

English courtesy translation

INDUSTRIE DE NORA S.P.A.

Registered office in Milan (MI), Via Leonardo Bistolfi 35, 20134

Share capital EUR 18,268,203.90 fully paid-up

Company Register at the Chamber of Commerce of Milan–Monza–Brianza–Lodi, VAT No., Tax code 03998870962

NOTICE OF CALL FOR THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders of Industrie De Nora S.p.A. (“**IDN**” or the “**Company**”) entitled to attend and exercise their voting rights are called to the Ordinary Shareholders’ Meeting on **Tuesday April 29 2026**, at 10:00 a.m., on a single call, at Via Leonardo Bistolfi 35, 20134 Milan (MI).

The Company — in accordance with Article 135-*undecies*.1 of Legislative Decree No. 58/1998 (“**TUF**”) and Article 10.2 of the Company’s Bylaws (hereinafter the “**Bylaws**”) – has availed itself of the right to provide that the participation in the Shareholders’ Meeting by those entitled to vote shall take place exclusively through a designated representative appointed pursuant to Article 135-*undecies* of the TUF (“**Designated Representative**”), without the physical presence of those entitled to vote, as indicated below.

The Ordinary Shareholders’ Meeting will be called to resolve on the following:

AGENDA

1. Financial Statements as of December 31, 2025, and proposal for the allocation of the profit for the year and distribution of dividends:
 - 1.1 Approval of the Financial Statements as of December 31, 2025, accompanied by the Board of Statutory Auditors Report and the Independent Auditors’ Report. Presentation of the Consolidated Financial Statements as of December 31, 2025, accompanied by the Management Report (including the Sustainability Report);
 - 1.2 Resolutions concerning the allocation of profit for the 2025 financial year and distribution of dividends.
2. Appointment of a member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code.
3. Report on remuneration policy and fees paid pursuant to Article 123-*ter* of Legislative Decree No. 58 of February 24, 1998, and Article 84-*quater* of CONSOB Regulation No. 11971/1999:
 - 3.1 Binding resolution on the first section of the Report on remuneration policy pursuant to Article 123-*ter*, paragraph 3-*bis*, of Legislative Decree No. 58 of February 24, 1998;
 - 3.2 Non-binding resolution on the second section of the Report on fees paid pursuant to Article 123-*ter*, paragraph 6, of Legislative Decree No. 58 of February 24, 1998.

PROCEDURES FOR THE SHAREHOLDERS' MEETING

Pursuant to Article 10.2 of the Bylaws, those entitled to vote may participate in the Shareholders’ Meeting exclusively through the Designated Representative pursuant to Article 135-*undecies* of the TUF, as identified in the following section “*Designated Representative*.” The Shareholders’ Meeting will therefore be held without the physical presence of Shareholders.

Proxies and/or sub-proxies may also be granted to the Designated Representative pursuant to Article 135-*novies* of the TUF, notwithstanding Article 135-*undecies*, paragraph 4, of the TUF.



Without prejudice to the foregoing, the attendance to the Shareholders' Meeting of the legitimate parties other than those entitled to vote and whose attendance is required (the Chairman, the Chief Executive Officer, the Chairman of the Board of Statutory Auditors, the other members of the corporate bodies, the Secretary, the Designated Representative, the Independent Auditor and/or employees and/or collaborators authorized to do so by the Chairman), may also (or exclusively) take place by remote communication means that ensure their identification, in accordance with the procedures individually communicated to them, without it being necessary for the Chairman and the Secretary to be in the same location.

The procedures for conducting the Shareholders' Meeting may be supplemented, amended and communicated in a timely manner.

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

Pursuant to Article 125-*quater* of the TUF, it should be noted that, as of the date of this notice of call, the Company's subscribed and paid-up share capital amounts to EUR 18,268,203.90, divided into 201,685,174 shares with no nominal value, of which 51,203,979 ordinary shares listed on Euronext Milan, market organized and managed by Borsa Italiana S.p.A., and 150,481,195 multiple-voting shares, not subject to listing, as provided for in Article 5 of the Bylaws, available on the Company's website www.denora.com (Section "*Investors / Governance / Company Documents and Procedures*"). Each ordinary share entitles the holder to 1 (one) vote at the Company's ordinary and extraordinary shareholders' meetings, while each multiple-voting share entitles the holder to 3 (three) votes at the Company's ordinary and extraordinary shareholders' meetings.

As of the date of this notice of call, the Company holds 2,936,065 shares, equal to 1.456% of the share capital, for which voting rights are suspended pursuant to law.

Since the Company's Bylaws provide for the issuance of multiple-voting shares pursuant to Article 127-*sexies* of the TUF, the Company will disclose to the public, pursuant to Article 85-*bis*, paragraph 4-*bis*, of the Issuers' Regulations adopted by CONSOB by Resolution No. 11971 of May 14, 1999, as subsequently supplemented and amended (the "**Issuers' Regulations**"), the total amount of voting rights by the day following the date specified in Article 83-*sexies*, paragraph 2, of the TUF (the "record date") and, therefore, by April 21, 2026.

RIGHT TO INTERVENE AND VOTE

The right to attend the Shareholders' Meeting and exercise voting rights — which may be exercised exclusively through the Designated Representative — is certified by a notice sent to the Company by the authorized intermediary, at request of the eligible party, based on the records of the accounting books as of the close of business on the seventh trading day preceding the date set for the Shareholders' Meeting on a single call, **Monday April 20, 2026 (the "record date")**. Those who are recorded as holders of the Company's shares only after that date, based on the entries made in the accounts, will not be entitled to intervene and vote at the Shareholders' Meeting and, therefore, will not be able to grant a proxy to the Designated Representative. The intermediary's notification must be received by the Company by the end of the third trading day preceding the date of the Shareholders' Meeting and, therefore, by April 24, 2026. However, the right to intervene and vote remains valid — always exclusively through the Designated Representative and in compliance with the deadlines for granting proxies to the Designated Representative — even if the notifications are received by the Company after the aforementioned deadline, provided they are received before the start of the Shareholders' Meeting.

DESIGNATED REPRESENTATIVE

Pursuant to Article 10.2 of the Bylaws, the attendance and exercise of voting rights at the Meeting by those entitled to do so shall take place exclusively through the Representative Designated by the Company.

With reference to the Ordinary Shareholders' Meeting referred to in this notice of call, the Company has appointed as Designated Representative pursuant to Article 135-*undecies* of the TUF the law firm Trevisan & Associati – with registered office in Viale Majno No. 45, 20122 - Milan, in the person of Attorney Dario Trevisan, or his substitutes in case of impediment – to whom a specific proxy and/or sub-proxy must be granted, alternatively pursuant to:

- Article 135-*undecies* of the TUF, using the “Proxy Form for the Designated Representative,” or
 - Article 135-*novies* of the TUF, with the option to use the “Standard Proxy Form” and/or the “Sub-Proxy Form”,
- in accordance with the procedures described below.

Voting by electronic means or by mail is not permitted.

Proxy pursuant to Article 135-*undecies* of the TUF (“Proxy to the Designated Representative”)

A written proxy may be granted to the Designated Representative pursuant to Article 135-*undecies* of the TUF, at no cost to the delegating party (except for any shipping costs), with voting instructions on all or some of the proposals on the Agenda.

The proxy to the Designated Representative referred to in Article 135-*undecies* of the Consolidated Law on Finance must be granted by signing the specific “Proxy Form for the Designated Representative” available in the relevant section of the Company’s website www.denora.com (Section “Investors / Governance / Shareholders’ Meeting”) and must be received, in original form, with the relevant written voting instructions attached, together with a copy of a valid identity document of the delegating party and, in the case of a legal entity, a copy of an identity document of the *pro tempore* legal representative, or of another person with appropriate powers, together with documentation proving corporate powers (copy of Companies’ Register excerpt or similar), by one of the following alternative methods:

- (i) for paper proxies with a handwritten signature, by mail, via courier or registered letter with return receipt, to the Law Firm Trevisan & Associati, Viale Majno No. 45, 20122, Milan (Ref. “INDUSTRIE DE NORA Shareholders’ Meeting Proxy April 2026”);
- (ii) for proxies signed with an electronic signature or digital signature and sent as a PDF file via certified email to: rappresentante-designato@pec.it,

no later than the end of the second trading day preceding the date set for the Shareholders’ Meeting in a single call (i.e., no later than **11:59 p.m. on Monday April 27 2026**).

The proxy and the related voting instructions granted to the Designated Representative pursuant to Article 135-*undecies* of the TUF may be revoked by the aforementioned deadline (**April 27, 2026**), using the same procedures provided for granting the proxy.

The proxy has no effect with respect to proposals for which no voting instructions have been provided.

Proxy and/or sub-proxy pursuant to Article 135-*novies* of the TUF (“Ordinary proxy” and/or “Sub-proxy”)

Those who do not avail themselves of the proxies pursuant to Article 135-*undecies* of the TUF may grant proxies and/or sub-proxies to the Designated Representative pursuant to Article 135-*novies* of the TUF, notwithstanding Article 135-*undecies*, paragraph 4, of the TUF, with voting instructions on all or some of the proposals on the Agenda, by signing the “Ordinary Proxy Form” and/or the “Sub-Proxy Form” made available in the dedicated section of the Company’s website www.denora.com (Section “Investors / Governance / Shareholders’ Meeting”), which, with the relevant written voting instructions attached, together with a copy of a valid identity document of the delegating party and, in the case of a legal entity, a copy of an identity document of the *pro tempore* legal representative or of another

person with appropriate powers, together with documentation proving corporate powers (copy of Companies Register excerpt or similar), must be received:

- (i) to the Company, in paper form by registered mail with return receipt, at the address: Via Bistolfi 35, 20134 Milan, or as a digital copy in PDF format via certified email, at the address: industriedenora@actaliscertymail.it (Ref. “*INDUSTRIE DE NORA Shareholders’ Meeting Proxy April 2026*”), or to the email: segreteriasocietaria@denora.com; or, alternatively,
- (ii) to the law firm Trevisan & Associati, in paper format by certified mail with return receipt, to the address: Viale Majno No. 45, 20122, Milan, or via electronic reproduction in PDF format via certified email, to the address: rappresentante-designato@pec.it or via email, to the address: rappresentante-designato@trevisanlaw.it (Ref. “*Proxy for the INDUSTRIE DE NORA Shareholders’ Meeting April 2026*”),

by 12:00 p.m. on Tuesday April 28, 2026, it being understood that the Designated Representative may accept proxies and/or sub-proxies and/or voting instructions even after the aforementioned deadline, provided that this occurs before the start of the Shareholders’ Meeting.

The proxy and/or sub-proxy, together with the related voting instructions, granted to the Designated Representative pursuant to Article 135-novies of the TUF may be revoked until the start of the meeting, using the same procedures provided for their grant.

The Designated Representative is also available to Shareholders to provide any necessary information and clarification regarding the granting of proxy to the Designated Representative (and, in particular, regarding the completion of the proxy form and voting instructions and their submission), at the email addresses listed above and/or via the toll-free number: 800 134 679 (during business days and hours).

RIGHT TO ADD ITEMS TO THE AGENDA AND TO SUBMIT NEW RESOLUTION PROPOSALS

Pursuant to Article 126-bis, paragraph 1, first sentence, of the TUF, Shareholders who, even jointly with other Shareholders, represent at least one-fortieth of the share capital (2.5% (*two point five percent*)) may request, within 10 days of the publication of this notice¹, the addition of items to the agenda, indicating in their request the additional topics they propose, or submit proposals for resolutions on matters already on the Agenda.

Requests must be submitted in writing (indicating as Ref. “*Addition to the Agenda of the INDUSTRIE DE NORA Shareholders’ Meeting April 2026*” and/or “*Proposals for Resolutions of the INDUSTRIE DE NORA Shareholders’ Meeting April 2026*”) and must be received by the Company within the aforementioned deadline, by registered mail with return receipt requested at the Company’s registered office (via Leonardo Bistolfi 35, 20134 Milan, Italy), or sent via certified email to the certified email address industriedenora@actaliscertymail.it, and must be accompanied by a specific statement certifying the ownership of the shares by the requesting Shareholders as of the date of the request, issued by an authorized intermediary pursuant to Article 43, paragraph 1, of the Post-Trading Resolution (as defined below).

By the deadline for submitting the request for inclusion and using the same procedures, the proposing Shareholders must submit a report setting forth the rationale for the proposed resolutions on the new matters they propose for discussion, or the rationale for any additional proposed resolutions submitted on matters already on the agenda.

Any additions to the list of matters to be discussed by the Shareholders’ Meeting following the aforementioned requests, or the submission of additional proposals for resolutions on matters already on the agenda, shall be

¹ by April 6, 2026.

published on by the Company, in the same manner prescribed for the publication of the notice of meeting, at least 15 days prior to the date set for the Shareholders' Meeting in a single call, i.e., by April 14, 2026.

Concurrently with the publication of the notice of amendment or the submission of additional proposals for resolution, the report prepared by the requesting Shareholders, accompanied by any assessments by the Board of Directors, shall be made available to the public, again by the Company and in the same manner as the documentation relating to the Shareholders' Meeting.

Additions to the Agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, upon a proposal by the Directors or on the basis of a draft or report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF.

RIGHT TO SUBMIT INDIVIDUAL RESOLUTION PROPOSALS PRIOR TO THE MEETING

In addition to the foregoing, given that the participation of those entitled to vote at the Shareholders' Meeting referred to in this notice of call is permitted exclusively through the Designated Representative, those entitled to vote at the Shareholders' Meeting who intend to submit individual proposals for resolutions on the items on the Agenda, pursuant to Article 135-undecies.1, paragraph 2, of the TUF, are invited to submit them in advance, **by April 14, 2026**, in writing and in the same manner indicated in the preceding paragraph.

Such proposals, subject to verification of their admissibility and pending verification of the right to submit them, will be published by the Company on its *website* www.denora.com without delay and in any case within two days following the deadline (by **April 16, 2026**), in order to allow those entitled to vote to make an informed decision, taking into account these new proposals, and to enable the Designated Representative to collect voting instructions, including on such proposals.

The applicant must provide appropriate documentation proving the right to attend the Shareholders' Meeting and the granting of a proxy to the Designated Representative for participation in the Meeting itself.

RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA

Pursuant to Article 127-ter of the TUF, those entitled to vote may, prior to the Meeting and in any case within the deadline indicated below, ask questions regarding the items on the Agenda. Questions must be submitted in writing (indicating as Ref. "*Questions for the INDUSTRIE DE NORA Shareholders' Meeting April 2026*") by certified mail with return receipt to the Company's registered office (via Leonardo Bistolfi 35, 20134 Milan, Italy), or sent via email to the certified email address industriedenora@actaliscertymail.it.

Questions must be submitted no later than seven trading days prior to the date of the Shareholders' Meeting, i.e., by **Monday April 20, 2026**, and must be accompanied by the shareholder's personal details (last name and first name, or corporate name in the case of an entity or company, place and date of birth, and tax code) and the relevant notification from the intermediary pursuant to Article 43 of the post-trading resolution by Consob and the Bank of Italy dated August 13, 2018 ("*Discipline of central counterparties, central depositories and centralised management activities*") (the "**Post-Trading Resolution**"); ownership of voting rights may also be certified after the submission of applications, provided that this occurs no later than the third day following the date specified in Article 83-sexies, paragraph 2, of the Consolidated Law on Finance (the "*record date*")²; however, such notification is not required if the Company receives the intermediary's notification necessary for participation in the Shareholders' Meeting.

² i.e., by April 20, 2026

For questions received by the end of the day on April 20, 2026, the Company, after verifying their relevance to the items on the Shareholders' Meeting agenda and the requester's eligibility, will respond, pursuant to Article 127-ter, paragraph 1-bis of the TUF, at least two days prior to the Shareholders' Meeting, and therefore by **Monday April 27, 2026**, by publishing the responses in the dedicated section of its *website* www.denora.com (Section "*Investors / Governance / Shareholders' Meeting*"), in order to allow those entitled to vote to make an informed decision on the items on the Agenda.

The Company may provide a single response to questions with the same content.

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, including the explanatory reports required by applicable law and the Board of Directors' proposals for resolutions regarding each item on the Agenda — to which reference is made for all matters not expressly indicated in this notice of meeting — will be made available to the public by the Company at its registered office (at Via Leonardo Bistolfi 35, 20134 Milan, Italy), on the Company's *website* (www.denora.com, "*Investors / Governance / Shareholders' Meeting*" section), and through the other methods and within the timeframes provided for under applicable regulations.

Furthermore, at least 15 days prior to the date of the Shareholders' Meeting in a single call, i.e., by April 14, 2026, the documentation referred to in Article 77, paragraph 2-bis, of the Issuers' Regulation and in Article 15, paragraph 1, letter a), of the Markets Regulation adopted by Consob Resolution No. 20249/2017, with the notice that such filing will be made exclusively at the Company's registered office.

This notice of meeting is published, pursuant to Article 125-bis of the TUF and Article 84 of the Issuers' Regulations, as well as pursuant to Article 8.4 of the Bylaws, on the Company's website (www.denora.com, "*Investors / Governance / Shareholders' Meeting*"), on the authorized storage mechanism "1INFO" (available at www.1info.it), and, in summary form, in the daily newspaper "*Il Sole24Ore*" (on March 27, 2026).

ADDITIONAL INFORMATION

The Company reserves the right to supplement and/or amend the content of this notice of meeting should it become necessary.

Milan, March 26, 2026

On behalf of the Board of Directors

The Chairman

Federico De Nora