



**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 **6 May 2024, 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 2023
  - a. Presentation of the annual report 2023 (*discussion*)
  - b. Remuneration report 2023 (*discussion and advisory vote*)
  - c. Adoption of annual accounts 2023 (*voting item*)
3. Dividend and allocation of profit
  - a. Dividend policy (*discussion*)
  - b. Dividend for 2023 (*voting item*)
  - c. Allocation of an amount from the net profits to a new equity reserve, according to the Italian Law 29 December 2022, No. 179 (*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. Long-Term Incentive Plan 2024 (*voting item*)
6. Amendment of the remuneration policy (*voting item*)
7. Reappointment and appointment of directors:
  - a. reappointment of Paolo Merloni as executive director (*voting item*)
  - b. reappointment of Roberto Guidetti as non-executive director (*voting item*)
  - c. reappointment of Francesca Merloni as non-executive director (*voting item*)
  - d. reappointment of Ignazio Rocco di Torrepadula as non-executive director (*voting item*)

- e. reappointment of Marinella Soldi as non-executive director (*voting item*)
  - f. reappointment of Enrico Vita as non-executive director (*voting item*)
  - g. appointment of Katja Gerber as non-executive director (*voting item*)
8. Amendment of the articles of associations of the Company and authorisation of the Executive Chair and lawyers of Houthoff Coöperatief U.A. to execute the deed of amendment (*voting item*)
  9. Authorisation of the Board as the competent body to acquire fully paid shares in the Company's capital (*voting item*)
  10. Reappointment of Ernst & Young Accountants LLP as independent external auditor entrusted with the audit of the annual accounts for the financial years 2025, 2026 and 2027 (*voting item*)
  11. Closing

## **AGM DOCUMENTATION**

The AGM documentation:

- agenda and explanatory notes to the agenda with proposed resolutions;
- the Company's annual report 2023 in ESEF-format (including, *inter alia*, the remuneration report 2023, the annual accounts 2023 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 2024;
- 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 6 May 2024, 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**); and
- 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 8 April 2024, 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 29 April 2024**, 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 29 April 2024** 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 their 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 29 April 2024** 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 29 April 2024**.

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 29 April 2024**.

### *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 **6 May 2024 between 11:30 CEST and the start of the meeting at 12:00 CEST** 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: [AGM2024@ariston.com](mailto:AGM2024@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, 25 March 2024.

**Ariston Holding N.V.**

**The Board**