



RULES FOR INCREASED VOTING RIGHTS

NewPrinces S.p.A. Registered office: Reggio Emilia (RE), Via J. F. Kennedy 16, 42124

Share capital: €43,935,050.00 fully paid up

Registered with the Reggio Emilia Companies Register, Tax Code and VAT No. 00183410653;

REA No.: RE-277595.

Company subject to management and coordination, pursuant to Articles 2497 et seq. of the Italian Civil Code, by Newlat Group S.A.

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1. Definitions

In addition to the terms defined elsewhere in these regulations, the terms listed below have the following meanings:

Share(s): the ordinary shares issued by the Company;

Shareholders: the holders of Shares;

Notification: the notification sent to the Company by the Intermediary to the issuer, certifying eligibility for inclusion in the Special List, pursuant to Article 44 (Voting Weighting) of the Single *Post-Trading* Regulation;

Legitimate Property Right: indicates full ownership of a Share conferring voting rights, bare ownership of a Share with voting rights, or usufruct of a Share with voting rights;

Special List or List: the list established by the Company pursuant to Article *127-quinquies* of the Consolidated Law on Finance and Article *143-quater* of the Issuers' Regulations;

Administrator: means the person responsible for managing the Special Register

Intermediary(ies): the entities authorised to maintain the accounts in which the Shares and related transfers are recorded, as defined in Article 2, paragraph 1, letter m) of the *Post-Trading* Regulation;

NewPrinces or the Company: NewPrinces S.p.A.;

Single *Post-Trading* Regulation: joint regulation of the Bank of Italy and Consob dated 13 August 2018 (amended by the regulation of Consob and the Bank of Italy dated 10 October 2022), governing central counterparties, central depositories and centralised management activities;

Record date: the date on which shareholders are entitled to attend the Shareholders' Meeting and exercise their voting rights, as provided for by the regulations in force from time to time;

Issuers' Regulations: the implementing regulations of Legislative Decree No. 58 of 24 February 1998, concerning the regulation of issuers, adopted by Consob by Resolution No. 11971 of 14 May 1999, as subsequently amended;

Eligible Person: a person entitled to vote by virtue of a qualifying property right;

Articles of Association: the Articles of Association of NewPrinces;

TUF: the Consolidated Law on Financial Intermediation adopted by Legislative Decree No. 58 of 24 February 1998, as amended.

2. Introduction

- 2.1 Pursuant to Article 6 of the Articles of Association, two votes are allocated to each Share held continuously by the same person, by virtue of a qualifying right, for a continuous period of at least thirty-six months from the date of its registration in the Special Register established by the Company.
- 2.2 Pursuant to Article *127-quinquies*, paragraph 7, of the Consolidated Law on Finance, for the purposes of determining the continuous holding period required for the aforementioned increase in voting rights, in relation to shares existing prior to the date on which trading in the Shares commenced on the regulated market Euronext Milan, organised and managed by Borsa Italiana S.p.A., the holding period accrued prior to that date and therefore prior to the date of registration in the Special Register shall also be taken into account.
- 2.3 These regulations are intended to govern the procedures for the registration, maintenance and updating of the Special Register in compliance with applicable legislation, the Articles of Association and market practices, so as to ensure the timely exchange of information between Shareholders, the Company and Intermediaries; as well as to identify the person responsible for the management and maintenance of the Special Register (the "Appointee").
- 2.4 Amendments and additions to these regulations are approved by the Board of Directors and published on the Company's website. It is understood that any amendments required for legislative and/or regulatory adjustments may be approved by the Chairman of the Board of Directors, acting alone, who shall report thereon to the other members at the next available board meeting.
- 2.5 For all matters concerning the enhanced voting right not covered by these regulations, reference shall be made to the applicable rules in force at the time and, in particular, to the Consolidated Law on Finance (TUF), the Issuers' Regulations, the Single Provision on *Post-Trading* and the Articles of Association.

3. Special List

- 3.1 The Company has established a Special Register, pursuant to Article *127-quinquies*, paragraph 2, of the TUF and in compliance with the provisions of Article *143-quater* of the Issuers' Regulations, in which holders of a Qualifying Real Right who intend to benefit from the increased voting rights must be registered.
- 3.2 The Special Register constitutes supplementary documentation to the register of shareholders, with the consequent applicability – insofar as they are compatible – of the rules and disclosure regime provided for the register of shareholders.
- 3.3 Shareholders may request a copy, at their own expense, of the entries in the Special Register relating to them.
- 3.4 The Special Register contains at least the information required from time to time by the applicable regulations.
- 3.5 The Company discloses the identifying details of Shareholders who have requested inclusion in the Special Register in accordance with the applicable regulations.

4. Person responsible for managing the Special Register

- 4.1 The Appointed Person must, on behalf of the Company, manage, organise and administer the Special Register in accordance with these regulations.
- 4.2 In particular, the Person in Charge must, amongst other things, ensure that:
 - monitor the receipt and dispatch of requests for inclusion in or removal from the Special List;
 - respond to Intermediaries and Authorised Persons regarding requests or other communications received;
 - update the Special List in accordance with the terms set out in these regulations, the applicable rules or the Articles of Association;
 - maintain an archive of correspondence and documentation relating to the Special List.

5. Eligibility to apply for registration

- 5.1 A person entitled to vote by virtue of a Real Right conferring entitlement to vote on Shares is entitled to request registration in the Special Register.
- 5.2 In the event of a pledge or usufruct, registration in the Special List shall be effected and/or maintained provided that the holder retains, by contract, the entitlement to exercise the right to vote.

6. Procedure for applying for registration

- 6.1 An Eligible Person wishing to be registered in the Special Register in order to obtain the increased voting rights pursuant to Article *127-quinquies* of the Consolidated Law on Finance (TUF) and Article 6 of the Articles of Association must submit to the Company, through the Intermediary with whom the Shares are held, a specific written request (in accordance with the *format* set out below) indicating the number of Shares for which registration is sought, together with the Notice certifying ownership of the Qualifying Real Right in accordance with Article 44(2) of the Single Provision on *Post-Trading*.
- 6.2 The increase may also be requested in respect of only a portion of the Shares for which voting rights may be exercised.
- 6.3 The application for registration must be signed by the holder of the voting rights attached to the Shares that are the subject of the application or by their proxy or agent (attaching documentation certifying the latter's signing powers).
- 6.4 In order to be included in the Special List, the Eligible Person must therefore:
- notify the Intermediary with whom they hold the securities account in which the Shares are registered of the number of Shares for which they intend to apply for inclusion in the Special List;
 - request that the same Intermediary send the following to the Company – via certified email to newlat@pec.it , with copies for information to veronica.pisoni@newlat.com and segre@legalmail.it – the Notice which, pursuant to Article 44(2) of the Single Provision on *Post-Trading*, certifies ownership of the Shares for which registration in the Special List is requested, together with the application for registration containing the undertaking by the Authorised Person to promptly notify the Company and the Intermediary of any loss, for any reason, of ownership of the Share or the related Entitlement.

In the case of a legal person or other entity, including one without legal personality, the Eligible Person must also declare whether it is subject to control (direct or indirect) in accordance with the regulatory framework for listed issuers, providing the identification details of the controlling entity and undertaking to promptly notify the Company of any change in control.

The application form for registration – containing, inter alia, the above declaration – is available on the Company's *website* (www.newprinces.it – *Corporate Governance* section – “enhanced voting rights”) and is attached to these regulations.

Applications for inclusion in the Special List received directly from shareholders or by means other than those indicated above will not be accepted.

7. Inclusion in the Special List

- 7.1 Upon receipt of a valid application for inclusion in the Special List – no later than the fifth trading day prior to the expiry of each of the periods indicated below – and after verifying the eligibility criteria through the person responsible for managing the Special List, the Company shall include the applicants in the Special List on a quarterly basis (31 March, 30 June, 30 September and 31 December) and in any event by the so-called *record date* provided for by current regulations in relation to the right to attend and vote at the general meeting, provided that the conditions for the allocation of the increased voting rights referred to above have been met prior to that *record date*.
- 7.2 The Company may request from the Eligible Person – including through the Intermediary – further information or documentation necessary to proceed with registration in the Special List.
- 7.3 The Company shall publish on its *website* the identifying details of shareholders who have requested inclusion in the List, indicating their respective shareholdings, provided such shareholdings exceed the threshold specified in Article 120, paragraph 2, of the TUF, and the date of inclusion.
- 7.4 The Company, through the Designated Officer, shall notify the Intermediary without delay, and in any event by the end of the accounting day on which the Special List is updated, of whether registration has taken place or not, stating the reason for any refusal.
- 7.5 Any person registered in the Special List is required to notify, and consents to the Intermediary notifying, the Company of any circumstance or event that results in the cessation of the conditions for the increase in voting rights or affects the ownership of the shares and/or the related voting rights by the end of the month in which such circumstance occurs and, in any event, by the trading day preceding the so-called *record date*.
- 7.6 Any Eligible Person may, by means of subsequent requests, obtain inclusion in the Special List for additional/different Shares.

8. Accrual and allocation of the increased voting rights

- 8.1 Notwithstanding that the increased voting rights accrue automatically upon the expiry of the thirty-sixth month from registration in the Special List (provided that the conditions for the increased voting rights have not ceased to apply *in the meantime* in accordance with the applicable regulations and the Articles of Association), the Company, through the Designated Officer, verifies the requirements for obtaining the increase and updates the Special List, which shall take effect on the earlier of the following dates:
- (a) the fifth trading day of the calendar month following that in which the conditions required by the Articles of Association for the increase in voting rights have been met; and
 - (b) the so-called *record date* of any general meeting, determined in accordance with current legislation, following the date on which the conditions required by the Articles of Association for the increase in voting rights have been met.
- 8.2 The Company, through the Designated Person, shall notify the Intermediary by certified email, without delay and in any event by the end of the accounting day on which it updates the Special List, (i) of the attainment of the increased voting rights (specifying the date on which the increased voting rights were attained); or (ii) of the failure to attain the increased voting rights, stating the reasons therefor.
- 8.3 The increased voting right:
- (a) it is retained in the event of succession following death and in the event of a merger or demerger involving the holder of the shares, provided that the acquiring company resulting from the merger or the beneficiary of the demerger is controlled, directly or indirectly, by the same entity that, directly or indirectly, controls the holder of the enhanced voting rights;
 - (b) it extends to newly issued shares in the event of a capital increase pursuant to Article 2442 of the Civil Code and a capital increase through new contributions made in the exercise of the option right;
 - (c) may also apply to shares allocated in exchange for those to which enhanced voting rights are attached, in the event of a merger or demerger, where this is provided for in the relevant plan;
 - (d) it extends proportionally to shares issued in connection with a capital increase through new contributions;
 - (e) it is retained in the event of a transfer from one portfolio to another of UCITS managed by the same entity;
 - (f) in the event of the entity listed in the Special Register creating a pledge or usufruct over the shares (provided that the voting right remains attributed to the entity creating the pledge or granting the usufruct).

- 8.4 In the cases referred to in points (b) and (c) of the previous paragraph 8.3, the new shares acquire the voting rights bonus: (i) for newly issued shares due to the holder in relation to shares for which the voting rights bonus has already accrued, from the moment of registration in the Special List, without the need for a further period of continuous holding; (ii) for newly issued Shares to which the holder is entitled in relation to shares for which the increased voting rights have not yet accrued (but are in the process of accruing), from the moment the holding period is completed, calculated from the original entry in the Special Register.
- 8.5 Where the events referred to in the preceding paragraph 8.3 are notified to or known by the Intermediary, the latter shall communicate them to the Company – in the manner indicated above – for the necessary follow-up. In all other cases, the successors of the Eligible Person must submit a specific application for registration in accordance with Article 6 of these Regulations, without prejudice to the right to obtain registration whilst retaining the increased voting rights (without the need for a further 36-month continuous holding period), or the same length of registration in the Special List as the predecessor.
- 8.6 The increased voting right is calculated for each resolution of the Shareholders' Meeting and also for the determination of the constitutive and deliberative quorums that refer to percentages of the share capital. The increase has no effect on rights, other than voting rights, accruing by virtue of the holding of specific percentages of the share capital.

9. Removal from the Special List due to waiver of increased voting rights

- 9.1 Each registered Eligible Person may irrevocably waive, in whole or in part, the increased voting rights by requesting their Intermediary to send to the Company, via Certified Email, to the address newlat@pec.it and a copy for information to the addresses veronica.pisoni@newlat.com and segre@legalmail.it, the Notice of total or partial revocation, pursuant to Article 44, paragraph 6, of the Single Provision on *Post-Trading*, which results in the removal from the Special List of the Shares to which the person intends to renounce.
- 9.2 This is without prejudice to the possibility that the increased voting rights may be reacquired in respect of the same Shares to which the waiver relates, subject to the terms and conditions set out in the Articles of Association and these regulations.

10. Other grounds for removal from the Special List

- 10.1 In addition to cases of total or partial waiver of the increased voting rights, the Company – including through the Agent – shall proceed with removal from the Special List:
- (a) in the event of a transfer of the Share, whether for consideration or free of charge, it being understood that “transfer” also includes the creation of a pledge, usufruct or other encumbrance on the Share where this results in the loss of voting rights by the shareholder. The creation of a pledge, usufruct or other encumbrance and the transfer of bare ownership whilst retaining usufruct do not result in the loss of entitlement to the enhanced voting right if the person registered in the Special List provides suitable documentary evidence that they have retained the voting right;
 - (b) in the event of the direct or indirect transfer of controlling interests in companies or entities holding shares with increased voting rights in excess of the threshold provided for in Article 120, paragraph 2 of the Consolidated Law on Finance. The concept of control is that provided for by the laws and regulations governing listed issuers.

In the case referred to in point (a) above, the Intermediary, as soon as it receives the order resulting in the loss of ownership of the Entitling Real Right and/or the related voting right, must without delay notify the Company in accordance with Article 44, paragraph 6, of the Single Provision on *Post-Trading*, via Certified Email, to the address newlat@pec.it and with a copy for information to the addresses veronica.pisoni@newlat.com and segre@legalmail.it, specifying, where possible, the reference details of the registration notification.

In the case referred to in point (b) above, the Authorised Party must notify the Company without delay – including through the Intermediary – of the occurrence of the event leading to removal from the Special List, and the Company – including through the Agent – shall notify the Intermediary, without delay and in any event by the end of the accounting day on which it updates the Special List, of the removal from that List or the loss of the increased voting rights pursuant to Article 44, paragraph 10, of the Single *Post-Trading* Regulation.

In cases where the Company becomes aware of events resulting in the Loss of Eligibility of the Eligible Person to maintain the registration of – or the increased voting rights in respect of – all or part of the Shares, the Company – including through the Designated Representative – shall notify the Intermediary, without delay and in any event by the end of the accounting day on which it updates the Special List, of the removal or loss of the increased voting rights, stating the relevant grounds.

APPLICATION FOR INCLUSION IN THE SPECIAL LIST FOR THE ALLOCATION OF INCREASED VOTING RIGHTS (THE SPECIAL LIST)

To be sent to: NewPrinces S.p.A. (the Company)

Via the Participating Intermediary by certified email to: newlat@pec.it , with a copy for information to veronica.pisoni@newlat.com and segre@legalmail.it .

Identification details for inclusion in the Register of Voting Rights Holders (the Applicant):

surname or company name _____

first name _____

tax code _____

place of birth _____ county of birth _____

date of birth (ddmmyyyy) _____

Nationality _____

Residence or registered office (street) _____

Town _____ Country _____

Email address _____ Telephone _____

Identification details of the entity controlling the Applicant:

(if the Applicant is a legal person or an entity without legal personality subject to direct or indirect control)

surname and first name or name _____

Residence or registered office _____

Real right entitling the holder to voting rights: (tick the relevant box)

ownership bare ownership usufruct

Shares for which registration in the Register is requested:

number of shares _____ applicant's account number _____

Custodian intermediary _____

Declarations by the Applicant

The Applicant, (i) declares that they have taken note of the specific conditions and terms established by the Issuer in the Articles of Association and/or the implementing regulations for the purpose of the attribution, maintenance and loss of the enhanced voting right, (ii) declares that they have full ownership, both formal and substantive, of the voting right for the shares for which registration in the List is requested, and (iii) undertakes to fulfil any additional notification requirements or obligations provided for in the Articles of Association and/or the implementing regulations for the purposes of the registration of the shares in the List, as well as the verification of the conditions for the granting, retention and loss of the enhanced voting rights.

Date _____

The Applicant _____

(if the person signing the application for registration is acting on behalf of the holder of the voting right indicated above, please provide the signatory's full name and capacity)

Surname and first name _____

place of birth _____ date of birth (ddmmyyyy) _____

in the capacity of (specify) _____