

TAKE OFF
THE OUTLET COMPANY

OVERKIDS
CHILDREN'S FASHION STORE



TAKE OFF S.p.A.

Via Montenapoleone 8 - 20121 Milan

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

Tax Code/VAT no.: 04509190759

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Take Off S.p.A. is convened in ordinary session for 28 April 2022 at 11:00 a.m. on first call and, if necessary, for 29 April 2022 at 11:00 a.m. on second call, at the Company's operating headquarters in Monopoli (BA), Via Baione 272/D, Milan, to discuss and resolve on the following

Agenda

1. Approval of the financial statements as at 31 December 2021 and presentation of the consolidated financial statements of the group as at 31 December 2021. Related resolutions
2. Allocation of the result for the year and proposed dividend distribution. Related and consequent resolutions.
3. Appointment of a Board Member. Related and consequent resolutions.
4. Appointment of the Board of Statutory Auditors. Related and consequent resolutions.
5. Authorisation to purchase and dispose of treasury shares pursuant to articles 2357 et seq. of the Italian Civil Code.

Due to the ongoing "COVID-19" health emergency, in compliance with Law Decree no. 18 of 17 March 2020, as subsequently modified and 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 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 ordinary Shareholders' Meeting on first call (i.e. 19 April 2022 – 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 25 April 2022). 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 SHAREHOLDERS' MEETINGS AND GRANTING OF PROXY TO THE DESIGNATED REPRESENTATIVE

Granting of proxies to the Designated Representative pursuant to Art. 135-undecies of the TUF

Due to the still 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.

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 Milan, Via Lorenzo Mascheroni 19 – 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 www.takeoffoutlet.com Investor Relations section.

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 2nd (second) trading day prior to the Shareholders' Meeting (i.e. by 26 April 2022 if on first call, or by 27 April 2022 if on second call) and within the same terms the proxy may be revoked.

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Granting of proxies or sub-proxies to the Designated Representative pursuant to Art. 135-novies 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.

Those who do not make use of the proxy power pursuant to Art. 135-undecies of the TUF, as an alternative, may grant ordinary proxies or sub-proxies pursuant to Art. 135-novies of the TUF, with related written voting instructions, by using the specific proxy/sub-proxy form that must be received by the Designated Representative with the same methods indicated in the previous paragraph, as indicated in the instructions on the form, by 12 noon on 27 April 2022, in case of first call (or by 12 noon on 28 April 2022, in case of second call), it being understood that the Designated Representative may also accept the proxies and/or instructions after the aforementioned deadline and before the opening of the shareholders' meeting – and the proxy may be revoked within the same deadline and according to the same procedures. 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 from 9:00 a.m. to 6:00 p.m. Monday to Friday** or at the e-mail address **ufficiorm@computershare.it**.

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.

RIGHT TO ASK QUESTIONS

Those who are entitled to vote may submit questions on the items on the agenda prior to the Shareholders' Meeting by the end of the seventh trading day before the date set for the Shareholders' Meeting (i.e. by 19 April 2022) by sending them to the Company at the following e-mail address – info@takeoffoutlet.com – accompanied by the relevant communication of the intermediary proving the status of shareholder.

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Questions received by the above deadline will be answered by 26 April 2022; the Company will not respond to questions received after the deadline. Questions with the same content may be answered by the Company with a single response.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

Pursuant to Art. 24 of the Articles of Association, the appointment of the members of the Board of Statutory Auditors is carried out by means of list voting, in accordance with the procedures indicated in the Articles of Association and described in the explanatory report available on the Company's website, to which reference should be made. Only those shareholders who, alone or together with others, represent at least 5% of the Company's share capital have the right to present lists; the lists, together with the CVs of the designated parties and signed by the shareholders who have submitted them, must be filed no later than 7 (seven) days before the date set for the Shareholders' Meeting (*i.e.* by 21 April 2020), under penalty of forfeiture, by means of certified email to the address takeoff@gigapec.it or by registered letter with return receipt to the Company's registered office in Milan, Via Montenapoleone 8. Within the same terms, the declarations with 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 the law, as well as the existence of any requirements prescribed by law and regulations for the members of the Board of Statutory Auditors, must be filed.

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 – Investor Relations section – within the terms set out by law.

Milan, 2 April 2022

The Chairman of the Board of Directors

Aldo Piccarreta