



## **BUZZI SpA**

**Registered Office: Via Luigi Buzzi no. 6 – Casale Monferrato (AL)**

**Share capital: Euro 123,636,658.80 fully paid up**

**Company Register of Alessandria-Asti: 00930290044**

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

The Shareholders are hereby convened to an Ordinary and Extraordinary Shareholders' Meeting to be held at the registered office in Casale Monferrato (Alessandria) – Via Luigi Buzzi no. 6, on 13 May 2026 at 10,30 a.m., in single call, to resolve on the following

#### **AGENDA**

##### **Ordinary Session**

1. Financial statements as at 31 December 2025; related resolutions.
2. Allocation of the result for the year; related resolutions.
3. Appointment of the Board of Directors:
  - 3.1 determination of the number of members;
  - 3.2 determination of the term of office;
  - 3.3 determination of the remuneration;
  - 3.4 authorization to directors not to be bound by the prohibition of competition pursuant to art. 2390 of the Italian Civil Code, limited to group companies, companies subject to joint control, associated companies and companies controlled by associated companies;
  - 3.5 appointment of the members.
4. Appointment of the Board of Statutory Auditors:
  - 4.1 appointment of the members and the Chairman;
  - 4.2 determination of the remuneration.
5. Resolutions on purchase and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code.
6. Report on remuneration policy and remuneration paid:
  - 6.1 binding resolution on the First Section regarding remuneration policy, pursuant to art. 123-ter, par. 3- bis and 3-ter of the Legislative Decree no. 58/1998;
  - 6.2 non-binding resolution on the Second Section regarding remuneration paid, pursuant to art. 123-ter, par. 6 of the Legislative Decree no. 58/1998.

##### **Extraordinary Session**

1. Proposal for the cancellation of the treasury shares held in the portfolio and of those that will be purchased under the share buyback program approved by the Board of Directors on 26 February 2026, without a reduction in the share capital, and the resulting amendment to Article 5 of the Company's By-laws; related and consequent resolutions.

##### **Information about the Company's share capital and the shares with voting rights**

The company's share capital amounts to Euro 123,636,658.80 subdivided into 192,626,154 ordinary shares with no par value. At the date of 30 March 2026, the number of ordinary shares with voting rights is equal to 178.762.666, net of 13.863.488 ordinary shares held in treasury, whose voting rights are suspended in accordance with the law.



### **Right of attendance and representation by proxy**

The subjects legitimized to participate in the Shareholders' Meeting are those who are entitled to the voting right at the end of the accounting day of 4 May 2026 and for whom the company has received the relevant notice made by the authorized intermediary according to its accounting entries. Therefore, those proved to be holders of the shares only after 4 May 2026 have no legitimacy to attend and vote during the Meeting.

As allowed by art. 9 of bylaws and according to the laws current, the attendance and exercise of voting rights in the Shareholders' Meeting shall take place exclusively by assigned proxies or subproxies Computershare S.p.A., the Representative appointed by the Company in accordance with art. 135-undecies.1 of the Legislative Decree no. 58/1998 ("TUF").

As provided for in art. 9 of bylaws Directors and Statutory Auditors, the Appointed Representative and other persons entitled pursuant to law, other than those who have the right to vote (who must mandatorily grant the proxy to the Appointed Representative), may participate in the Shareholders' Meeting also or exclusively by means of telecommunication without the need for presence in the same place as the president and the secretary, in accordance with the procedures and within the limits provided for by the legislation, including regulations, *pro tempore* in force.

The instructions for participation in the Shareholders' Meeting by means of telecommunication will be made known by the Company to the interested parties.

Those who are entitled to the voting right who wish to attend the Shareholders' Meeting must grant a proxy, at no charge for the delegating party with voting instructions on all or a number of items on the Agenda, by using the proxy form, prepared by the same Appointed Representative in agreement with the Company and following the instructions, both available on the Company's website [www.buzzi.com](http://www.buzzi.com).

The proxy may be notified by sending it to the certified e-mail address, [buzzi@pecserviziotitoli.it](mailto:buzzi@pecserviziotitoli.it) provided that the delegating party, even if it is a legal person, uses its own certified e-mail or, failing that, uses its own ordinary e-mail and by any other means that may be indicated on the proxy form.

The proxy must reach Computershare S.p.A., by 11 May 2026. The proxy and voting instructions can be revoked within the above-mentioned deadline.

The proxy granted to the Appointed Representative has no effect for proposals on which voting instructions were not conferred.

It should be noted that the shares for which the proxy has been granted, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to proposals for which no voting instructions have been granted, the shares are not counted for the purposes of calculating the majority and the amount of capital required for the approval of resolutions.

It is further specified that proxies or sub-delegations pursuant to Article 135-novies of the TUF, in derogation of Article 135-undecies, paragraph 4 of the TUF, may be granted to the Appointed Representative, for which it is possible to use the same form as above, which must be received by Computershare S.p.A. in the same manner and within the above-mentioned deadline, also valid for revocation.

The proxy/subdelegation so conferred has no effect for proposals on which voting instructions were not conferred.

The Appointed Representative will be available for clarification or information at the number +390110923200 or at the e-mail address [sedeto@computershare.it](mailto:sedeto@computershare.it).

Shareholders are hereby reminded that votes may not be cast by mail or electronically.

### **Appointment of the Board of Directors**

The Board of Directors is appointed, pursuant to article 12 of the by-laws, by using lists presented by the shareholders, in which the candidates, for a number not greater than fifteen, are listed by a progressive number.

Lists may be submitted only by those shareholders who, alone or together with others, hold a number of shares bearing voting rights representing at least 1% of the capital with voting rights in the ordinary general meeting.



In order to prove legal ownership of the number of shares necessary to present lists, the shareholders must deposit at the company's registered office, together with the list, the appropriate documentation reporting the identity of the shareholder or of the shareholders who presented the list and the percentage of shares comprehensively held at the moment of presenting the list. No single shareholder, nor shareholders belonging to a group, as defined by art. 2359 of the Italian Civil Code or linked by shareholders' agreement whose object are the shares of the company, can present or vote, even through third party intermediaries or through trust companies, more than one list.

In accordance with the provisions set out in CONSOB Communication No. DEM/9017893 of 26 February 2009 and with Article 147-ter, paragraph 3, of the Consolidated Law on Finance (TUF), shareholders submitting a minority list must file a declaration certifying the absence of the relationships referred to in Article 144-quinquies of the Issuers' Regulation adopted by CONSOB Resolution No. 11971 of 14 May 1999 ("Issuers' Regulation").

Each candidate can be present in one list only, otherwise he will be considered ineligible.

The presented lists, signed by the shareholders that presented them, must be integrated by an exhaustive informative about the personal and professional qualifications of the candidates and must be deposited at the company's registered office in Casale Monferrato (AL), via Luigi Buzzi no.6 to the attention of the Corporate Affairs Department, not later than 18 April 2026. The certificate issued by the depository intermediary attesting the ownership of the shares as of the date on which the list was deposited must arrive by 22 April 2026. The deposit of the lists for the appointment of the Board of Directors and the related documentation may be made by sending them to the certified e-mail address [assemblea.azionisti@pec.buzzi.com](mailto:assemblea.azionisti@pec.buzzi.com). In this case, a copy of a valid identity document of the presenters of the lists must be attached.

Shareholders are strongly encouraged to make use of the forms of transmission of the documentation by telematic methods indicated.

Together with each list, declarations should be deposited in which every candidate accepts the candidature and attests, under his own responsibility, that no grounds exist for his ineligibility and incompatibility, that he possess the requirements, if any, requested by the applicable law for the members of the Board of Directors, and in particular the integrity requirements pursuant to Article 147 quinquies of the Legislative Decree No. 58/98, as well as the indication of the possible suitability to qualify himself as independent, in accordance with the Corporate Governance Code provided by Borsa Italiana S.p.A..

Each list consisting of at least three candidates should contain and expressly indicate the candidature of at least two subjects having the features of independence required for the Statutory Auditors.

The lists consisting of at least three candidates must be formed in such a way as to ensure that the gender less represented in the list would reach at least the minimum number provided by the temporary regulations in force, i.e. at least two-fifths of the candidates, with rounding, in the case of a fractional number, to the lower unit if the list consists of three candidates and to the upper unit if the list consists of more than three candidates.

Lists that do not comply with the foregoing provisions shall be deemed as not having ever been submitted.

### **Appointment of the Board of Statutory Auditors**

The Board of Auditors is appointed, pursuant to article 22 of the by-laws, on the basis of lists submitted by shareholders, in which candidates, for a number not greater than the members to elect, are listed by a progressive number.

Each list is made up of two sections: one for candidates proposed as auditors in office and the other for candidates proposed as substitute auditors.

Each list must contain at least one candidate proposed as auditor in office and one proposed as substitute auditor.

Lists may be submitted only by shareholders who, on their own or together with others, hold a global number of shares bearing voting rights, that represent at least 1% of the capital with voting rights in the



ordinary general meeting. Any shareholder or any group of shareholders, as defined by of section 2359 of the Italian Civil Code, or any shareholder who is linked to other shareholders by a shareholders' agreement whose object are the shares of the company, may not present or vote, not even through third party intermediaries or through trust companies, more than one list.

Each candidate can be presented in one list only, otherwise he will be considered ineligible.

No list may include a candidate who fails to meet requirements of professional integrity and competency imposed by applicable regulations. Auditors may be re-appointed.

For the intents and purposes of article 1 (paragraphs 2,3) of Decree of the Italian Justice Ministry, no. 162 of 30 March 2000 the by-laws have identified the following sectors and disciplines:

a) the commercial sectors closely linked to the company's core business include:

- sectors pertaining to the manufacture and marketing of cement, lime, any and all other water-based binders and construction materials in general;
- sectors pertaining to plant and installations for cement works;

b) the disciplines closely linked to the company's core business include:

- construction techniques, applied chemistry, applied mechanics and technical physics;
- commercial law, tax law and labour law, as well as general and corporate economics, accounting and related disciplines, and corporate finance.

The lists submitted must be deposited at the company's registered office in Casale Monferrato (AL), via Luigi BUZZI no.6, to the attention of the Corporate Affairs Department, no later than 18 April 2026, accompanied by:

a) the information about the identity of the shareholder or of the shareholders that have presented the lists, with the indication of the percentage of shareholding comprehensively held and a certificate stating the ownership of the shares as of the date on which the lists are available at the company's headquarters. The certificate can be received also afterwards but however not later than 22 April 2026;

b) a declaration of the shareholders other than those that hold, also jointly, a shareholding of control or of relative majority, attesting the absence of links with the latter ones, pursuant to Article 144-quinquies of the Issuers' Regulation, in accordance with the provisions set out in CONSOB Communication No. DEM/9017893 of 26 February 2009 and with Article 148, paragraph 2, of the Consolidated Law on Finance (TUF);

c) an exhaustive informative about the personal and professional qualifications of the candidates as well as a declaration of the candidates stating the fulfilment of the requirements imposed by law and the acceptance of their candidature.

The lists consisting of at least three candidates, computing both sections, shall include in each section, if consisting of at least two candidates, candidates belonging to different genders.

Lists that do not comply with the foregoing provisions shall be deemed as not lodged. Each candidate shall also enclose a list of the offices as director or auditor hold in other companies.

If by 18 April 2026 only one list or only lists made by shareholders linked among themselves, as defined by art. 144-quinquies of Issuers' Regulation have been deposited, then further lists may be deposited by 21 April 2026 and the minimum percentage required for the presentation of lists is reduced to 0.5% of the share capital with voting rights in the ordinary general meeting. The lists for the election of the Board of Statutory Auditors and the related documentation may be deposited by sending them to the certified e-mail address [assemblea.azionisti@pec.buzzi.com](mailto:assemblea.azionisti@pec.buzzi.com). In this case a valid copy of an Identity Document of the subjects who submit the lists shall be attached.

Shareholders are strongly encouraged to make use of the forms of transmission of the documentation by telematic methods indicated.

**Questions about the items on the Agenda pursuant to art. 127-ter, comma 1-bis, e 135 undecies.1, comma 3, of the TUF**

Those who are entitled to the voting right may submit questions about the items on the Agenda before the Shareholders' Meeting by sending them, by 4 May 2026, by registered letter with return receipt addressed to



BUZZI SpA, Via Luigi Buzzì no. 6 – 15033 Casale Monferrato (AL), for the attention of the Corporate Affairs Department or by sending them to the certified e-mail address [assemblea.azionisti@pec.buzzi.com](mailto:assemblea.azionisti@pec.buzzi.com). Question received before the Shareholders' Meeting will be answered by 8 May 2026, by publication on the company's website [www.buzzi.com](http://www.buzzi.com).

Further instructions are available on the company's website [www.buzzi.com](http://www.buzzi.com).

**Additions to the Meeting's Agenda/presentation of resolutions on items already on the Agenda pursuant to art. 126-bis, paragraph 1, first period, of the TUF**

Shareholders who, individually or jointly, represent at least one-fortieth of the share capital may request, within ten days from the publication of this notice, i.e. by 11 April 2026, that the Meeting Agenda be amended to include additional items that they are suggesting or submit additional resolution proposals on items already on the Agenda. No additions are allowed to items on which the Shareholders' Meeting resolves, in compliance with Law provisions, upon proposal of the Board of Directors or on the basis of a project or report prepared by the Board of Directors other than those referred to in Article 125-ter, paragraph 1 of the TUF.

Requests must be submitted in writing to the Company, by the above mentioned deadline, by registered letter (with return receipt) addressed to BUZZI SpA, Via Luigi Buzzì no. 6 - 15033 Casale Monferrato (AL) to the attention of the Corporate Affairs Department, or by sending them to the certified e-mail address [assemblea.azionisti@pec.buzzi.com](mailto:assemblea.azionisti@pec.buzzi.com) together with the indication of the requesting shareholders, the percentage held and the reference to the communication sent by the intermediary to the company for the entitlement to exercise the right and a report stating the reasons for the resolution proposals on the new items that are being submitted for discussion or the reasons for the additional resolution proposals on the items already on the Agenda.

Additions to the Agenda or presentation of additional resolution proposals on items already on the Agenda, if any, shall be disclosed by 28 April 2026 in the same manner used for the publication of the present notice of call. At the same time, the above report or the additional resolution proposals on items already on the Agenda and any comments of the Board of Directors, shall be disclosed in the same manner as provided for in the Shareholders' Meeting documents.

Further instructions are available on the company's website [www.buzzi.com](http://www.buzzi.com).

**Individual submission of proposals for resolution before the Shareholders' Meeting pursuant to art. 135-undecies.1, paragraph 2, of the TUF**

Without prejudice to the provisions of art. 126-bis, paragraph 1, first period, Shareholders who are entitled to vote may submit individual proposals for resolution on the items on the Agenda, or proposal whose presentation is otherwise permitted by law not later than the fifteenth day before the date of the sole convocation of the meeting and, therefore, no later than 28 April 2026 in writing, by the above mentioned deadline, by registered letter (with return receipt) addressed to BUZZI SpA, Via Luigi Buzzì no. 6 - 15033 Casale Monferrato (AL) to the attention of the Corporate Affairs Department, or by sending them to the certified e-mail address [assemblea.azionisti@pec.buzzi.com](mailto:assemblea.azionisti@pec.buzzi.com), in compliance with the same procedures indicated for the transmission of proposals for additional items or submission of additional resolution proposals.

The proposals, after verifying their relevance with respect to the items on the agenda as well as their correctness and completeness with respect to the applicable legislation, will be published no later than 30 April 2026 on company's website.

Further instructions are available on the company's website [www.buzzi.com](http://www.buzzi.com).

Given that the attendance in Shareholder's Meeting is provided exclusively through the Appointed Representative, the submission of resolution proposals at a Shareholder's Meeting it is not allowed.

**Documents**

Documents concerning the items and the motions on the Agenda, shall be made available, according to legal deadlines, at the company's registered office, on the company's website [www.buzzi.com](http://www.buzzi.com) (Investors/Shareholders' Meeting section) as well as on the authorized storage system managed by Teleborsa S.r.l., available on [www.emarketstorage.com](http://www.emarketstorage.com); shareholders may obtain copies of them.

Casale Monferrato, 1 April 2026

On behalf of the Board of Directors  
The Chairman  
Veronica Buzzi