
NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING

The Shareholders of REVO Insurance S.p.A. (hereinafter the “**Company**”), holders of ordinary shares, are hereby called to the Ordinary and Extraordinary Shareholders' Meeting **to be held on 19th April 2024, at 3:30 p.m., in a single call, at the registered office of the Company in Verona (VR), Viale dell’Agricoltura n. 7, to discuss and resolve upon the following**

AGENDA

Ordinary Part

1. 2023 Financial Statement
 - a. Approval of the Financial Statements as of 31st December 2023; presentation of the Board of Directors' Report, the Board of Statutory Auditors' Report, and the External Auditors' Report. Presentation of the Consolidated Financial Statements as of 31st December 2023.
 - b. Allocation of the 2023 operating result. Related and consequent resolutions.
2. Report on remuneration policy and payments
 - a. Approval of the first section of the Report on remuneration policy and payments, pursuant to Article 123 ter, paragraph 3 of Legislative Decree 58/1998 and Articles 41, 59 and 93 of IVASS Regulation no. 38/2018.
 - b. Non-binding resolution on the second section of the Report on remuneration policy and payments, pursuant to Article 123 ter, paragraph 6 of Legislative Decree 58/1998.
3. Authorization to buy back and dispose of treasury shares in accordance with the law. Related and consequent resolutions.
4. Appointment and compensation of the Board of Statutory Auditors and its Chairman for the three-year period 2024-2026

- a. Appointment of the Board of Statutory Auditors.
- b. Appointment of the Chairman of the Board of Statutory Auditors.
- c. Determination of the annual compensation of the Auditors for the entire three-year period.

Extraordinary Part

1. Proposal to amend Art. 10 ("Participation at the Shareholders' meeting") of the Articles of Association. Related and consequent resolutions.

ATTENDANCE AT THE GENERAL SHAREHOLDERS' MEETING

Entitled to attend the Shareholders' Meeting are those who are entitled to vote.

Pursuant to Article 106, paragraph 4, second paragraph, DL 18/2020, as subsequently extended, Shareholders may attend the Shareholders' Meeting **exclusively** through the granting of a special proxy or proxy/sub-delegation to the Designated Representative pursuant to Article 135-*undecies* of the Italian Consolidated Financial Act (the "Exclusive Designated Representative"), according to the procedures set forth below.

Proxies or sub-delegations may also be granted to the aforementioned Exclusive Designated Representative, as specified below, pursuant to Article 135-*novies* of the Italian Consolidated Financial Act. Without prejudice to the provisions above with regard to the attendance of the Shareholders, which may take place exclusively through the Exclusive Designated Representative, in accordance with the provisions of Article 106, paragraph 2 DL 18/2020, as subsequently extended, the other persons whose participation in the Shareholders' Meeting is required may also intervene by means of telecommunication that ensure their identification.

It is hereby communicated, indeed, that the Company has identified as Exclusive Designated Representative Computershare S.p.A., with registered office in Milan, Via Mascheroni 19 and offices in Turin, Via Nizza 262/73.

Entitlement to attend the Shareholders' Meeting and exercise voting rights is attested by a communication issued by an authorized intermediary in accordance with the applicable regulations, certifying the ownership of the Shares based on the evidence of its accounting records relating to the end of the accounting day of the seventh open market day preceding the date of the Shareholders' Meeting on single call (so-called record date), i.e., **10th April 2024**, in accordance with the provisions of Article 83-*sexies* of Legislative Decree No. 58 of 24 February 1998 ("**Italian Consolidated Financial Act**").

Entries in credit or debit made to the accounts subsequent to the aforementioned record date are not relevant for the purposes of eligibility to exercise voting rights at the Shareholders' Meeting; therefore, those who are found to hold ordinary shares only after that date will not have the right to attend and vote at the Shareholders' Meeting. Notifications from intermediaries to the Company are made in accordance with applicable regulations.

The communication from the intermediary must be received by the Company by the end of the third open market day preceding the date set for the Shareholders' Meeting on single call (i.e., 16th April 2024). Entitlement to attend the meeting and exercise voting rights remains unaffected if the notices are received by the Company after this deadline provided that they are received by the start of the Shareholders' Meeting activities.

Please note that the notification to the Company is made by the intermediary upon the request of the subject entitled to vote.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS.

In relation to the appointment of the Board of Statutory Auditors, which will take place on the basis of the slate voting system, reference should be made to the provisions of Article 20 of the Articles of Association, published on the Company's website in the Corporate Governance/Corporate Governance Structure section, and the following should be noted in any case.

Entitlement to submit lists.

Lists of candidates may be submitted by Shareholders who, at the time the list is submitted, own - either alone or jointly with other submitting Shareholders - a shareholding of at least 4.5 % (four-point five percent) of the share capital. Ownership of the minimum shareholding required for the submission of lists is determined by taking into account the shares that are registered in favor of the shareholder on the day the lists are filed with the Company.

Those entitled to vote, companies directly or indirectly controlled by them, and companies directly or indirectly under common control may concur to submit and may vote for one list only.

Procedures and deadlines for submission and publication of lists under the slates voting system.

The lists, undersigned by the entitled Shareholder(s), along with the information on the Shareholders who submitted them, together with the indication of the total percentage of shareholding held by them and the documents required by Article 20.5 of the Articles of Association, must be filed, at the registered office of the Company at least 25 calendar days before the date scheduled for the Shareholders' Meeting in a single call and, therefore, by 11:59 p.m. on 25th March 2024.

In the event that one list only or lists submitted by shareholders who are related to each other have been filed by the aforementioned deadline, lists may be submitted until 28th March 2024 according to the procedures set forth above, and the threshold for the submission of lists will be reduced at half, namely at

2.25% (two-point twenty-five percent) of the share capital. Please refer for further details to the recommendations contained in CONSOB Communication No. DEM/9017893 of 26th February 2009.

Proposals regarding the appointment of the Board of Statutory Auditors must be accompanied by the following documents, otherwise they will be rejected as inadmissible: (i) information on the identity of the shareholders submitting the applications, with an indication of the total percentage held and the relevant notification from the authorized intermediary; (ii) statement by shareholders other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of any relationship of connection with the latter in accordance with current regulatory regulations; (iii) extensive information on the personal and professional qualifications of the candidates, as well as a declaration by the same candidates that they meet the requirements provided by laws, and acceptance of the application, together with a list of the executive and supervisory offices held by them in other companies; (iv) any other or different declaration, information and/or document provided for by law and by the applicable regulatory provisions.

Eligible persons are invited to submit their proposals of candidates for the purpose of appointment of the Board of Statutory Auditors according to the above-mentioned conditions, by:

- (i) filing at the registered office of the Company (in Verona, Viale dell'Agricoltura No. 7);
- (ii) or electronic notification to the certified e-mail address dir.legale@pec.revoinsurance.com.

In the case of submission of shareholders proposals by certified e-mail, a copy of a valid identity document of the submitters must also be transmitted.

The lists will be made available to the public by 29th March 2024, at the Company's registered office, on the dissemination and storage information mechanism authorized by CONSOB called "1info", and on the Company's website, www.revoinsurance.com, in the Corporate Governance/Corporate Bodies and Management/Shareholders' Meeting section.

The certification regarding the ownership of the minimum share required for the submission of the lists must result from specific communication produced by the depository intermediary and sent to the certified e-mail address revo@pecserviziotitoli.it and may also be produced after the filing, provided that it is within the aforementioned deadline for the publication of the lists; in the absence of the communication, the list is considered as not submitted.

Due to organizational requirements, shareholders are advised to send the aforementioned notice produced by the depository intermediary no later than 6 p.m. on 29th March 2024. Detailed instructions and forms necessary for the submission of applications can be found in the Board of Directors' Report on Item 4. on the agenda of the Shareholders' Meeting in Ordinary Session, in the section included therein and entitled "Operational procedures for the submission of applications for the appointment of the Board of Statutory Auditors", while an indication of the requirements for the assumption of the office is described in the document pertaining the Qualitative and Quantitative Composition of the Board of Statutory Auditors of REVO Insurance S.p.A. Both of the aforementioned documents are made available on the Company's website www.revoinsurance.com, in the Corporate Governance/Corporate Bodies and Management/Shareholders' Meeting section.

PARTICIPATION AND VOTING AT THE SHAREHOLDERS' MEETING THROUGH THE EXCLUSIVE DESIGNATED REPRESENTATIVE PURSUANT TO ARTICLE 135 - UNDECIES OF THE ITALIAN CONSOLIDATED FINANCIAL ACT

Attendance at the Meeting is provided exclusively by granting proxy to the Exclusive Designated Representative as indicated above.

In this case, those entitled to attend the Shareholders' Meeting may be represented, without any charge (except for any costs of mailing the proxy), by the Exclusive Designated Representative, by giving him or her an appropriate proxy containing voting instructions on all or some of the items on the agenda.

The proxy to the Exclusive Designated Representative submitted pursuant to Article 135 - *undecies* of the Italian Consolidated Financial Act must be received by the latter by the end of the 2nd open market day preceding the effective date of the Shareholders' Meeting (i.e., by 17th April 2024), in accordance with the procedures indicated and using the specific form made available on the Company's website www.revoinsurance.com, in the section Corporate Governance/ Corporate Bodies and Management / Shareholders' Meeting, within the subsection entitled " Ways of participating", also showing the methods that can be used to confer and transmit the proxy as well as to revoke, within the same deadline, the proxy and any related voting instructions already conferred. In this regard, in order to facilitate the submission of the proxy and voting instructions, from the section of the Company's website dedicated to this Meeting, it will also be possible to fill out and submit the aforementioned form online and in guided mode, still within the above deadline.

Please note that the proxy will be effective only for those proposals in relation to which voting instructions are given.

Pursuant to Article 135 *undecies* of the Italian Consolidated Financial Act, shares for which proxy instructions have been given, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting. In relation to proposals for which voting instructions have not been given, the shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of resolutions.

Please note that the notification made to the Company by the intermediary, certifying the entitlement to participate in the meeting and exercise voting rights, is also necessary in the case of a proxy granted to the Exclusive Designated Representative: in the absence of the aforementioned notification, the proxy shall be considered to have no effect.

Proxies and/or sub-delegations may also be granted to the Exclusive Designated Representative pursuant to Article 135-*novies* of the Italian Consolidated Financial Act, as an exception to Article 135-*undecies*, paragraph 4, of the TUF, using the form available on the Company's website, which must be received, according to the procedures specified therein, by noon on 18th April 2024, by Computershare S.p.A. Such proxies will be revocable within the same deadline.

Please note that the communication made to the Company by the intermediary, certifying the entitlement to participate in the Shareholders' Meeting and exercise voting rights, is also necessary in the case of proxies and/or sub-delegations given to the Exclusive Designated Representative: in the absence of the aforementioned communication, the proxies shall be considered to have no effect.

The Exclusive Designated Representative will be available for clarification or information at +39 011 0923200 from 10:00 a.m. to 1:00 p.m. and 2:00 p.m. to 5:00 p.m., Monday through Friday, or at the e-mail address sedeto@computershare.it.

RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA

Those entitled to vote may ask questions on the items on the agenda even before the Shareholders' Meeting, but in any case, by the record date, i.e., by 10th April 2024 by sending notification to the Corporate and Regulatory Affairs Department by e-mail to corporate@revoinsurance.com or by certified mail to dir.legale@pec.revinsurance.com.

The application must be accompanied by the applicant's personal information. Entitlement to exercise the right to ask questions is attested by a notice issued by the depository intermediary, which may also be received after the submission of applications as long as it is received by the third day following the seventh open market day prior to the Meeting.

The Company verifies the legitimacy of the applicant and the relevance of the questions received to which it gives a response will be answered, at the latest, three days before the Shareholders' Meeting itself (i.e., 16th

April 2024), by publication on the Company's website www.revoinsurance.com, in the section Corporate Governance/Corporate Bodies and Management/Shareholders' Meeting. The Company may provide a unified response to questions with the same content.

INTEGRATION OF THE ITEMS ON THE AGENDA

Within ten days of the publication of this notice, i.e., by 11^{1st} March 2024, Shareholders who, even jointly, represent at least 1/40th (one fortieth) of the share capital, may - by written application delivered in original or sent by mail signed in original, to the Company's registered office to the attention of the Corporate and Regulatory Affairs Department or, electronically by certified electronic mail sent to the address dir.legale@pec.revinsurance.com - request the Company to supplement the list of items to be discussed at the Shareholders' Meeting resulting from the notice of call, indicating in the application the additional items they propose and preparing a report on the items they propose to discuss, as well as submit additional proposed resolutions on items already on the agenda, all together with the notification certifying the ownership of the aforementioned shareholding, issued by the intermediaries who hold the accounts on which the shares are registered.

Calling and supplementing the items on the agenda at the request of shareholders is not permitted for matters on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Board of Directors or on the basis of a project or report prepared by the Board of Directors, other than those specified in Article 125-ter, first paragraph, of the Italian Consolidated Financial Act.

Any additions to the agenda will be announced at least fifteen days before the date set for the Meeting in the same form as the publication of this notice.

Similarly, reports prepared by Shareholders requesting additions to the items on the agenda, accompanied by any evaluations of the Board of Directors, will be made available to the public in the same form and procedures as the documents for the Shareholders' Meeting.

FACULTY TO INDIVIDUALLY SUBMIT PROPOSALS FOR RESOLUTIONS BEFORE THE SHAREHOLDERS' MEETING

In addition to the foregoing, taking into account that attendance at the Shareholders' Meeting is provided exclusively through the Exclusive Designated Representative, persons entitled to attend the Shareholders' Meeting who wish to formulate proposals for resolutions on the items on the agenda are invited to submit them in advance, by 4th April 2024, according to the same procedures as indicated in the preceding paragraph. Such proposals, where relevant, will be available at the Company's Registered Office, on the Company's website and on the information storage mechanism authorized managed by CONSOB called "1info" by 5th April 2024, in order to enable those entitled to vote to make informed decisions also taking into account such new proposals and to enable the Exclusive Designated Representative to collect voting instructions, if any, on the same. The applicant must provide appropriate documentation proving entitlement to attend the Shareholders' Meeting.

INFORMATION ON SHARE CAPITAL

The Company's share capital amounts to Euro 6,680,000.00, divided into 24,619,985 ordinary shares and 710,000 special shares, all with no indication of par value.

Each ordinary share entitles the holder to one vote at the Company's ordinary and extraordinary shareholders' meetings, while special shares have no voting rights.

As of the date of this Notice of call, the Company holds, no. 850,700 treasury shares representing 3.36 % of the Company's share capital.

The Articles of Association are available on the website www.revoinsurance.com, in the section Corporate Governance/Corporate Governance Structure.

DOCUMENTS

In accordance with current regulations, the documents relating to the Shareholders' Meeting will be made available to the public, under the terms and conditions provided by law, at the Registered Office, on the information storage mechanism authorized by CONSOB called "1info," and on the Company's website www.revoinsurance.com, in the section Corporate Governance/Corporate Bodies and Management/Shareholders' Meeting.

In particular, will be made available the full text of the proposed resolutions and the reports of the Board of Directors on the items on the agenda, both for the ordinary and extraordinary parts of the Shareholders' Meeting, the related annexes, the annual financial report and the other documents referred to in Article 154-ter of Legislative Decree no. 58/1998 and thus the draft financial statements for the year and the consolidated financial statements as of 31st December 2023, accompanied by the Reports of the Board of Directors, the Board of Statutory Auditors and the External Auditors, as well as the declarations signed by the Manager in charge of drafting corporate accounting documents, the annual Report on corporate governance and ownership structures, and the Report on remuneration policy and payments.

In addition, at least fifteen days before the Shareholders' Meeting, and only at the Company's registered office, the financial statements of the subsidiary REVO Underwriting S.r.l. will be filed.

In case you intend to retrieve copies of the aforementioned documents by going to the Company's office, in order to better organize and manage access to the Company's premises, please be sure to give at least 24 hours notice of your intention to access them by email to: corporate@revoinsurance.com.

For further information regarding this Shareholders' Meeting, please refer to the section of the Company's website www.revoinsurance.com under Corporate Governance / Corporate Bodies and Management / Shareholders' Meeting dedicated to this Shareholders' Meeting.

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This Notice of call is published on the Company's website www.revoinsurance.com in the Corporate Governance / Corporate Bodies and Management / Shareholders' Meeting section, on the dissemination and storage information mechanism authorized by CONSOB called "1info" and, in excerpt, in the daily newspaper "Italia Oggi" of 1st March 2024.

Verona, 29th February 2024

For the Board of Directors

The Chairwoman

Antonia Boccadoro