



**NOTICE OF THE ANNUAL GENERAL MEETING OF
ARISTON HOLDING N.V.**

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 **4 May 2023, at 12:00 CEST**, at Hilton Amsterdam Airport Schiphol with address Schiphol Boulevard 701, 1118 BN Schiphol Airport, the Netherlands. The language of the meeting will be English.

AGENDA

The AGM agenda includes the following items:

1. Opening
2. Annual report 2022
 - a. Presentation of the annual report 2022 (*discussion*)
 - b. Remuneration report 2022 (*discussion and advisory vote*)
 - c. Adoption of annual accounts 2022 (*voting item*)
3. Dividend
 - a. Dividend policy (*discussion*)
 - b. Determination and distribution of dividend for 2022 (*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 the remuneration policy (*voting item*)
6. Approval of Long-Term Incentive Plan 2023 (*voting item*)
7. Authorisation of the Board as the competent body to acquire fully paid shares in the Company's capital (*voting item*)
8. Re-appointment of Ernst & Young Accountants LLP as independent external auditor entrusted with the audit of the annual accounts for the financial years 2023 and 2024 (*voting item*)
9. Closing

AGM DOCUMENTATION

The AGM documentation:

- agenda and explanatory notes to the agenda with proposed resolutions;
- the Company's annual report 2022 in ESEF-format (including, *inter alia*, the remuneration report 2022, the annual accounts 2022 and the independent auditor's report);
- the explanatory report of the Board in compliance with articles 114-*bis* of the Italian Consolidated Law on Financial Intermediation and article 2:135, paragraph 5 Dutch Civil Code regarding the Long-Term Incentive Plan 2023;
- 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/home/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.

MEETING

The AGM will be held through a physical meeting. Shareholders attending the physical meeting will be entitled to cast their votes during the meeting.

The physical meeting will be held on 4 May 2023, at 12:00 CEST, at Hilton Amsterdam Airport Schiphol with address Schiphol Boulevard 701, 1118 BN Schiphol Airport, the Netherlands.

SHAREHOLDERS

Shareholders can hold shares in the Company in three 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**);
- Shareholders holding non-listed ordinary shares (the **NLOS Shareholders**) in registered form registered in the Shareholders Register and known to the Agent.

REGISTRATION AND RECORD DATE

In accordance with the statutory record date as set out in the Dutch Civil Code, only the shareholders who (i) are registered on 6 April 2023, after the processing of settlements on that date (the **Record Date**) in the register (the **AGM Register**) established for that purpose by the Company's board of directors (the **Board**) after reflecting all debit and credit entries as of the Record Date, regardless of whether the shares are still held by such shareholders at the date of the AGM, and (ii) have given notice of their wish to attend the AGM physically (in accordance with the provisions below), will have the right to attend the AGM.

The AGM Register established by the Board is: (i) in respect of the MVS Shareholders and the NLOS 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

MVS Shareholders and NLOS Shareholders

The MVS Shareholders and NLOS Shareholders who wish to attend the AGM in person must submit their attendance request to the Company no later than **17:00 CEST on 27 April 2023**, after which they will receive an attendance card issued in their name for physical attendance (the **Attendance Card**). The Attendance Card will serve as admission certificate and the shareholder (or his or her proxy) will need to submit the Attendance Card at the AGM to enter the AGM. For this purpose, the Attendance Card also contains a proxy form section that allows these shareholders to give another person the right to attend and vote their shares at the AGM in accordance with their instructions. Prior to the AGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), will need to be handed over at the registration desk.

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 in person, should 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).

Intermediaries must submit attendance requests no later than **17:00 CEST on 27 April 2023** to the Agent (contact details below).

If these shareholders request to attend the AGM in person, they will receive an Attendance Card. The Attendance Card will serve as admission certificate and the shareholder (or his or her proxy) will need to submit the Attendance Card at the AGM to enter the AGM. For this purpose, the Attendance Card also contains a proxy form section that allows these shareholders to give another person the right to attend and vote their shares at the AGM in accordance with their instructions. Prior to the AGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), will need to be handed over at the registration desk.

VOTING

Physical attendance

During the AGM, there will be an opportunity to vote for physical attending shareholders or their proxies.

Voting by proxy – MVS Shareholders and NLOS Shareholders

MVS Shareholders and NLOS Shareholders who wish to vote by proxy (a) must have registered his or her shares as set out above and (b) must ensure that the duly completed and signed proxy, including voting instructions, will be received by the Agent (contact details below) by **17:00 CEST on 27 April 2023** in writing or electronically.

Voting by proxy – Shareholders holding ordinary shares in a Monte Titoli Participant Account

Shareholders holding ordinary shares in a Monte Titoli Participant Account who wish to vote by proxy (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/home/AGM.html>). The proxy form is to be received by the Agent by email (contact details below) no later than **17:00 CEST on 27 April 2023**.

Shareholders holding ordinary shares in a Monte Titoli Participant Account 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/home/AGM.html>). The online votes have to be cast on the website no later than **17:00 CEST on 27 April 2023**.

General

For shareholders who provide a proxy to the Agent or vote via the web procedure, it will not be possible to physically attend the AGM.

Results

The results of the votes will be published on the website of the Company after the AGM.

ARRIVAL AT THE AGM LOCATION AND IDENTIFICATION

For shareholders attending the AGM, registration for admission to the AGM will take place on **4 May 2023 between 11:30 CEST and the start of the meeting at 12:00 CET** at the registration desk. Registration will no longer be possible after this time. A valid proof of registration and a valid identity document must be presented on arrival. Holders of a proxy must also show a copy of their proxy.

QUESTIONS BY SHAREHOLDERS

The Company understands that the AGM also serves as a forum for shareholders to engage with the Board. Shareholders (or their proxies) physically attending the AGM will be rendered the opportunity to ask questions per separate agenda item during the AGM.

FURTHER INFORMATION

For further information, please contact:

- Ariston Holding N.V., Investor Relations, Via Broletto 44, 20121, Milan, Italy, or via e-mail: *AGM2023@ariston.com*
- the Agent: Computershare S.p.A., Via Monte Giberto 33 – 00138 Roma, e-mail: *ufficiorm@computershare.it*

Milan, Italy, 23 March 2023.

Ariston Holding N.V.
The Board