



## NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

**Misitano & Stracuzzi S.p.A.** ("M&S or the "Company" or the "Issuer"), one of the main Italian business to business (B2B) operator active at international level in the creation, production and marketing of citrus essential oils mainly of natural origin and to a lesser extent in the production of citrus juice listed on the Euronext Growth Milan market, organized and managed by Borsa Italiana S.p.A., hereby announces that on **April 12, 2025**, the notice of call of the Ordinary Shareholders' Meeting of M&S will be published in *ItaliaOggi*. The Ordinary Shareholders' Meeting of **M&S SPA** is convened, in the manner indicated below, for **April 29, 2025**, at **12:30 p.m.**, in a single call, to discuss and resolve on the following:

### AGENDA ITEMS

1. Approval of the Financial Statements as of 31.12.2024, accompanied by the Report of the Board of Directors on operations, the Report of the Board of Statutory Auditors, and the Report of the Independent Auditors. Presentation of the sub-consolidated Financial Statements of the Misitano & Stracuzzi Group as of 31.12.2024, accompanied by the Report of the Board of Directors on operations and the Report of the Independent Auditors. Related and resulting resolutions.
2. Allocation of the profit for the year. Related and resulting resolutions.

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### SHARE CAPITAL AND VOTING RIGHTS

The share capital amounts to Euro 1,277,550, divided into 30,060,000 ordinary shares with no par value. Each share entitles the holder to one vote at the Company's ordinary and extraordinary shareholders' meetings. Detailed information regarding the amount and composition of the share capital is available on the Company's website at <https://misitanoestracuzzi.com> in the section: *Investor Relations / Investors / Shareholders*.

### ENTITLEMENT TO ATTEND AND VOTE

Pursuant to Article 14.8 of the Company's By-Laws and in accordance with Article 135-undecies.1 of Legislative Decree No. 58/1998, as subsequently amended ("**TUF**"), attendance at the Shareholders' Meeting and exercise of voting rights **may only take place by granting a specific proxy to the Designated Representative**, in accordance with Article 135-undecies of the TUF. For specific procedures, please refer to the section below (Proxy to the Company's Designated Representative).

Any changes and/or additions to the information contained in this notice will be promptly made available through the Company's website and in accordance with applicable laws and regulations.



**Misitano & Stracuzzi S.p.a.**  
**Citrus Products**  
Via Ghibellina, 64 – 98122 Messina (Italy)

Share capital € 1.277.550,00 fully paid up  
Messina Business Register  
Tax ID and VAT 00170700835

**Tel.:** + 39 090 2922571  
**Email:** [info@misitanoestracuzzi.com](mailto:info@misitanoestracuzzi.com)  
**Website:** [misitanoestracuzzi.com](https://misitanoestracuzzi.com)

In accordance with Article 14 of the By-Laws and Article 83-sexies of the TUF, entitlement to attend the Shareholders' Meeting and exercise voting rights is granted to Shareholders for whom the Company has received—by the end of the third open market day prior to the meeting (i.e., by April 24, 2025)—a notice from the intermediary, based on records at the close of business on the seventh open market day before the date of the Meeting (i.e., April 16, 2025 – the "record date").

Persons who acquire shares of the Company after that date shall not be entitled to attend and vote at the Meeting.

Credits and debits recorded in the accounts after the above deadline of April 24, 2025, will not be considered for the purpose of entitlement to vote at the Shareholders' Meeting. Consequently, those who become shareholders only after that date will not have the right to attend or vote at the Meeting. Nevertheless, entitlement to attend and vote remains valid if the communication from the intermediary reaches the Company after the aforementioned deadline but before the start of the Meeting, provided that attendance and voting shall take place exclusively through the granting of a proxy and/or sub-proxy to the Designated Representative.

The Directors, Statutory Auditors, representatives of the independent auditors, the Designated Representative, and the secretary of the meeting may attend the Meeting via telecommunication means, provided that their identity is verifiable. The Company will inform such participants of the specific procedures for remote attendance.

#### REPRESENTATION AT THE SHAREHOLDERS' MEETING

Pursuant to Article 14.8 of the Company's By-Laws and in accordance with Article 135-undecies.1 of Legislative Decree No. 58/1998, as subsequently amended ("TUF"), attendance at the Shareholders' Meeting by those entitled to vote may take place exclusively through the Designated Representative, in accordance with Article 135-undecies of the TUF. The Company has appointed **Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni no. 19, as the Designated Representative, to whom holders of voting rights must grant a proxy** — at no cost to the delegating party (except for any shipping costs) — along with **voting instructions** for all or some of the items on the agenda. The proxy will be valid only for the proposals for which voting instructions have been given.

Shares for which a proxy has been granted, even partially, will be counted for the purpose of determining the proper constitution of the Shareholders' Meeting. For proposals for which no voting instructions have been given, such shares will not be counted for the purpose of calculating the majority and the share capital required for approval of the resolutions.

To this end, the specific proxy form prepared by the Designated Representative, in agreement with the Company, must be used. This form will be made available on the Company's website at <https://misitanoestracuzzi.com> under the section: *Investor Relations / Corporate Governance / Shareholders' Meetings*.

The proxy form, complete with voting instructions, must be submitted in accordance with the instructions provided on the form itself by the end of the second open market day prior to the date of the Meeting, i.e., by April 25, 2025. Within the same deadline, the proxy and the voting instructions may also be revoked.

The aforementioned Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF.

The Designated Representative is available for clarification or further information at the following phone number: +39 0645417432 or via email at: [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it).



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## DOCUMENTATION

The documentation relating to the items on the agenda, as required by applicable law, will be made available to the public at the Company's registered office in Messina, Via Ghibellina no. 64, and will be accessible on the Company's website at <https://misitanoestracuzzi.com> in the section: *Investor Relations / Corporate Governance / Shareholders' Meetings* – within the time limits established by law.

This notice of call will also be published on the Company's website in the "Investor Relations" section, through the authorized information dissemination system 1INFO ([www.1info.it](http://www.1info.it)), and on **ItaliaOggi** on April 12, 2025.

Messina, March 28, 2025

*On behalf of the Board of  
Directors*  
The Chairman  
Antonio Stracuzzi



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