



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 Ordinary Shareholders' Meeting of Take Off S.p.A. is convened for 27 June 2022 at 11:00 a.m. on first call and, if necessary, for 28 June at 11:00 a.m. on second call, at the Company's operating headquarters at Via Baione 272/D, Monopoli (BA), to discuss and resolve on the following

Agenda

1. Appointment of the independent auditor. Related and consequent resolutions.

Additional information relating to COVID-19

In compliance with Italian 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 in the Shareholders' Meeting shall take place exclusively through the Designated Representative, pursuant to Art. 135-*undecies*, 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 that decree, in order to allow for the widest possible use of this remote voting mechanism 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 with 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. 16 June 2022 - the 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 22 June 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 Studio Legale Grimaldi - with registered office in Milan, Corso Europa 12 - 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 23 June 2022 if on first call, or by 24 June 2022 if on second call) and the proxy may be revoked by the same deadlines.

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 possible use of this remote voting mechanism 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 right of proxy pursuant to Art. 135-undecies of the TUF may, alternatively, 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 11 June 2022, if on first call (or by 12 noon on 11 June 2022, if on second call), it being understood that the Designated Representative may also accept proxies and/or instructions after the aforementioned deadline and before the opening of the shareholders' meeting – and the proxy may be revoked by 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 any health-related restrictions that may arise, 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 to such an eventuality.

The Designated Representative will be available for clarification or information at +39 02 30309330 from 9:00 a.m. to 6:00 p.m. Monday to Friday or at the e-mail address DdelietoVollaro@grimaldilex.com.

PARTICIPATION OF 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 16 June 2022) by sending them to the Company at the following e-mail address – info@takeoffoutlet.com, accompanied by the relevant communication from the intermediary proving the status of shareholder.

Questions received by the above deadline will be answered by 24 June 2022; the Company will not respond to questions received after this deadline. Questions with the same content may be answered by the Company in a single response.



DOCUMENTATION

The documentation related to the items on the agenda will be filed at the registered office and at Borsa Italiana S.p.A., as well as on the Company's website www.takeoffoutlet.com - Investor Relations section - in accordance with the terms set out by law.

Milan, 10 June 2022

The Chairman of the Board of Directors

Aldo Piccarreta