

**FINE FOODS & PHARMACEUTICALS N.T.M. S.P.A.**



# **MEETING REGULATIONS**

*Approved by the Shareholders' Meeting of Fine Foods & Pharmaceuticals N.T.M. S.p.A.  
on 30 April 2020*

*The English text is a translation of the Italian official "Meeting Regulations" of Fine Foods & Pharmaceuticals N.T.M. S.p.A.. For any conflict or discrepancies between the two texts the Italian text shall prevail.*

## **MEETING REGULATIONS**

### **CHAPTER I - PRELIMINARY PROVISIONS**

#### **Scope of application**

##### **Article 1**

- 1.1 These regulations govern the conduct of the ordinary and extraordinary Shareholders' Meeting of Fine Foods & Pharmaceuticals N.T.M. S.p.A. (hereafter the "Company").
- 1.2 For anything not included, please refer to the Articles of Association regulating the Company Shareholders' Meeting.
- 1.3 These regulations have been approved by the Company Ordinary Shareholders' Meeting on 30 April 2020 and are available to shareholders and those entitled to attend at the Company registered office, meeting venues and on the official website [www.finefoods.it](http://www.finefoods.it)

### **CHAPTER II – CONSTITUTION**

#### **Shareholders' Meeting attendance, participation and assistance**

##### **Article 2**

- 2.1 The Shareholders' Meeting may be attended by those entitled under the law and the Articles of Association.
- 2.2 Company and directly or indirectly controlled companies' executives or employees, and other parties whose participation is considered useful by the Chairman, may participate in the items discussed during the meeting.
- 2.3 With the consent of the Chairman, consultants, financial analysts, and accredited journalists may attend the meeting.

#### **Verification of entitlement to attend the meeting and access to the meeting venue**

##### **Article 3**

- 3.1 Verification of eligibility to attend the Shareholders' Meeting starts at the meeting venue half an hour before the time set for its beginning unless otherwise specified in the notice of call.
- 3.2 Those entitled to attend the meeting must show a personal identification document to the auxiliary personnel at the meeting venue entrance. Auxiliary personnel shall issue a special document to be kept during the meeting.
- 3.3 Participants who, for any reason, leave the meeting venue are required to inform the

auxiliary personnel.

- 3.4 To facilitate the verification of those entitled to attend the meeting, documentation proving their entitlement may be sent to the company secretary's office, under the procedures and terms that may be contained in the notice of call or published on the Company's *website*.
- 3.5 To facilitate the verification of participants' representative powers, those attending the Shareholders' Meeting in legal or voluntary representation may send the documentation proving such powers to the company secretary's office, under the procedures and terms contained in the notice of call.

### **Constitution of the Shareholders' Meeting and opening of proceedings**

#### **Article 4**

- 4.1 At the time set in the notice of call, the person indicated in the articles of association shall chair the meeting.
- 4.2 The Chairman is assisted by a secretary, who may or may not be a shareholder, appointed by the Shareholders' Meeting on the Chairman's request. The Chairman may request the assistance of a secretary even if the minutes are drawn up by a notary. Trusted people may assist the secretary and notary and use audio-video recording equipment only to help draw up the minutes.
- 4.3 The Chairman may appoint one or more scrutineers, including non-shareholders, and set up a Chairman's Office.
- 4.4 For security, the Chairman uses appointed auxiliary personnel who are provided with identification.
- 4.5 The Chairman may be assisted by those authorised to participate in the Shareholders' Meeting and instruct them to illustrate the items on the agenda and answer questions on different topics.
- 4.6 Specially invited external consultants may assist the Chairman.
- 4.7 On auxiliary personnel's suggestion, the Chairman resolves any disputes on attendance legitimacy.
- 4.8 With the help of auxiliary personnel, the Chairman verifies attendance, voting, proxy and meeting constitution legitimacy.
- 4.9 The Chairman states the number of those present, those attending on their behalf and by proxy, their shares in the share capital and votes attributable. The Chairman states the names of the Board of Directors and Board of Statutory Auditors' attending members. Having ascertained that the Shareholders' Meeting is duly convened, the Chairman declares the meeting open.
- 4.10 If the Shareholders' Meeting is not quorate, at least an hour after the meeting is started, the Chairman shall inform the participants and put the agenda items on the next call. In this case, minutes are drawn up and signed by the Chairman, secretary, and a statutory auditor, if any.
- 4.11 Unless otherwise decided by the Chairman of the Shareholders' Meeting and without prejudice to the provisions of art. 4.2, no recording equipment, cameras and similar devices may be used in the Shareholders' Meeting venue to make audio/video recordings of Shareholders' Meeting proceedings. If the Chairman authorises the use

of such equipment, they shall determine conditions and limits.

### **CHAPTER III - DISCUSSION**

#### **Agenda**

##### **Article 5**

- 5.1 The Chairman, and those invited to assist under art. 4, paragraphs 5 and 6 of these Regulations, detail the items on the agenda and the proposals submitted for the Shareholders' Meeting approval. Unless the Shareholders' Meeting objects, the Chairman may follow an order different from the notice of call and decide that all or some of the items on the agenda be discussed in a single discussion.
- 5.2 Unless the Chairman deems it appropriate or a request approved by the Shareholders' Meeting is submitted, documentation that has been previously filed, under the notice of call, shall not be readout.

#### **Requests to speak and replies**

##### **Article 6**

- 6.1 The Chairman regulates the discussion by giving the floor to directors, statutory auditors and those who request to speak under this article.
- 6.2 Those entitled to exercise their voting right may ask to speak only on the items on the agenda and only once for each item. The request to speak may be made from when the Shareholders' Meeting is constituted until the Chairman has declared the discussion on the agenda item closed. To ensure the orderly conduct of meeting proceedings, the Chairman can set a deadline for the presentation of requests to speak at the beginning or during the discussion of individual items.
- 6.3 The Chairman establishes the procedures and order for requesting and making speeches.
- 6.4 The Chairman and those invited to assist under art. 4, paragraphs 5 and 6 of these regulations, shall reply to speakers at the end of all speeches on the topics under discussion, or after each speech. The Chairman, and those assisting, will consider questions formulated before the meeting that the Company has not already answered.
- 6.5 Those who have asked to speak may reply briefly.
- 6.6 The Chairman shall predetermine the duration of speeches and replies, typically not exceeding five minutes for speeches and two minutes for answers. This ensures that proceedings can be completed within a single meeting. This depends on the subject and relevance of agenda items, the number of those requesting to speak, and any questions formulated before the meeting that the Company has not already answered. Before the deadline for speeches or replies, the Chairman invites the speaker to conclude.
- 6.7 Once the speeches, replies and any responses have been completed, the Chairman declares the discussion closed.

## **Shareholders' Meeting suspension**

### **Article 7**

- 7.1 The Chairman may suspend the meeting for a short time, providing reasons for the decision.

## **Chairman's Powers**

### **Article 8**

- 8.1 To ensure the correct proceedings conduct and the exercise of rights by those present, the Chairman may remove a speaker from the floor if they have no right to speak or continue speaking after the time set by the Chairman.
- 8.2 After a warning, the Chairman may remove the speaker from the floor, if the speech is irrelevant to the discussed subject.
- 8.3 The Chairman may remove the speaker from the floor if the speaker uses inappropriate or insulting behaviour or sentences, or if there is a threat or incitement to violence and disorder.
- 8.4 If one or more speakers obstruct others from the discussion or impede the smooth running of the meeting, the Chairman may order those already warned to leave the meeting venue for the entire discussion.
- 8.5 The Chairman can refuse to answer questions on subjects outside the items on the agenda and those requiring extremely detailed information that is not of interest to the meeting or which will not help a voting decision. The Chairman may provide one answer to questions that have the same content and can refuse to answer questions received before the meeting if current regulations permit this.
- 8.6 The Chairman may interrupt the Shareholders' Meeting proceedings for the time necessary to retrieve the information required to answer questions; such interruptions may not exceed two hours.

## **CHAPTER IV - VOTING**

### **Preliminary operations**

### **Article 9**

- 9.1 Before starting voting operations, the Chairman readmits those excluded under Article 8 of these Regulations to the Shareholders' Meeting and verifies the number of those present and the number of votes to which they are entitled. The measures referred to in Article 8 of these regulations may be adopted during voting if the conditions are met.
- 9.2 The Chairman may order that the vote on an individual item be taken after the discussion has closed, or after all or some discussed agenda items are closed.
- 9.3 The Chairman may rule that voting shall take place using electronic recording tools and may request the assistance of technicians external to the Company for this purpose.

## **Voting**

### **Article 10**

- 10.1 The Chairman decides the voting order of resolution proposals on the agenda's items, usually giving precedence to those formulated by the Board of Directors.
- 10.2 The Chairman establishes the procedures for expressing the open vote, recording, and counting votes and may set a maximum time limit within which the vote must be cast.
- 10.3 Votes cast in a manner different from those indicated by the Chairman shall be null and void.
- 10.4 Shareholders who vote against or abstain must provide their names to auxiliary personnel.
- 10.5 Voting scrutiny is carried out at the end of voting after which the Chairman, with the secretary or notary's assistance, declares the voting results to the Shareholders' Meeting.

## **CHAPTER V - CLOSING PROCEEDINGS**

### **Closing proceedings**

#### **Article 11**

- 11.1 Once the items on the agenda have been discussed and the related votes cast, the Chairman declares the meeting closed.

### **Proceedings publication**

#### **Article 12**

- 12.1 Meeting minutes shall be drawn up after the meeting was closed, on the days following the meeting, under the terms established by the applicable regulations and within the time adequate to the complexity of the minutes. The minutes are signed by the Chairman, Notary or secretary of the Shareholders' Meeting and published in the forms provided for by applicable laws and regulations.

## **CHAPTER VI - FINAL PROVISIONS**

### **Final provisions**

#### **Article 13**

- 13.1 In addition to these regulations, the Chairman may take measures to ensure proper meeting conduct and the exercise of rights by those present.
- 13.2 For anything not provided for in these regulations, the Civil Code, special laws on the subject and the Articles of Association shall apply.
- 13.3 The Ordinary Shareholders' Meeting may amend these regulations with the majorities established by current provisions. This does not apply to material amendments necessary to bring these regulations in line with regulatory or statutory requirements, already approved by relevant bodies, such as the Board of Directors, which may arrange subsequent publication of the updated Shareholders' Meeting regulations on the Company's website.