

Milan, 6 April 2023

**Subject: Convocation of Ordinary Separate Members' Meetings and Ordinary General Members' Meeting**

FAI SERVICE S. Coop. ("Company" and/or "Fai Service") has decided to avail itself of the option, established in article 106, paragraph 6, of Decree-Law no. 18 of 17 March 2020 ( "Cura Italia" Decree-Law), converted with amendments into Law no. 27 of 24 April 2020, as extended by article 3 of Decree-Law no. 228 of 30 December 2021, converted into Law no. 15 of 25 February 2022, and as last further extended by article 3 of Decree-Law no. 198 of 29 December 2022, converted into Law no. 14 of 24 February 2023, to provide that the participation of Members in both the Separate Members' Meetings and the General Members' Meeting, **shall take place exclusively through the representative designated** pursuant to article 135-*undecies* of Legislative Decree no. 58/98 ("TUF"), without Members physical attending and in accordance with the procedures and terms as provided for below in this notice.

The Directors, the Statutory Auditors, the secretary of the meeting, the designated representative pursuant to article 106 of the "Cura Italia" Decree-Law and article 135-*undecies* of the TUF, as well as any other persons authorised to attend by the Chair of the Board of Directors, may attend the Members' Meeting **exclusively through the use of remote connection systems** that allow their identification as provided for by current and applicable regulations.

FAI SERVICE S. Coop. has appointed Monte Titoli S.p.A. as the Designated Representative ("Monte Titoli" or the "Designated Representative"), with registered office in Milan.

The Members of FAI SERVICE S. Coop. with registered office in Milan, Viale Cassala no. 57, are called to the Ordinary Members' Meeting as follows:

**(A) Convocation of the Ordinary Separate Members' Meeting of User Members - North and international area.**

The Ordinary Separate Members' Meeting of User Cooperative Members with residence or headquarters in the regions **Piedmont - Liguria - Valle d'Aosta - Lombardy - Friuli V.G. - Trentino A.A. - Veneto - Emilia Romagna or abroad** is convened in first call for 27 April 2023, at 5.00 a.m., and, if necessary, **in second call for 28 April 2023, at 9.00 a.m.**, to discuss and resolve on the following

**Agenda**

- 1 Statutory financial statements as at 31/12/2022 and statutory reports of the corporate bodies. Related and consequent resolutions.
- 2 Renewal of company officers and related and consequent resolutions.
  - 2.1 Appointment of the members of the Board of Directors and the Chairman.
  - 2.2 Determination of remuneration (article 2364, paragraph 1, nos. 2 and 3 of the Italian Civil Code).
  - 2.3 Appointment of the members of the Board of Statutory Auditors and the Chairman.
  - 2.4 Determination of remuneration of the Board of Statutory Auditors.

**(B) Convocation of the Ordinary Separate Members' Meeting of User Members - centre area.**

The Ordinary Separate Members' Meeting of User Cooperative Members with residence or headquarters in the regions of **Tuscany - Umbria - Marche - Latium - Abruzzo** is convened in first call for 27 April 2023, at 5.45 a.m., and, if necessary, **in second call for 28 April 2023, at 9.45 a.m.**, to discuss and resolve on the following

**Agenda**

- 1 Statutory financial statements as at 31/12/2022 and statutory reports of the corporate bodies. Related and consequent resolutions.
- 2 Renewal of company officers and related and consequent resolutions.
  - 2.1 Appointment of the members of the Board of Directors and the Chairman.
  - 2.2 Determination of remuneration (article 2364, paragraph 1, nos. 2 and 3 of the Italian Civil Code).
  - 2.3 Appointment of the members of the Board of Statutory Auditors and the Chairman.
  - 2.4 Determination of remuneration of the Board of Statutory Auditors.

**(C) Convocation of the Ordinary Separate Members' Meeting of User Members - South area.**

The Ordinary Separate Members' Meeting of User Cooperative Members with residence or registered office in the regions of **Campania - Molise - Apulia - Basilicata - Calabria - Sicily - Sardinia** is convened in first call for 27 April 2023, at 6.30 a.m., and, if necessary, **in second call for 28 April 2023, at 10.30 a.m.**, to discuss and resolve on the following

**Agenda**

- 1 Statutory financial statements as at 31/12/2022 and statutory reports of the corporate bodies. Related and consequent resolutions.
- 2 Renewal of company officers and related and consequent resolutions.
  - 2.1 Appointment of the members of the Board of Directors and the Chairman
  - 2.2 Determination of remuneration (article 2364, paragraph 1, nos. 2 and 3 of the Italian Civil Code).
  - 2.3 Appointment of the members of the Board of Statutory Auditors and the Chairman.
  - 2.4 Determination of remuneration of the Board of Statutory Auditors.

**(D) Convocation of the Ordinary Separate Members' Meeting of Partner Members.**

The Ordinary Separate Members' Meeting of Partner Members, irrespective of their residence or headquarters location, is convened in first call for 27 April 2023, at 07.15 a.m., and, if necessary, **in second call for 28 April 2023, at 11.15 a.m.**, to discuss and resolve on the following

**Agenda**

- 1 Statutory financial statements as at 31/12/2022 and statutory reports of the corporate bodies. Related and consequent resolutions.
- 2 Renewal of company officers and related and consequent resolutions.
  - 2.1 Appointment of the members of the Board of Directors and the Chairman.
  - 2.2 Determination of remuneration (article 2364, paragraph 1, nos. 2 and 3 of the Italian Civil Code).
  - 2.3 Appointment of the members of the Board of Statutory Auditors and the Chairman.
  - 2.4 Determination of remuneration of the Board of Statutory Auditors.

### **(E) Convocation of the Ordinary General Members' Meeting**

The Ordinary General Members' Meeting of the cooperative FAI SERVICE S. Coop. is convened in first call for 27 April 2023, 8 a.m., and, if necessary, **in second call for 28 April 2023, 12 noon**, to discuss and resolve on the following

#### **Agenda**

- 1 Statutory financial statements as at 31/12/2022 and statutory reports of the corporate bodies. Related and consequent resolutions.
- 2 Renewal of company officers and related and consequent resolutions.
  - 2.1 Appointment of the members of the Board of Directors and the Chairman.
  - 2.2 Determination of remuneration (article 2364, paragraph 1, nos. 2 and 3 of the Italian Civil Code).
  - 2.3 Appointment of the members of the Board of Statutory Auditors and the Chairman.
  - 2.4 Determination of remuneration of the Board of Statutory Auditors.

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With regard to the conduct of Members' Meetings, Members are informed that:

- In the context of Separate Members' Meetings, the member must be represented exclusively by the Designated Representative by conferring the appropriate proxy/sub-delegation according to the form available on the Company's website <https://www.faiservice.com/> in the section "Who we are -> Members' Meeting -> 2023 Members' Meeting"
- the Designated Representative will then act as a proxy at the General Members' Meeting.

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With regard to the renewal of officers, Members are reminded that:

- **the number of directors to be elected is 11, of which 8 reserved for the category of user cooperative members and 3 reserved for the category of partner members;**
- at the general members' meeting, the directors are elected in separate ballots, one of which is reserved for the appointment of directors nominated by the partner members and another reserved for the appointment of directors nominated by the user cooperative members.
- The lists of candidates, including the candidate for Chair, must be deposited at the company's registered office or received by certified mail at [faiservice@pec.faiservice.cloud](mailto:faiservice@pec.faiservice.cloud) at least twelve days before the date set for the first convocation of the first separate members' meeting preceding the first convocation of the general members' meeting;
- On each list, candidates eventually representing particular categories of Members are elected in the order of their placement;
- Each Member may only vote for one list.

The following provisions shall be taken into account with regard to the attendance of members at the Members' Meeting.

Taking into account the latest extension of article 106 of the "Cura Italia" Decree-Law, which allows cooperative companies to provide that participation in the Members' Meeting is carried out exclusively through the Designated Representative pursuant to article 135-*undecies* of the TUF, the Company provides that any Member wishing to participate in the Members' Meeting must be represented at the same by means of a proxy granted to the Designated

Representative identified by the Company in Monte Titoli S.p.A. ("Monte Titoli" or the "Designated Representative"), with registered office in Milan.

The proxy to the Designated Representative must be conferred by signing the specific proxy form available, with the relevant instructions for completion and transmission, on the Company's website <https://www.faiservice.com/> in the section "Who we are -> Members' Meeting -> 2023 Members' Meeting".

The proxy must contain voting instructions on all or some of the items on the agenda and will be effective only for the items in relation to which voting instructions will be given.

The proxy form with voting instructions must be submitted following the instructions specified on the form itself.

The proxy must be sent to the aforementioned Designated Representative, together with a copy of a currently valid identity document of the Proxy Grantor or, if the Member granting the proxy is a legal person, of its *pro tempore* legal representative or of another party being granted appropriate powers, together with suitable documentation to certify its qualification and powers, by the end of the second day prior to the date of the Members' Meeting first call (i.e. by 25 April 2023), to the certified email address [designato@pec.euronext.com](mailto:designato@pec.euronext.com) (even if the Proxy Grantor does not use a certified email account); please specify in the subject line "Delega RD Assemblea FAI SERVICE 2023" and/or by courier/registered mail with return receipt (to the following address: Monte Titoli S.p.A. – C.A. Ufficio Register & AGM, Piazza degli Affari no. 6 – 20123 Milan, Ref. "Delega RD Assemblea FAI SERVICE 2023").

The proxy and the voting instructions are revocable within the aforementioned period.

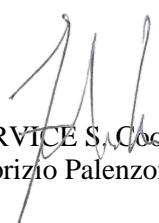
Members who wish to ask questions on the items on the agenda of the Members' Meeting may send them by registered mail with return receipt to the administrative offices of FAI SERVICE S. Coop. in Cuneo, via Renzo Gandolfo no.1 or to the certified email address [faiservice@pec.faiservice.cloud](mailto:faiservice@pec.faiservice.cloud)

Queries must be received by 20 April 2023.

The Company will reply to the inquiring Member by 24 April 2023.

The documentation relating to the items on the agenda is made available to Members at the registered office of FAI SERVICE S. Coop. in Milan, Viale Cassala no. 57, as well as at the administrative offices in Cuneo, Via Renzo Gandolfo 1, and a request to receive it may be sent to the email address [assembleasoci@faiservice.com](mailto:assembleasoci@faiservice.com)

FAI SERVICE S. Coop. reserves the right to integrate and/or modify the content of this notice, subject to compliance with applicable regulations.

  
FAI SERVICE S. Coop. – The Chair  
Fabrizio Palenzona

**FAI SERVICE S.Coop.**

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