containing "*Measures to strengthen the National Health Service and support economically families, workers and businesses connected to the COVID-19 epidemiological emergency*" (converted into Italian Law no. 27 of 24 April 2020) ("**Decree**"), whose effectiveness was most recently extended to the shareholders' meetings to be held by 31 July 2022, by article 3, paragraph 1, of Italian Law Decree of 30 December 2021 no. 228, as converted with Law of 25 February 2022 no. 15, on the conduct of shareholders' meetings of listed companies, establishing that the participation and the exercise of the voting right by the entitled parties can only take place through of the representative pursuant to Article 135-undecies of the Italian Legislative Decree of 24 February 1998, no. 58 ("**T.U.F.**") - (hereinafter also only "**Designated Representative**") - as identified in the following paragraph "Voting by proxy". The Designated Representative may also be granted with proxies and/or sub-proxies pursuant to article 135-novies of the T.U.F., by way of derogation of art. 135-undecies, paragraph 4, of the same decree, in the manner specified below in the paragraph "Voting by proxy". Therefore, the physical participation at the Shareholders' Meeting of individual Shareholders and their representatives different from Designated Representative is precluded. Without prejudice to the foregoing, pursuant to Article 106, paragraph 2, of the Decree the participation of legitimate subjects in the Shareholders' Meeting (the Chairman, the Chief Executive Officer, the Chairman of the Board of Statutory Auditors, the other members of the corporate bodies, the Secretary, the Designated Representative, the Independent Auditors, the Public Notary and/or employees and/or the collaborators authorized to do so by the Chairman), in consideration of the limitations that may arise for the aforementioned health needs, may also take place through telecommunication means that allow identification, with the manner communicated to them individually, in compliance with the regulatory provisions applicable for this case, without it being necessary for the Chairman, the Secretary and the Notary to be in the same place. The instructions for participation in the Shareholders' Meeting by means of telecommunication will, if necessary, be disclosed by the Company to the entitled parties.

SHARE CAPITAL AND SHARES WITH VOTING RIGHT

The share capital of OVS S.p.A., subscribed and paid up, is equal to Euro 290,923,470.00, divided into no. 290,923,470 ordinary shares, with no nominal value. Each share gives the right to one vote in the Company Ordinary and Extraordinary Shareholders' Meetings.



At the date of 27th April 2022, the Company holds no. 3,485,351 treasury shares (equal to 1.198% of the share capital), whose voting right is suspended pursuant to Article 2357-ter, paragraph 2 of the Italian Civil Code. Therefore, as of said date, the voting rights exercisable at the Shareholders' Meeting are no. 287,438,119. However, treasury shares are included in the capital for the purpose of calculating the shares required for the constitution and resolutions of the Shareholders' Meeting.

Detailed information on the share capital and its composition is published on the website www.ovscorporate.it, Section “Governance/Shareholders’ Meeting 2022” (<http://www.ovscorporate.it/en/governance/shareholders-meeting>).

RIGHT TO ATTEND AND VOTE

The right to attend and to exercise the right to vote at the Shareholders’ Meeting – exclusively through the Designated Representative - is assessed by a communication made by the authorised intermediary to the Company, based on the accounting records as of the end of accounting day of the seventh trading day prior to the Shareholders’ Meeting date, on single call, that is 20 May 2022 (*record date*). Those resulting to own Company shares only after such date, based on the accounting records, will not be entitled to attend and vote in the Shareholders’ Meeting. The communication by the intermediary must be received by the Company by the end of the third trading day prior to the date of the Shareholders’ Meeting (i.e. within 26 May 2022). Nevertheless, the right to attend and vote - that has to be exercised only through the Designated Representative - will be granted also to those whose relevant communication will be received by the Company after the aforementioned term, if received prior to the beginning of the Shareholders’ Meeting works, on single call.

There are no voting procedures by correspondence or by electronic tools.

It is reminded that the communication to the Company is made by the intermediary at the request of the person who has the right. The holders of voting rights are required to issue instructions to the intermediary who keeps the related accounts, so that it can make the aforementioned communication to the Company.

VOTING BY PROXY

Pursuant to article 106, paragraph 4 of the Decree the Company availed itself of the right to provide that participation and the exercise of the voting right in the Shareholders' Meeting are allowed only through the Designated Representative.



In relation to the Shareholders' Meeting referred to in this notice of call, the Company identified as the Designated Representative pursuant to article 135-undecies of the T.U.F. Trevisan & Associati Law Firm, with office in Milan, Viale Majno no. 45, in person of Dario Trevisan or any substitutes in case of impediment, to whom a specific proxy and/or sub-proxy shall be granted, alternatively pursuant to:

- article 135-undecies of the T.U.F., through the "Proxy form to the Designated Representative", or
- article 135-novies of the T.U.F., with the right to use the "Ordinary proxy form" and/or the "Sub-proxy form",

in the manner described below.

Delegation pursuant to Article 135-undecies T.U.F. ("Proxy to the Designated Representative")

The Designated Representative can be granted with a written proxy pursuant to article 135-undecies of the T.U.F., without expenses 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 Designated Representative under Article 135-undecies of the T.U.F. has to be granted by signing the specific "Proxy form to the Designated Representative" made available in the dedicated section of the Company's website www.ovscorporate.it Section "Governance/Shareholders' Meeting 2022" (<http://www.ovscorporate.it/en/governance/shareholders-meeting>) and received, in original, with the relevant written voting instructions, together with a copy of an identity document in force of the delegator or, in case the delegator is a legal person, of the legal representative or other person granted with appropriate powers, together with the documentation proving the corporate powers (copy of the Chamber of Commerce certificate or similar document), as well as a copy of the accreditation certificate issued by its/her/his bank or intermediary, alternatively

- (i) as to proxies with hand-written signature, by courier or registered letter with acknowledgement of receipt, to Trevisan & Associati Law Firm, Viale Majno, no. 45, 20122 - Milan

(Ref. "Proxy for OVS Shareholders' Meeting 2022")

- (ii) as to proxies with electronic certified signature or digital signature, by certified mail addressed to: rappresentante-designato@pec.it

no later than the end of the second open market day preceding the date set forth for the Shareholders' Meeting (i.e. no later than 11.59 pm on 27 May 2022).

The proxy and the related voting instructions given to the Designated Representative pursuant to article 135-undecies of the T.U.F. can be revoked within the aforementioned deadline (i.e. no later than 11.59 pm on 27 May 2022), in the same way as for the conferral.



The proxy has no effect with respect to proposals on which no voting instructions have been given.

Proxy and/or sub-proxy pursuant to article 135-novies T.U.F. ("ordinary proxy" and/or "sub-proxy")

Those who do not give proxies pursuant to article 135-undecies of the T.U.F. may grant the Designated Representative with proxies and/or sub-proxies pursuant to article 135-novies of the T.U.F., by way of derogation to Article 135-undecies, paragraph 4, of the T.U.F.

To this end, the "Ordinary proxy form" and / or the "Sub-proxy form", available in the specific section of the Company's website, at www.ovscorporate.it, Section "Governance / Shareholders' Meeting 2022" (<http://www.ovscorporate.it/en/governance/shareholders-meeting>) may be used.

The proxies/sub proxies with the related written voting instructions, together with a copy of an identity document in force of the delegator/subdelegator or, in case the delegator/sundelegator is a legal person, of the legal representative or other person granted with the appropriate powers, together with a copy of the documentation proving the corporate powers (copy of the Chamber of Commerce certificate or similar document), as well as a copy of the accreditation certificate issued by its/her/his bank or intermediary, have to be sent to the Designated Representative by mail with courier or registered letter with return receipt to Trevisan & Associati Law Firm to the address: Viale Majno no. 45, 20122, Milan – Italy (Ref. "Proxy for OVS Shareholders' Meeting 2022"), or via certified e-mail, addressed to: rappresentante-designato@pec.it or by ordinary e-mail to the address rappresentante-designato@trevisanlaw.it

by 12.00pm (noon) on 30 May 2022 (it being understood that the Designated Representative may accept proxies and/or sub-proxies and/or voting instructions even after the aforementioned term, if prior to the beginning of the Shareholders' Meeting works).

The proxy and/or sub-proxy and the related voting instructions on all or any of the proposals on the Agenda, conferred to the Designated Representative pursuant to Article 135-novies of the T.U.F., can be revoked within the same aforementioned term (i.e., by 12:00pm on 30 May 2022), in the same way as for the conferral.

The Designated Representative is available for further clarifications regarding the granting of the proxy (and, in particular, regarding the completion of the proxy form and the voting instructions and their transmission), at the addresses mentioned above and/or at the Toll-Free Number: 800 134 679 (working days and hours).



RIGHT TO REQUEST INTEGRATION TO THE AGENDA OF THE MEETING AND TO PRESENT NEW PROPOSALS FOR RESOLUTIONS BY THE SHAREHOLDERS HOLDING AT LEAST 2.5% OF THE SHARE CAPITAL (PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, FIRST PERIOD, T.U.F.)

Within ten days of the publication of this notice of call, Shareholders representing, even jointly, at least one-fortieth of the share capital can request to integrate the list of the items to be discussed, indicating further items proposed by them or presenting proposals for resolutions regarding the items that have already been included in the Agenda.

Only those Shareholders in favour of whom specific communication by an authorized intermediary, certifying the ownership of the shares held by the applicants with validity on the date of the request, was received by the Company pursuant to the applicable laws will have the right request integrations to the Agenda or to present new proposals for resolutions.

Requests have to be made in writing via registered mail or certified e-mail to the following addresses: OVS S.p.A., Legal and Corporate Affairs Department, Via Terraglio, no. 17, 30174 Venezia - Mestre (Italy), e-mail corporate@pec.ovs.it and have to be received by the Company within the abovementioned term. By the same term and using the same methods, Shareholders making proposals have to supply the Board of Directors with a report outlining the reasons why they are proposing new items to be discussed or the reasons why they are proposing further resolutions regarding the items already included in the Agenda.

Information on the Agenda integrations or on the presentation of further proposals for resolution on the items already included in the Agenda is provided in the same form required for the publication of this notice of call, at least fifteen days prior to the date of the Shareholders' Meeting, on single call (i.e. 16 May 2022). Together with the publication of the integration notice or of such presentation, the report by the applying Shareholders will be made available to the public, in the same form provided for the documents regarding the Shareholders' Meeting, accompanied by the Board of Directors' relevant remarks (if any).

No integrations to the Agenda are permitted for the items upon which the Shareholders' Meeting resolves upon proposal by the Board of Directors or based on a draft or report prepared by the latter pursuant to the applicable laws, except for those referred to under Article 125-ter, paragraph 1, of the T.U.F..

PRESENTATION OF PROPOSALS FOR RESOLUTION BY THOSE WHO HAVE THE RIGHT TO VOTE (PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1, PENULTIMATE PERIOD, OF THE T.U.F.)



Since participation in the Shareholders' Meeting is permitted exclusively through the Designated Representative, only for the purposes of this Shareholders' Meeting and taking into account the circumstances and extraordinary measures, those who have the right to vote may individually submit to the Company proposals for resolutions on the items on the Agenda - pursuant to Article 126-bis, paragraph 1, penultimate period, of the T.U.F. - with adequate advance and, in any case, by 16 May 2022.

The aforementioned proposals, formulated in a clear and complete way, have to be submitted in writing, indicating as reference " Proposals for resolution pursuant to Article 126-bis, paragraph 1, penultimate period, T.U.F. ", together with the information that allows the identification of the subject who submits them, as well as the information relating to the ownership of shares (by means of a specific certification of the authorised intermediary) and the related voting right, and have to be sent to the Company within the aforementioned term by registered letter or certified e-mail or ordinary e-mail, with original to follow, to the following addresses: OVS S.p.A., Legal and Corporate Affairs Department, Via Terraglio, no. 17, 30174 Venezia - Mestre, e-mail corporate@pec.ovs.it, also receiving ordinary e-mail. Any such proposals have to indicate the item on the Agenda of the Shareholders' Meeting they refer to, the text of the proposed resolution and the personal data of the applicant. To allow all Shareholders to know the individual proposals that will be presented and to give their voting instructions to the Designated Representative on them, the Company will publish by 17 May 2022 on its website [www. ovscorporate.it](http://www.ovscorporate.it) Section "Governance /Shareholders' Meeting 2022" (<http://www.ovscorporate.it/en/governance/shareholders-meeting>) such proposals, reserving the right to verify - for publication purposes - their relevance with respect to the items on the Agenda, completeness, compliance with applicable legislation, as well as the legitimacy of the proposers.

RIGHT TO MAKE QUESTIONS UPON THE ITEMS ON THE AGENDA

Those who have the right to vote and in favour of whom the Company has received a specific communication made by an authorized intermediary pursuant to current legislation are entitled to make questions on the items on the Agenda even before the Shareholders' Meeting, and in any case within 7 trading days prior to the date of the Shareholders' Meeting (i.e. by 20 May 2022), by sending them by registered letter or certified e-mail or ordinary e-mail with original to follow, to the following addresses: OVS S.p.A., Management Legal and Corporate Affairs, Via Terraglio, no. 17, 30174 Venezia - Mestre, e-mail corporate@pec.ovs.it, also receiving ordinary e-mail. In order to facilitate the organization of the answers, the questions must refer to the page number of the explanatory report on the related item on the Agenda prepared by the Board of Directors pursuant to Article 125-ter of the T.U.F. or other document made available to the Shareholders' Meeting.



Only questions received within the aforementioned term, strictly pertinent to the matters on the Agenda and made by those holding the voting right on the so-called record date, will be taken into consideration. Ownership of the right to vote can also be certified after the submission of the questions provided that within the third day following the record date (i.e. by 23 May 2022). Questions ritually presented and received before the abovementioned term will be answered at the latest within 3 trading days prior to the Shareholders' Meeting by publication on the Company's website www.ovscorporate.it, Section "Governance/Shareholders' Meeting 2022" (<http://www.ovscorporate.it/en/governance/shareholders-meeting>). No answer will be due, if the information requested is already made available by the Company in "Question and Answer" format on the Company's website www.ovscorporate.it, Section "Governance/ Shareholders' Meeting 2022" (<http://www.ovscorporate.it/en/governance/shareholders-meeting>) or the answer is already published in the same section. The Company may provide unitary answers to questions having the same content. Questions not related to the Agenda will not be answered.

REPORT ON REMUNERATION POLICY AND ON PAID REMUNERATION

Pursuant to article 123-ter of the T.U.F., the Shareholders' Meeting called for the approval of the financial statements is required to resolve upon the Company's remuneration policy contained in the first section of the Report on remuneration policy and on paid remuneration and upon the paid remuneration contained in the second section of the Report; it is reminded that this last resolution on the second section, pursuant to the aforementioned article 123-ter, paragraph 6, of the T.U.F., is not binding.

INTEGRATION OF THE BOARD OF STATUTORY AUDITORS

The Shareholders' Meeting is called to resolve upon the integration of the Board of Statutory Auditors following the resignation, occurred on 29th April 2022, of the Effective Auditor, taken from the list that has obtained the highest number of votes, Ms. Paola Tagliavini and the simultaneous takeover, pursuant to Article 2401 of the Italian Civil Code, of the Alternate Auditor, Ms. Emanuela Italia Fusa, who will remain in office until the Shareholders' Meeting called by this notice.

In particular, the Shareholders are called to appoint - in compliance with legislation in force - an Effective Auditor, whose term of office will expire together with the members of the Board of Statutory Auditors currently in office (i.e. with the Shareholders' Meeting called to approve the financial statements as at 31 January 2023).



Since the provisions of the Bylaws and of the law relating to the so-called list voting mechanism, applicable to the renewal of the entire Board of Statutory Auditors, do not apply, pursuant to Article 24.2 of the Bylaws the Shareholders' Meeting is called to resolve with the legal majorities on the nominations that must be submitted by the Shareholders by 16 May 2022, accompanied by the documentation referred to in Article 24.2 of the Bylaws.

DOCUMENTS

The illustrative reports of the Directors and further documents regarding the Shareholders' Meeting set forth by the applicable provisions of law, including the annual financial report and proposals for resolution, will be made available to the public within the terms provided for by the law at the Company's offices at Via Terraglio, no. 17, 30174 Venezia - Mestre (Italy), and on the Company's website www.ovscorporate.it, Section "Governance/Shareholders' Meeting 2022" (<http://www.ovscorporate.it/en/governance/shareholders-meeting>) as well as at the mechanism for the central storage of regulated information "1Info".

Company By-Laws and Shareholders' Meeting Regulation are available on the Company's website www.ovscorporate.it, Section Governance, respectively, By-Laws (<http://www.ovscorporate.it/en/governance/laws>) and Procedures and Regulations (<http://www.ovscorporate.it/en/governance/procedures-and-regulations>).

This notice of call is published in full today, according to Article 125-bis of the T.U.F. and Article 8.3 of the By-Laws, on the Company's website www.ovscorporate.it, Section "Governance/Shareholders' Meeting 2022" (<http://www.ovscorporate.it/en/governance/shareholders-meeting>) and at the mechanism for the central storage of regulated information "1Info", as well as it will be published tomorrow, 30 April 2022, as an abstract, on the newspaper "IlSole24Ore".

The Company reserves the right to integrate and/or modify the above instructions in consideration of the measures that may become necessary or appropriate in relation to the COVID-19 epidemiological emergency.

Venezia-Mestre, 29 April 2022

For the Board of Directors

Franco Moschetti

Chairman of the Board of Directors