

Farmaè S.p.A.
Via Marco Polo n. 190
55049 - Viareggio (LU)
Share capital Euro 3.423.135,00 f.p.
Company Register of Lucca
Tax code and VAT no. 02072180504

NOTICE OF ORDINARY AND EXTRAORDINARY GENERAL MEETING

Those entitled to attend and exercise voting rights at the Shareholders' Meeting of Farmaè S.p.A. (the "**Company**") are convened, in ordinary and extraordinary session, in a single call, on April 29, 2022 at 11:00 a.m., at the Notary Office Agostini Chibbaro, in Milan, Via Illica no. 5, to discuss and resolve on the following

Agenda

Ordinary session

1. Financial Statements as at 31 December 2021
 - 1.1) approval of the financial statements of the Company as at 31 December 2021 and presentation of the consolidated financial statements of the group headed by the Company as at 31 December 2021; related and consequent resolutions;
 - 1.2) allocation of the year's result; related and consequent resolutions.
2. Appointment of the Board of Directors:
 - 2.1) determination of the duration; related and consequent resolutions;
 - 2.2) determination of the number of members; related and consequent resolutions;
 - 2.3) appointment of members; related and consequent resolutions;
 - 2.4) determination of overall remuneration for all members, including those holding special offices; related and consequent resolutions.
3. Appointment of the Auditing Company for the financial years 2022-2024; related and consequent resolutions.
4. Authorisation to purchase and dispose of own shares; related and consequent resolutions.

Extraordinary session

1. Amendment of the Articles of Association
 - 1.1) Amendment of the Articles of Association to include the new designations "Euronext Growth Milan" and "Euronext Growth Advisor"; related and consequent resolutions;
 - 1.2) Amendment of art. 9 of the company by-laws in order to better clarify the scope of activities of the Panel appointed by Borsa Italiana S.p.A. in compliance with the clause on takeover bids contained in Worksheet Six of the Euronext Growth Milan Regulation; related and consequent resolutions.

Information on the share capital

At the date of publication of this notice of call, the Company's share capital, fully subscribed and paid-up, amounts to Euro 3,423,135.00 and is divided into 6,846,270 ordinary shares, with no indication of nominal value. As of today, the Company does not hold any treasury shares.

Entitlement to attend and vote at the Shareholders' Meeting

Pursuant to Article 83-sexies of Legislative Decree No. 58/98 (the "TUF"), the entitlement to attend and vote at the Shareholders' Meeting - exclusively through the Designated Representative (as defined below) - is certified by means of a communication to the Company made by authorised intermediaries in favour of the interested parties, which must be received by the Company itself by the end of the third trading day prior to the date set for the Shareholders' Meeting, i.e. by 26 April 2022. However, the right to attend and vote shall remain intact if the communication is received by the Company after this deadline, provided that it is received before the start of the Shareholders' Meeting.

The communication shall be made by authorised intermediaries on the basis of the evidence in their accounting records relating to the end of the accounting day of the seventh open market day prior to the date of the Shareholders' Meeting, i.e. by the deadline of 20 April 2022 ("record date").

Credit and debit entries made on the accounts after this deadline shall not be relevant for the purposes of entitlement to exercise voting rights at the Shareholders' Meeting.

Participation in the Shareholders' Meeting

The Company has decided to avail itself of the option - established by Article 106, paragraphs 4 and 5, of Decree-Law No. 18 of 17 March 2020, as amended by Law No. 27/2020 ("Decree"), the effectiveness of which was most recently extended by Decree-Law No. 228 of 30 December 2020, as amended by Law No. 15/2022 - to provide that shareholders' attendance at the Shareholders' Meeting shall take place exclusively through the designated representative pursuant to Article 135-undecies TUF, without physical participation by shareholders.

The proxy may be conferred, at no cost to the delegating party (except for any shipping costs) and with voting instructions on all or some of the proposals on the agenda, to Spafid S.p.A. with registered office in Milan as the representative designated by the Company pursuant to art. 135-undecies TUF (the "**Designated Representative**") by means of the specific form available, with the relevant instructions for completion and transmission, on the Company's website at www.farmaegroup.it (section "Governance" - "Shareholders' Meetings") and on Borsa Italiana website www.borsaitaliana.it (section "Stocks" – "Documents"), to be sent by 11.59 p.m. on 27 April 2022. Pursuant to the aforementioned Decree, the Designated Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-novies TUF, with voting instructions on all or some of the proposals on the agenda.

For the conferment and transmission of proxies/sub-proxies, the procedures and terms indicated in the proxy forms must be followed, as well as for any revocation of the same.

The Company reserves the right to supplement and/or amend the above instructions.

Proposals regarding the appointment of the Board of Directors

The Board of Directors is appointed on the basis of lists, according to the procedure indicated in Article 20 of the Company's Articles of Association.

The lists submitted by shareholders must list no more than 7 (seven) candidates, each with a sequential number, indicating at least 1 (one) candidate meeting the independence requirements established by art. 147-ter of the Consolidated Law on Finance for each list containing a number of candidates up to 5 (five), and at least 2 (two) candidates meeting the independence requirements established by art. 147-ter of the Consolidated Law on Finance for each list containing a number of candidates higher

than 5 (five) and up to 7 (seven). The candidates included in the lists must meet the integrity requirements established by Article 147-quinquies of the Consolidated Law on Finance.

Each candidate may appear on only one list, on pain of ineligibility.

Only shareholders who, alone or together with other shareholders, represent at least 5% of the share capital with voting rights at the Ordinary Shareholders' Meeting are entitled to submit lists. Ownership of the percentage of share capital is determined by taking into account the shares registered in favour of the shareholders on the day on which the list is filed with the Company. The relevant certification may also be produced after the filing, provided that it is within the deadline set for the publication of the lists by the Company. A copy of this certification issued by the intermediary authorised by law is sent to the Company by e-mail to farmae@peccicura.it.

Each shareholder, as well as shareholders belonging to the same group (i.e. subsidiaries, parent companies and companies subject to the same control pursuant to Article 2359, paragraph 1, no. 1 and 2 of the Italian Civil Code) and shareholders who are party to the same shareholders' agreement, may not submit or vote for more than one list, not even through a third party or trust company. Endorsements given and votes cast in violation of this prohibition shall not be attributed to any list.

The lists signed by the shareholders who have submitted them - accompanied by the professional resumé of the persons appointed and a copy of their identity document - must be delivered to the Shareholders' Meeting in advance and, in any case, no later than 7 (seven) days before the date set for the Shareholders' Meeting (i.e., no later than 22 April 2022), together with the documentation proving the status of shareholders of those who have submitted them, by sending them to the Company at the e-mail address farmae@peccicura.it. By the same deadline (i.e., by 22 April 2022), declarations must be filed in which the individual candidates accept their candidacy and declare, under their own responsibility, the non-existence of causes of ineligibility and incompatibility provided for by law, as well as the existence of any requirements prescribed by law and regulations to hold the office of director and any indication of their suitability to qualify as independent directors; such declarations must be sent to the Company at the e-mail address farmae@peccicura.it.

The lists and the documentation concerning the candidates are made available to the public at the Company's registered office and on the Company's website www.farmaegroup.it (section "Governance" - "Shareholders' Meetings") and on Borsa Italiana website www.borsaitaliana.it (section "Stocks" – "Documents"), at least 7 (seven) days before the Shareholders' Meeting (i.e., at least on 22 April 2022).

Proposals regarding (i) the number of members of the Board of Directors, (ii) the relevant term of office and (iii) the overall remuneration for all members (including those holding special offices), as well as lists, must be submitted together with documentation proving the status of shareholders of those who have submitted them (either jointly with the lists or with separate documentation), by sending them to the Company at the e-mail address farmae@peccicura.it, by the 7th (seventh) day prior to the Shareholders' Meeting (i.e., by 22 April 2022). By the same deadline (i.e., by 22 April 2022), the aforementioned proposals shall be made available to the public at the Company's registered office and on the Company's website www.farmaegroup.it (section "Governance" - "Shareholders' Meetings") and on Borsa Italiana website www.borsaitaliana.it (section "Stocks" – "Documents"). Proposals for which the aforementioned requirements are not complied with may not be made available to the public as indicated above.

Additions to the agenda

Pursuant to Article 13 of the Articles of Association, Shareholders of the Company representing at least 5% of the share capital with voting rights at the Ordinary Shareholders' Meeting may request,

within five days of today's date (i.e., by 18 April 2022), any additions to the items to be discussed, indicating in the request the additional items proposed.

The notice supplementing the agenda will be published in the daily newspaper "Il Sole 24 Ore" at the latest by the seventh day prior to the date of the Shareholders' Meeting (i.e., by 22 April 2022).

Requests for additions to the agenda must be accompanied by an explanatory report that must be filed at the Company's registered office in Viareggio (LU), Via Marco Polo n. 190 (or sent to the Company at the e-mail address farmae@peccicura.it) to be delivered to the administrative body within the deadline for submitting the request for addition.

Additions to the list of the subjects to be dealt with are not allowed for the subjects on which the Shareholders' Meeting resolves, according to the law, on the proposal of the directors or on the basis of a project or a report prepared by them.

Right to ask questions

Pursuant to Article 13 of the Articles of Association, the Company's shareholders may ask questions on the items on the agenda even before the Shareholders' Meeting. Questions received prior to the Meeting are answered at the latest during the Meeting. The Company may provide a single answer to questions with the same content.

Documentation

The documentation relating to the Shareholders' Meeting, as required by current legislation, will be made available to the public at the Company's registered office in Viareggio (LU), Via Marco Polo 190, and will be available on the Company's website at www.farmaegroup.it (section "Governance" - "Shareholders' Meetings") and on Borsa Italiana website www.borsaitaliana.it (section "Stocks" – "Documents"), within the legal deadline.

This notice of call is published on the Company's website www.farmaegroup.it (section "Governance" - "Shareholders' Meetings") and on Borsa Italiana website www.borsaitaliana.it (section "Stocks" – "Documents") and, in extracts, in the daily newspaper "Il Sole 24 Ore" on 13 April 2022.

The Directors, the Statutory Auditors, the meeting's secretary, the representative of the independent auditors as well as the Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance may participate in the Shareholders' Meeting through the use of remote connection systems that allow identification, in compliance with current and applicable provisions.

Viareggio, 13 April 2022

For the Board of Directors
The Chairman
Riccardo Iacometti