



OVS S.p.A.

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

Share Capital Euro 227.000.000,00 fully paid-in

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

Registration with the Companies Register of Venezia 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 participate and vote in the Shareholders' Meeting of OVS S.p.A. are summoned to the Ordinary and Extraordinary Shareholders' Meeting on 9 July 2020, at 11:00am (CET), with a single call, at the Company's legal offices, 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 2020, 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 Statement as of 31 January 2020. Presentation of the statement containing non-financial information in accordance with Legislative Decree No. 254 of 30 December 2016. Related and subsequent resolutions.
2. Allocation of the net result for the year ended on 31 January 2020 of OVS S.p.A.. Related and subsequent resolutions.
3. Report on the policy regarding remuneration and on fees paid pursuant to Article no. 123-ter of Legislative Decree of 24 February 1998, no. 58 and Article no. 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. referred to in the first section of the report pursuant to article 123-ter, paragraphs 3-bis and 3-ter, of the Legislative Decree of 24 February 1998, no. 58;
 - 3.2 resolutions on the fees paid referred to in the second section of the report pursuant to article 123-ter, paragraph 6, of the Legislative Decree of 24 February 1998, no. 58
4. Appointment of the Board of Directors
 - 4.1 determination of the number of members of the Board of Directors;



- 4.2 determination of the duration of the appointment of the Board of Directors;
- 4.3 appointment of the members of the Board of Directors;
- 4.4 appointment of the Chairman;
- 4.5 Determination of the annual remuneration of the members of the Board of Directors.

Related and subsequent resolutions

- 5 Appointment of the Board of Statutory Auditors for the term 2020-2022 as is until the approval of the Financial Statements as at 31 January 2023:
 - 5.1 appointment of Standing Statutory Auditors and Alternate Statutory Auditors;
 - 5.2 appointment of the Chairman of the Board of Statutory Auditors;
 - 5.3 determination of the annual compensation of the members of the Board of Statutory Auditors.

Related and subsequent resolutions

- 6 Proposal to authorise the purchase and disposal of treasury shares pursuant to Articles no. 2357 and no. 2357-ter of the Italian Civil Code, and Article no. 132 of Legislative Decree of 24 February 1998, no. 58 as well as Article no. 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 31 May 2019, remained unexecuted. Related and consequent resolutions.

Extraordinary Part

- 1 Attribution to the Board of Directors (i) of a delegation to increase the share capital with the exclusion of the option right, pursuant to art. 2443 and 2441, paragraph 4, second sentence, of the Italian Civil Code and (ii) a delegation to increase the share capital with the exclusion of the option right, pursuant to art. 2443 and 2441, paragraph 4, first sentence, of the Italian Civil Code. Consequent modification of art. 5 of the Articles of Association. Related and consequent resolutions

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

In consideration of the ongoing health emergency connected to the epidemic "COVID-19" and taking into account the regulatory provisions issued for the containment of the infection, the Company has decided to

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avail itself of the option provided for by Article 106, paragraph 4, of the Law Decree of 17 March 2020, no. 18, containing "*Measures to strengthen the National Health Service and economic support for families, workers and businesses connected to the epidemiological emergency from COVID-19*", establishing that the participation at the Shareholders' Meeting by the entitled parties can only take place through of the representative appointed by the Company pursuant to Article 135-undecies of the Legislative Decree 24 February 1998, n. 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 or sub-proxies pursuant to article 135-novies of the T.U.F., notwithstanding art. 135-undecies, paragraph 4, of the same decree, in the manner specified below in the paragraph "Voting by proxy". Therefore, the physical participation of individual Shareholders is precluded.

Without prejudice to the foregoing, pursuant to Article 106, paragraph 2, of the Legislative Decree 17 March 2020, n. 18, the participation of legitimate subjects at 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 and/or employees and/or the collaborators authorized to do so by the Charman), in consideration of the limitations that may arise for the aforementioned health needs, it may also take place (or exclusively) by means of telecommunication means that allow identification, with the manner communicated to them individually, in compliance with the regulatory provisions applicable for this event, without it being necessary for the Chairman, the Secretary and the Notary to be in the same place.

SHARE CAPITAL AND SHARES WITH POWER TO VOTE

The share capital of OVS S.p.A., subscribed and paid up, is equal to Euro 227,000,000.00, divided into 227,000,000 ordinary shares, without indicating the nominal value. Each share gives the right to one vote.

At the date of this notice, the Company holds n. 809,226 of treasury shares (equal to 0.356% of the share capital), whose voting right is suspended pursuant to Article 2357-ter, paragraph 2 of the Italian Civil Code. Therefore, as of the date of this notice, the voting rights exercisable at the meeting are 226,190,774. 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.

The information on the share capital and its composition is published on the internet website www.ovscorporate.it Section Governance/Shareholders' Meeting 2020.



RIGHT TO INTERVENE AND VOTE

The right to intervene in the Shareholders' Meeting and to exercise the right to vote – exclusively by the Designated Representative - is assessed by a communication made by the approved 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, with a single call, that is 30 June 2020 (*record date*). Those resulting to own shares of the Company after such date, based on the accounting records, will not be entitled to intervene 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 (within 6 July 2020) prior to the date of the Shareholders' Meeting. Nevertheless, the right to intervene and vote - that will be exercised only by Delegated Representative - will be granted also to those whose relevant communication will have been received by the Company after the aforementioned term, if received prior to the beginning of the Shareholders' Meeting works, with 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 he can make the aforementioned communication to the Company.

VOTING BY PROXY

Pursuant to article 106, paragraph 4 of Legislative Decree 17 March 2020, n. 18, the Company availed itself of the right to provide that participation at the Shareholders' Meeting is allowed only through the Company's Designated Representative.

With reference to the Shareholders' Meeting referred to in this notice of call, OVS S.p.A. identified as the Designated Representative pursuant to article 135-undecies of the T.U.F. the Trevisan & Associati Law Firm, with registered office in Milan, Viale Majno n. 45, and any substitutes, to which a specific delegation and/or sub-delegation must be conferred, 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 shipping costs), with voting instructions on all or some of the proposals on the Agenda.



The proxy to the Designated Representative provided for article 135-undecies of the T.U.F. has to be conferred by signing the specific "Proxy form to the Designated Representative" made available in the section of the Company's website www.ovscorporate.it Section Governance/Shareholders' Meeting 2020 and receive, in original, with the relative written voting instructions, together with a signed copy of an identity document and, in the case of a legal person, of the documentation proving the corporate powers (copy of the Chamber of Commerce certificate or similar), by courier or registered letter A/R, to:

Trevisan & Associati Law Firm,

Viale Majno, n. 45

20122 - Milan

(Ref. "OVS 2020 Shareholders' Meeting Delegation")

no later than the end of the second open market day preceding the date set for the Shareholders' Meeting (i.e. no later than 11.59 pm on 7 June 2020). Without prejudice to the sending of the original proxy, complete with the voting instructions, the same can also be notified electronically to the certified mail address: representative-designato@pec.it. Sending the proxy to the aforementioned certified e-mail address, signed with a digital signature pursuant to current legislation, satisfies the requirement of the written form.

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. 7 June 2020), in the same way as for the conferral.

The proxy has no effect with regard to proposals for which voting instructions have not been given.

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

Those who will not use of the proxies pursuant to article 135-undecies of the T.U.F. may grant proxies and/or sub-proxies to the Designated Representative pursuant to article 135-novies of the T.U.F., notwithstanding the article 135-undecies, paragraph 4, of the TUF, which, with the relative written voting instructions, together with a signed copy of an identity document and, in the case of a legal person, of the documentation proving the corporate powers (copy of the Chamber of Commerce certificate or similar), have to arrive:

(i) to the Company, by mail, at the address: OVS S.p.A., Legal and Corporate Affairs Department, Via Terraglio, n. 17, 30174 Venice - Mestre, or by certified e-mail, to the address: corporate@pec.ovs.it, or e-mail always to the address corporate@pec.ovs.it, receiving also ordinary e-mail or, alternatively,

(ii) to the Trevisan & Associati Law Firm, by post, at the address: Viale Majno n. 45, 20122, Milan - Italy, or via certified e-mail, to the address: representative-designato@pec.it or e-mail: rappresentantedesignato@trevisanlaw.it (Ref. "OVS 2020 Shareholders' Meeting Delegation")



by 12.00pm (noon) on 8 July 2020 (it being understood that the Designated Representative will be able to accept proxies and/or sub-proxies and/or voting instructions even after the aforementioned term, provided that before the start of the meeting).

The delegation and/or sub-delegation, with the related voting instructions, conferred to the Designated Representative pursuant to article 135-novies of the T.U.F. they can be revoked within the aforementioned term (i.e., 8 July 2020), in the same way as for the conferral.

Further information, also relating to the regulations applicable to the Institute of the Designated Representative, can be found at the internet address www.ovscorporate.it Section Governance / Shareholders' Meeting 2020.

The Designated Representative is available to the Shareholders 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), to the addresses mentioned above and / or to the Toll-Free Number : 800 134 679.

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 (EX ARTICLE 126-BIS, PARAGRAPH 1, FIRST PERIOD, T.U.F.)

Within ten days as of the publication of this notice, 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 also the 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 a communication by an authorized intermediary was made and 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 and be received by the Company no later than the above-mentioned term via registered mail or certified e-mail to the following addresses: OVS S.p.A., Legal and Corporate Affairs Department, Via Terraglio, n. 17, 30174 Venezia - Mestre (Italy), e-mail corporate@pec.ovs.it. By the same term and using the same methods, Shareholders making proposals are obliged to supply the Board of Directors with a report outlining the reasons why they are proposing new items to be discussed or the motivation for their proposed different resolutions regarding the items that have already been included in the agenda.



An information on the agenda's integrations or on the presentation of proposal for further resolutions on the items that have already been included on 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, in a single call (i.e. 24 July 2020). 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, with the same form provided for the documents regarding the Meeting, accompanied by the Board of Directors' possible relevant notes.

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 no. 125-ter, paragraph 1, of the T.U.F..

**PRESENTATION OF PROPOSALS FOR RESOLUTIONS BY THOSE WHO HAVE THE
RIGHT TO VOTE (EX ARTICLE 126-BIS, PARAGRAPH 1, PENULTIMUM 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 proposed resolutions to the Company 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 24 June 2020.

The aforementioned proposals, formulated in a clear and complete way, have to be submitted in writing, indicating as reference "Resolution proposals pursuant to article 126-bis, paragraph 1, penultimate period, TUF ", 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 intermediary) and of the related right to vote, 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, at the following addresses: OVS SpA, Legal and Corporate Affairs Department, Via Terraglio, n. 17, 30174 Venice - 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 to which they refer, 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 at the Shareholders' Meeting and to give their voting instructions to the Designated Representative, the Company will publish by 25 June 2020 on its website www.ovscorporate.it Governance Section/Shareholders' Meeting 2020 the aforementioned 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 can make questions on the items on the Agenda even before the Shareholders' Meeting, and in any case within 7 trading day prior to the date of the Shareholders' Meeting (i.e. by 30 June 2020), by sending by registered letter or certified e-mail or ordinary e-mail with original to follow, to the following addresses: OVS SpA, Management Legal and Corporate Affairs, Via Terraglio, n. 17, 30174 Venice - Mestre, e-mail corporate@pec.ovs.it, also receiving ordinary e-mail. In order to facilitate the organization of the answers, the questions have to contain the reference 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 applications received within the aforementioned term will be taken into consideration, strictly pertinent to the matters on the agenda and put by those who hold the right to vote in the so-called record date. The ownership of the right to vote can also be certified after the submission of the applications as long as within the third day following the record date (i.e. by 3 July 2020).

Questions ritually presented and received before the Shareholders' Meeting 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 2020. An answer will not 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 2020, or the answer is already published in the same section. The Company may provide unitary answers to questions having the same content. No answer will be given to questions that are not relevant to the agenda.

REPORT ON THE POLICY ON REMUNERATION AND ON THE FEES PAID

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

APPOINTMENT OF THE BOARD OF DIRECTORS

The Board of Directors is composed by from 7 to 15 members; the Shareholders' Meeting shall determine the number of members, within the above limits, prior to their appointment. Directors are appointed by the

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Shareholders' Meeting on the basis of lists submitted in accordance with the procedure described in Article no. 13 of the By-laws, which is available on the Company's website www.ovscorporate.it Section Governance/By-laws.

The outgoing Board of Directors as well as Shareholders holding, individually or jointly with other Shareholders, at least 2.5% of the company's share capital as established by the CONSOB *Determinazione Dirigenziale* no. 29 issued on 18 February 2020, are entitled to submit lists.

Each Shareholder may submit, or participate to the submission of, only one list and each candidate may be presented only in one list, otherwise ineligibility will occur.

Pursuant to Article no. 13.3 of the By-laws, at least two directors qualifying as independent under the legal or regulatory provisions in force must sit in the Board of Directors. Each list must indicate which candidates possess the requisites of independence established by the legal and regulatory rules in force from time to time. The independent candidates in each list must be indicated with the numbers 2/4 of the list, with the non-independent candidates.

Lists with a number of candidates equal to or greater than three must be composed of candidates belonging to both genders in such a way as to ensure that the Board of Directors is made up of at least two fifths of directors of the less represented gender, with rounding, in case of fractional number, to the higher unit.

The lists of candidates must be filed at least 25 calendar days prior to the date set for the Shareholders' Meeting in a single call, in one of the following ways: (i) by hand delivery to OVS SpA, Legal and Corporate Affairs Department, Via Terraglio, n. 17, 30174 Venice - Mestre, during normal office hours, or (ii) by certified e-mail to the e-mail address corporate@pec.ovs.it; however, in consideration of the fact that this term expires on a non-business day (i.e. Sunday 14 June 2020), it is to be considered postponed to the first following working day, i.e. 15 June 2020.

The ownership of the minimum capital share necessary in order to present the lists, in the percentage referred to above, is ascertained on the basis of the shares resulting registered in the Shareholder's name at the date on which the lists are filed with the Company. Proof of ownership may be produced after the lists have been filed, but within the term prescribed for the publishing of the lists by the Company (i.e. 18 May 2020), by means of a communication released by an intermediary authorized in accordance with the regulations in force. By the terms set forth as above, the following documents must also be filed together with each list: (i) statements by which the individual candidates accept their candidacies and declare, under their own responsibility, that no cause of ineligibility or incompatibility exists and that they possess the requisites prescribed by the laws and regulations in force for the respective positions; (ii) Curriculum Vitae relating to each candidate's personal and professional characteristics, indicating the candidate's potential suitability to be classified as independent according to the definitions provided by the legal and regulatory provisions in force



and the Code of Conduct of the listed companies; (iii) information regarding the identity of the Shareholders presenting the lists, with the indication of the aggregate percentage interest owned, certified by the appropriate documentation issued by a legally authorized intermediary.

Lists which do not meet the above requirements shall be treated as not submitted.

It is hereby reminded that Shareholders submitting a “minority list” should follow the recommendations provided by CONSOB with the Communication no. DEM/9017893 issued on 26 February 2009.

For further information on the appointment of the Board of Directors, please refer to Article no. 13 of the Company By-laws and the illustrative report drawn up by the Board of Directors in accordance with Article no. 125-ter of the T.U.F. and made available to the public by the terms and means set by law.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

It is hereby reminded that, pursuant to the applicable laws and regulations, as well as to Article no. 24 of the Company’s By-laws (which is available on the company’s website www.ovscorporate.it Section Governance/By-laws) the appointment of the Standing Statutory Auditors and of the Alternate Statutory Auditors by the Shareholders’ Meeting will be performed on the basis of lists of candidates. Only Shareholders holding, individually or jointly with other Shareholders, at least 2.5% of the company’s share capital are entitled to submit lists, as established by the CONSOB *Determinazione Dirigenziale* no. 29 issued on 18 February 2020.

Each Shareholder may submit, or participate to the submission of only one list and each candidate may be presented only in one list, otherwise ineligibility will occur.

Each list must be composed of two sections: one for the appointment of Standing Statutory Auditors and one for the appointment of Alternate Statutory Auditors. The first candidate in each section must be picked from among the statutory auditors (revisori legali) listed in the appropriate registry referred to by Article no. 2397 of the Italian Civil Code.

It is hereby reminded that, Article no. 24.2 of the By-laws of the Company requires that Standing Statutory Auditors and Alternate Statutory Auditors be appointed in compliance with the rules in effect from time to time pertaining to gender balance. It should be noted that, in the cases of boards of statutory auditors made up of three members, given the mathematical impossibility of applying the arithmetic criterion of the two fifths provided for the gender less represented by Law 27 December 2019 n. 160, the rounding will be carried out by default to the lower unit, pursuant to Article 144-undecies.1 of Consob Regulation no. 11971 of 14 May 1999 (at least approved with resolution no. 21359/2020) and specified by Consob with Communication no. 1/20 of 30 January 2020. Each list submitting a number of candidates higher than or equal to three shall be composed in such a way that at least one Standing Statutory Auditor and, in order to preserve gender

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balance in the event of substitutions as well, at least one Alternate Statutory Auditor belong to the gender less represented.

The lists of candidates must be filed by the Shareholder or by the Shareholders at the registered office of the company at least 25 calendar days prior to the date on which the Shareholder's Meeting is convened by means of: (i) hand delivery to OVS S.p.A., Legal and Corporate Affairs Department, Via Terraglio, n. 17, 30174 Venezia - Mestre (Italy), during the ordinary business hours, or (ii) by certified electronic mail at the address e-mail corporate@pec.ovs.it; however, in consideration of the fact that this term expires on a non-business day (i.e. Sunday 14 June 2020), it is to be considered postponed to the first following working day, i.e. 15 June 2020

The lists are to be filed along with the following documentation and information required by the Company's By-laws and the applicable law: (i) the statements whereby the individual candidates accept their candidacies and declare, under their own responsibility, that no cause of ineligibility or incompatibility exists and that they possess the requisites prescribed by law, regulations and the By-laws; (ii) the information related to the identity of the Shareholders that submitted the lists, along with the indication of the percentage of the share capital owned overall and the certification attesting the ownership of such participation released by an intermediary qualified pursuant to the law, even after the filing of the lists, nonetheless at least twenty-one days before the date of the Shareholders' meeting, (18 June 2020); (iii) the curriculum vitae relating to each candidate's personal and professional characteristics and including a list of the administrative and supervisory positions held by each candidate in other companies; and (iv) the declaration of the Shareholders others than those who own, also jointly, a controlling interest or a relative majority, confirming the absence of connections with the latter pursuant to Article no. 144-quinquies of the Consob's Regulation no. 11971 of 14 May 1999.

Auditors who, in accordance with the laws and regulations, are not eligible or not in possession of the necessary requirements, cannot be elected and, if elected, their position shall be forfeited. The requirement of Article no. 1, paragraph 2, letters b) and c), and paragraph 3 of Decree 162/2000 of the Ministry of Justice is valid if the professional experience is based, respectively on: (i) the operating sector of the business; (ii) legal, economic, financial and technical/scientific subjects relating to the sectors in (i) above.

In addition to the other cases laid down by law, auditors who hold the office of standing auditor in more than five Italian companies listed on Italian regulated markets cannot be elected and, if elected, their position shall be forfeited. The further provisions on the limits of the total number of offices set out in Article no. 144-terdecies of Consob's Regulation no. 11971 of 14 May 1999 are applied.

It is reminded that, in the event where – upon the expiration of the above-mentioned deadline for the submission of the lists – only one list will be filed, or only lists submitted by Shareholders that are connected to each other pursuant to Article no. 144-quinquies of Consob's Regulation no. 11971 of 14 May 1999 will



be filed, it is then possible to submit additional lists until the third day following such date, precisely within 5:00pm on 18 June 2020); compliance with the aforementioned time is necessary in order to allow the Company to publish the lists filed by the Shareholders within the term provided for by art. 144-octies of the Consob Issuers Regulation, which also expires on 18 June 2020. In such case, the minimum participation to the share capital for the submission of the lists will be reduced by half and will be therefore equal to 1.25% of the share capital.

Lists which do not meet the above requirements shall be treated as not submitted.

For further information on the appointment of the Board of Statutory Auditors, please refer to Article no. 24 of the Company By-laws and the illustrative report drawn up by the Board of Directors in accordance with Article 125-ter of the T.U.F., made available to the public by the terms and means set by law.

DOCUMENTS

The illustrative reports of the Directors and the further documents regarding the Shareholders' Meeting set forth by the applicable laws, including the annual financial report, will be made available to the public within the terms provided for the law at the Company's offices at Via Terraglio, n. 17, 30174 Venezia - Mestre (Italy), and on the Company's website www.ovscorporate.it, Section Governance/Shareholders' Meeting 2020, as well as at the mechanism for the central storage of regulated information "1Info".

The By-Laws and Shareholders' Meeting Regulation are available on the Company's website www.ovscorporate.it, Section Governance, respectively, By-Laws and Procedures and Regulations.

This notice of call is published in full today, according to Article no. 125-bis of Legislative Decree of 24 February 1998, no. 58 and Article no. 8.3 of the By-Laws, on the Company's website www.ovscorporate.it, Section Governance/Shareholders' Meeting 2020 and at the mechanism for the central storage of regulated information "1Info", as well as it is published today, 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 epidemiological emergency situation from COVID-19.

Venezia-Mestre, 29 May 2020

For the Board of Directors

Franco Moscetti

Chairman of the Board of Directors