



TAKE OFF S.p.A.

Via Montenapoleone 8 – 20121 Milan

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

Tax Code/VAT no.: 04509190759

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Take Off S.p.A. Shareholders' Meeting is convened in an ordinary session on 27th April 2023 at 2:00 pm as first call and, if necessary, on 28th April 2023 at 14:00 am as second call, at the Company's operational headquarters in Monopoli (BA) at Via Baione 272/D, to discuss and resolve on the below.

Agenda

1. Approval of the Annual Financial Statements as at 31st December 2022 and presentation of the group's Consolidated Financial Statements as at 31st December 2022. Relative and consequent resolutions.
2. Allocation of the result for the year and proposed dividend distribution. Relative and consequent resolutions.
3. Appointment of the Board of Directors. Relative and consequent resolutions.

TAKE OFF S.p.A. (*the "Company"*) has decided to avail itself of the faculty provided for by Decree-Law no. 18 of 17th March 2020, as last extended by Decree-Law no. 198 of 29th December 2022, converted with amendments by Law no. 14 of 24th February 2023 (*the "Decree"*), and has thus established that intervention at the Shareholders' Meeting shall take place exclusively through the Designated Representative, pursuant to Article 135-undecies of Legislative Decree no. 58 of 24th February 1998 (*"Consolidated Law on Finance"*). The aforementioned Designated Representative may also be granted Proxies or Sub-delegations pursuant to Article 135-novies of the Consolidated Law on Finance, as an exception to Article 135-undecies, paragraph 4, of the same Decree, in order to facilitate the broadest use of this remote voting instrument for all shareholders, in observance of the fundamental principles of protection of the health of shareholders, employees, representatives and consultants of the Company.

SHARE CAPITAL AND VOTING RIGHTS

The share capital amounts to 1,562,480.00 euro divided into 15,624,800 ordinary shares with no indication of the nominal value. Each share entitles the holder to one vote at the Company's Ordinary and Extraordinary General Meetings.

RIGHT TO SPEAK AND VOTE

Pursuant to Article 83-sexies of the Consolidated Law on Finance, the entitlement to participate in the Shareholders' Meeting and to exercise the relative voting right is attested by a communication to the Company, made by the intermediary in favour of the person entitled to vote (*the "Communication"*), on the basis of the evidence resulting from its accounting records relating to the end of the 7th (seventh) trading day prior to the date of the Ordinary Shareholders' Meeting on first call (so, 18th April 2023 – the record date). Credit and debit entries made to the accounts after the

aforesaid deadline are not relevant for the purpose of the right to vote in the Shareholders' Meeting and thus those who only hold the shares after the aforesaid deadline will not be entitled to vote in the Shareholders' Meeting (in the manner outlined below).

The Intermediary Relationship Notice must be received by the Company by the end of the 3rd (third) trading day preceding the date of the Meeting (thus, by 24th April 2023). Entitlement to participate in the Shareholders' Meeting and to exercise voting rights (by the means outlined below) remains unaffected if communications are received by the Company after this deadline, provided they are received before the start of the Shareholders' Meeting proceedings.

It is recalled that communications to the Company are made by the intermediary at the request of the person so entitled. Holders of voting rights are required to give instructions to the intermediary holding the relevant accounts to make the aforementioned notification to the Company, under penalty of forfeiting their right to participate. Any requests for notice by the intermediary or financial charges for the fulfilment of the intermediary's tasks are not attributable to the Company.

PARTICIPATION IN THE ORDINARY SHAREHOLDERS' MEETING AND GRANTING A PROXY TO THE DESIGNATED REPRESENTATIVE

Granting Proxies to the Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance

Pursuant to Article 106 of the Decree, as subsequently extended, **participation in the Shareholders' Meeting by those entitled to vote is permitted exclusively through the Designated Representative.**

Accordingly, the Company has appointed Studio Legale Grimaldi with registered office in Milan at Corso Europa 12 to represent the shareholders pursuant to Article 135-undecies of the Consolidated Law on Finance and the Cura Italia Decree (the "**Designated Representative**").

Shareholders who wish to participate in the Shareholders' Meeting must therefore grant the Designated Representative a Proxy – with voting instructions – on all or some of the proposed resolutions on the items on the Agenda using the specific Proxy Form prepared by the Designated Representative in agreement with the Company, available on the Company's website at www.takeoffoutlet.com (Investor Relations section).

The Proxy Form with the voting instructions must be submitted in accordance with the directions listed on the form itself and cited on the Company's website, by the 2nd (second) trading day prior to the Shareholders' Meeting, so by 25th April 2023 for the first call or by 26th April 2023 for the second call. The Proxy may be revoked within the same deadline.

Granting Proxies or Sub-delegations to the Designated Representative pursuant to Article 135-novies of the Consolidated Law on Finance

The aforementioned Designated Representative may also be granted Proxies or Sub-delegations pursuant to Article 135-novies of the Consolidated Law on Finance, by way of derogation from Article 135-undecies, paragraph 4, of the Consolidated Law on Finance, in order to allow for the broadest possible use of this remote voting instrument for all shareholders, in observance of the fundamental principles of protection of the health of Company shareholders, employees, representatives and consultants.

Those who do not avail of the Proxy option pursuant to Article *135-undecies* of the Consolidated Law on Finance may, alternatively, grant ordinary Proxies or Sub-delegations pursuant to Article *135-novies* of the Consolidated Law on Finance, with relative written voting instructions, by using the appropriate Proxy/Sub-delegation Form, which must be received by the Designated Representative in the same manner as indicated in the preceding paragraph, as per the instructions on the form itself, by no later than 12 noon on 26th April 2023 for the first call or by noon on 27th April 2023 for the second call, it being understood that the Designated Representative may accept the Proxies and/or instructions also after the aforesaid deadline and before the opening of the Shareholders' Meeting proceedings. Within the same deadline and following the same procedures for conferment, the Proxy may be revoked. The Proxy thus conferred shall be effective only for the proposals in respect of which voting instructions have been given.

Attendance at the Shareholders' Meeting by duly-authorized persons (members of the corporate bodies, the appointed Secretary and the Designated Representative), in consideration of the limitations that may arise due to health needs, may also (or exclusively) take place by means of telecommunication in the manner individually communicated to them, in compliance with the applicable regulatory provisions for such an eventuality.

The Designated Representative will be available for clarification or information at +39 02-30309330 from 9:00 am to 6:00 pm, Monday to Friday or via the email address DdelietoVollaro@grimaldilex.com.

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

Participation in the Shareholders' Meeting of the members of the corporate bodies, the appointed Secretary and the Designated Representative may also or exclusively take place by means of video/telecommunication media, in the manner individually communicated to them, in compliance with the applicable regulatory provisions.

RIGHT TO ASK QUESTIONS

People entitled to vote may submit questions on the items on the Agenda prior to the Shareholders' Meeting, no later than the end of the seventh trading day prior to the date set for the Shareholders' Meeting (ergo, by 18th April 2023) by submitting the questions to the Company via the email address info@takeoffoutlet.com, accompanied by the relevant communication from the intermediary proving the shareholder's status.

Applications received by the above deadline shall be answered by [25th April 2023]. The Company will not respond to applications received after the deadline. Questions with the same content may be answered by the Company as a whole.

APPOINTMENT OF THE BOARD OF DIRECTORS

Pursuant to Article 16 of the Articles of Association, members of the Board of Directors are appointed by list voting, according to the procedures indicated in the Articles of Association itself and described in the explanatory report available on the Company's website, to which reference should be made. Only shareholders who, alone or together with others, represent at least 5% of the Company's share capital are entitled to submit lists. Such lists, accompanied by the professional *curricula* of the designated persons and signed by the shareholders submitting them, must be filed no later than 5 (five) days prior to the date set for the Shareholders' Meeting (so, no later than 22nd



April 2023) under penalty of forfeiture, by certified email to takeoff@gigapec.it or by registered letter with return receipt to the Company's registered office in Monopoli (BA) at Via Baione 272/D. Within the same deadline, the declarations must be filed with which the individual candidates accept their candidacy and declare – under their own responsibility – the non-existence of causes of ineligibility and incompatibility set by law, as well as the existence of the requirements prescribed by law and regulations for members of the Board of Directors.

DOCUMENTATION

The documentation relating to the items on the Agenda will be filed at the Company's registered office and at Borsa Italiana S.p.A. as well as on the Company's website www.takeoffoutlet.com (Investor Relations Section) within the terms of the law.

Milan, 27th March 2023

The Chair of the Board of Directors

Aldo Piccarreta