



TAKE OFF S.p.A.

Via di Novella 22 - 00199 Rome

Subscribed and paid-up share capital: Euro 1,562,480.00

Tax Code / VAT No.: 04509190759

Notice OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Take Off S.p.A. is convened in ordinary and extraordinary session on 20 December 2021 at 3:00 p.m., on first call and, if necessary, on 21 December 2021 at 11:00 a.m., on second call, at the headquarters of the Company in Monopoli (BA), Via Baione 272/D.

Agenda

Ordinary session

1. Appointment of the director Costantino Natale pursuant to Art. 2386 of the Italian Civil Code.

Extraordinary session

1. Amendment of Article 2 of the Articles of Association and consequent relocation of the headquarters.

Due to the ongoing "COVID-19" health emergency, in compliance with Italian Law Decree No. 18 of 17 March 2020, as subsequently extended (the "Cura Italia Decree"), Take Off S.p.A. (the "Company") established that participation at the Shareholders' Meeting shall take place exclusively through the Designated Representative, pursuant to Art. 135-undecies of Italian Legislative Decree No. 58 of 24 February 1998 ("Consolidated Law on Finance" or "TUF"). The Designated Representative may also be granted proxies or sub-proxies pursuant to Art. 135-novies of the TUF, as an exception to Art. 135-undecies, paragraph 4, of the same decree, in order to allow for the widest use of this remote voting tool for all shareholders, in compliance with the fundamental principles of protection of the health of the Company's shareholders, employees, representatives and consultants.

SHARE CAPITAL AND VOTING RIGHTS

The share capital amounts to Euro 1,562,480.00, divided into 15,624,800 ordinary shares with no indication of nominal value; each share provides the right to one vote at the Company's ordinary and extraordinary shareholders' meetings.

ENTITLEMENT TO PARTICIPATE AND VOTE

Pursuant to Art. 83–*sexies* of the TUF, the entitlement to participate in the Shareholders' Meeting and to exercise the related voting right is certified by a communication to the Company, carried out by the intermediary in favour of the party who has the right to vote (the "**Communication**"), based on the evidence resulting from their accounting records at the end of the 7th (seventh) trading day prior to the date of the Shareholders' Meeting on first call (i.e. 9 December 2021 – the so-called record date). Credit and debit entries made on the accounts after the aforementioned deadline are not relevant for the purpose of legitimising the exercise of the right to vote at the Shareholders' Meeting; therefore, those who will only be owners of shares after the aforementioned deadline will not be entitled to vote at the Shareholders' Meeting (by the means provided for below).

The intermediary's communication must be received by the Company by the end of the 3rd (third) trading day preceding the date of the Shareholders' Meeting (i.e., by 15 December 2021). The entitlement to participate in the Shareholders' Meeting and to exercise the right to vote (by the means described below) remains unaffected if communications are received by the Company after this deadline, provided that they are received before the beginning of the Shareholders' Meeting.

It should be noted that the communication to the Company shall be carried out by the intermediary at the request of the party to whom the right is due. Holders of voting rights are requested to give instructions to the intermediary that keeps the related accounts, so that it can carry out the aforementioned communication to the Company, under penalty of forfeiting participation. The Company is not responsible for any notice required by the intermediary or for any financial charges for the fulfilment of the intermediary's obligations.

PARTICIPATION IN THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS AND GRANTING OF PROXY TO THE DESIGNATED REPRESENTATIVE

Due to the ongoing "COVID-19" health emergency, in compliance with the Cura Italia Decree as extended, the Company has established that intervention at the Shareholders' Meeting shall take place exclusively through the Designated Representative (as defined below), pursuant to Art. 135–*undecies* of the TUF.

The Designated Representative may also be granted proxies or sub-proxies pursuant to Art. 135–*novies* of the TUF, as an exception to Art. 135–*undecies*, paragraph 4, of the TUF, in order to allow for the widest use of this remote voting tool for all shareholders, in compliance with the fundamental principles of protection of the health of the Company's shareholders, employees, representatives and consultants.

Pursuant to Art. 106 of the Cura Italia Decree, as subsequently extended, **participation in the Shareholders' Meeting by those who have the right to vote is allowed exclusively through the Designated Representative.**

Consequently, the Company has appointed Computershare S.p.A. – with registered office in Rome, Via Monte Giberto, 33 00138 – to represent the shareholders pursuant to Article 135–*undecies* of the TUF and the Cura Italia Decree (the "**Designated Representative**").

Shareholders who wish to attend the Shareholders' Meeting shall therefore grant the Designated Representative a proxy – with voting instructions – on all or some of the proposals for resolutions concerning the items on the agenda, by using the specific proxy form prepared by the Designated

Representative in agreement with the Company, which is available on the Company's website at <https://takeoffoutlet.com/investor-relations/>.

The proxy form with the voting instructions must be submitted by following the instructions on the form itself and on the Company's website by the second trading day prior to the Shareholders' Meeting (i.e. by 16 December 2021 if on first call, or by 17 December 2021 if on second call) and within the same term the proxy may be revoked.

Any proxy thus conferred shall be effective only in respect of those proposals for which voting instructions have been given.

In view of the limitations that may arise due to health needs, participation in the Shareholders' Meeting of entitled parties (members of the corporate bodies, the Secretary in charge and the Designated Representative) may also (or exclusively) take place via telecommunication means in the manner individually notified to them, in compliance with the regulatory provisions applicable for such eventuality.

The Designated Representative will be available for clarification or information at +39 06 45417401 or at the e-mail address ufficioroma@pecserviziotitoli.it.

SUBMISSION OF INDIVIDUAL PROPOSALS FOR RESOLUTION

Since participation in the Shareholders' Meeting and the exercise of voting rights may only take place through the Designated Representative, for the purposes of this Shareholders' Meeting, to make it possible for those concerned to exercise their right pursuant to Art. 126-*bis*, paragraph 1, penultimate sentence, of the TUF – albeit with methods and terms compatible with the COVID-19 health emergency and with the unavoidable need for the individual resolution proposals to be known by all those entitled to attend the Shareholders' Meeting and exercise their voting right in time to provide voting instructions to the Designated Representative – it is envisaged that the Shareholders may individually submit resolution proposals to the Company on the items of the agenda within 7 (seven) days from the publication of this notice of call, so that the Company may proceed with their subsequent publication.

The resolution proposals, together with the certification attesting the right to participate, shall be submitted in writing at the company headquarters or sent by registered letter to the same or by mail addressed to the certified e-mail address takeoff@gigapec.it, provided that it is received by the Company within the aforementioned deadline.

The resolution proposals received within the terms and according to the methods described above will be published on the Company's website within 10 (ten) days from the publication of this notice, so that the holders of voting rights can examine them for granting proxies and/or sub-proxies, with related voting instructions, to the Designated Representative.

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable provisions, as well as the legitimacy of the proposers.

PARTICIPATION OF THE MEMBERS OF THE CORPORATE BODIES, THE SECRETARY AND THE DESIGNATED REPRESENTATIVE

Participation in the Shareholders' Meeting of members of the corporate bodies, the Secretary in charge and the Designated Representative, in compliance with the measures aimed at containing the spread of the COVID-19 infection provided for by the applicable legal provisions, may also take

place, or exclusively, through video/telecommunication means, in the manner communicated to them individually, in compliance with the applicable legal provisions.

DOCUMENTATION

The documentation related to the items on the agenda will be filed at the company headquarters and at Borsa Italiana S.p.A., as well as on the Company's website www.takeoffoutlet.com within the terms set out by law.

Rome, 3 December 2021

The Chairperson of the Board of Directors

Aldo Piccarreta