



## ARISTON HOLDING N.V.

### NOTICE OF ANNUAL GENERAL MEETING

This is a notice for the annual general meeting of shareholders (the **AGM**) of Ariston Holding N.V. (the **Company**), having its official seat in Amsterdam, the Netherlands, to take place on 28 April 2022, at 12:00 CEST. The language of the meeting will be English. Due to the Dutch law measures and recommendations relating to the coronavirus (COVID-19) and in accordance with the temporary Dutch COVID-19 Act (the **COVID-19 act**), shareholders cannot attend the AGM in person. The Company aims to assist its shareholders who wish to attend the AGM by providing the opportunity to participate in the AGM via webcast. The Company urges the shareholders to cast their votes online or by proxy to the Agent appointed by the Company who will vote online.

In the event that the COVID-19 Act will not be extended by 2 months after 1 April 2022, the meeting will be held on 28 April 2022, at 12:00 CEST at Hilton Amsterdam Airport Schiphol with address Schiphol Boulevard 701, 1118 BN Schiphol Airport, the Netherlands.

### AGENDA

The AGM agenda includes the following items:

1. Opening.
2. 2021 Annual report.
  - a. 2021 Annual report (*discussion*)
  - b. Remuneration report (*advisory vote*)
  - c. Adoption of 2021 annual accounts (*voting item*)
3. Dividend
  - a. Policy on additions to reserves and dividends (*discussion*)
  - b. Determination and distribution of dividend (*voting item*)
4. Release from liability
  - a. Release from liability of the executive directors (*voting item*)
  - b. Release from liability of the non-executive directors (*voting item*)
5. Approval of Long-Term Incentive Plan 2022 (*voting item*)
6. Re-appointment of Ernst & Young Accountants LLP as independent external auditor entrusted with the audit of the annual accounts for the financial year 2022 (*voting item*)
7. Any other business
8. Closing

## AGM DOCUMENTATION

The AGM documentation:

- Agenda and explanatory notes to the agenda with proposed resolutions;
- Company's 2021 Annual report in ESEF-format (including, *inter alia*, the remuneration report, the 2021 Annual accounts and the independent auditor's report);
- Explanatory Report of the Board of Directors in compliance with articles 114-*bis* and 125-*ter* Italian Consolidated Law on Financial Intermediation and article 2:135, paragraph 5 Dutch Civil Code regarding the Long-Term Incentive Plan 2022;
- Statement of the total number of outstanding shares and voting rights at the date of this notice; and
- Proxy forms for shareholders,

(the **AGM Documentation**) is available on the Company's website (<https://investor.aristongroup.com/en/AGM.html>).

All AGM documents are available for inspection at the offices of the Company (Via Broletto 44, 20121, Milan, Italy). Copies may be obtained free of charge by shareholders and other persons entitled to take part in the meeting.

## COVID-19 AND VIRTUAL MEETING

Shareholders cannot attend the AGM in person, due to the measures of the Dutch government related to the coronavirus (COVID-19) and in accordance with the COVID-19 Act. The COVID-19 Act will expire on 1 April 2022, but it is expected that this date will be extended by 2 months. The Company's board of directors (the **Board of Directors**) is closely monitoring the legislation process. In the event that the COVID-19 Act will not be extended by 2 months, after 1 April 2022, the meeting will be held on 28 April 2022, at 12:00 CEST at Hilton Amsterdam Airport Schiphol with address Schiphol Boulevard 701, 1118 BN Schiphol Airport, the Netherlands, the Netherlands.

The Board of Directors will inform the shareholders via the Company's website in case the COVID-19 Act will not be extended.

## SHAREHOLDERS

Shareholders can hold shares in the Company in two ways:

- Shareholders holding multiple voting shares in registered form (the **MVS Shareholders**) registered in the Company's shareholders' register (the **Shareholders Register**) and known to Computershare S.p.A. (the **Agent**, contact details below).
- Shareholders holding ordinary shares in a securities account with a bank or other account holders (each an **Intermediary**) participating in the Monte Titoli system (the **Monte Titoli Participant Account**).

## REGISTRATION AND RECORD DATE

The shareholders are urged to register their votes in advance on the resolutions to be put to the AGM by registration of their proxy as referred to below. It will not be possible to vote during the AGM.

In accordance with the statutory record date as set out in the Dutch Civil Code, only the shareholders who (i) are registered on 31 March 2022, after the processing of settlements on that date (the **Record Date**) in the register established for that purpose by the Board of Directors (the **AGM Register**) and (ii) have given notice of their wish to attend the AGM via the webcast (in accordance with the provisions below), will have the right to attend the AGM.

The AGM Register established by the Board of Directors is: (i) in respect of the MVS Shareholders, the Shareholders Register, and (ii) in respect of shareholders holding ordinary shares in a Monte Titoli Participant Account, the administration of the relevant Intermediaries.

## ATTENDANCE VIA WEBCAST

The Company wishes to assist its shareholders to attend the AGM electronically by providing an adequate opportunity to follow the meeting. Upon registration and the request of virtual attendance a shareholder will receive an email with the link to follow the AGM via live webcast. Shareholders who did not register in time will not be permitted to attend the AGM in this manner. Please note that additional formalities apply to exercising voting rights, as set out below.

### *MVS Shareholders*

The MVS Shareholders who wish to attend the AGM must submit their attendance request to the Company no later than **17:00 CEST on 21 April 2022**, after which the MVS Shareholder will receive the link to follow the AGM via live webcast.

### *Shareholders holding ordinary shares in a Monte Titoli Participant Account*

Shareholders holding ordinary shares in a Monte Titoli Participant Account who wish to attend the AGM, should: (i) request their Intermediary to issue a statement confirming their shareholding (including the shareholder's name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date); and (ii) request the Agent to receive the link to follow the AGM via live webcast.

Intermediaries must submit the notification of participation, and the shareholders holding ordinary shares in a Monte Titoli Participant Account the request to receive the link to follow the AGM via live webcast, no later than **17:00 CEST on 21 April 2022** to the Agent (contact details below).

## VOTING

It will not be possible for shareholders to vote during the meeting.

### *MVS Shareholders*

MVS Shareholders who wish to vote are urged to deposit a duly completed and signed proxy form (including voting instructions). The proxy form is to be received by the Agent by email (contact details below) no later than **17:00 CEST on 21 April 2022**.

### *Shareholders holding ordinary shares in a Monte Titoli Participant Account*

Shareholders holding ordinary shares in a Monte Titoli Participant Account who wish to vote (i) shall have to register their shares in accordance with what is stated above, and (ii) shall give their voting instructions through the relevant proxy form published on the Company's website (<https://investor.aristongroup.com/en/AGM.html>). They can also cast their votes in advance of the AGM via the web procedure made available by Computershare S.p.A. on the Company's website (<https://investor.aristongroup.com/en/AGM.html>). The proxy form is to be received by the Agent by email (contact details below) and the online votes have to be cast on the website no later than **17:00 CEST on 21 April 2022**.

## **QUESTIONS BY SHAREHOLDERS**

The Company understands that the AGM also serves as a forum for shareholders to engage with the Board of Directors. Therefore, shareholders can submit questions prior to the AGM. Shareholders who did not register in time will not be permitted to ask questions. The Company may summarise and bundle questions thematically or set further conditions to facilitate the smooth running of the AGM. Any question should relate to the business of the AGM and be submitted by no later than **17:00 CEST on 25 April 2022** via mail to: [AGM2022@ariston.com](mailto:AGM2022@ariston.com). Timely submitted questions will, possibly combined, be answered within reason during the AGM. Persons who submitted questions in advance may be given the opportunity to put follow-up questions during the AGM. The answers will be made available in the minutes of the AGM to be posted on the Company's website (<https://investor.aristongroup.com/en/AGM.html>).

## **FURTHER INFORMATION**

For further information, please contact:

- Ariston Holding N.V., Investor Relations, Via Broletto 44, 20121, Milan, Italy, or via e-mail: [AGM2022@ariston.com](mailto:AGM2022@ariston.com)
- the Agent: Computershare S.p.A., Via Monte Giberto 33 – 00138 Roma, e-mail: [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it)

Milan, Italy, 17 March 2022.

**Ariston Holding N.V.**

**Board of Directors**