

**TAKE OFF S.p.A.**

Via Montenapoleone 8 - 20121 Milan

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

Code/VAT number: 04509190759

**MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING OF TAKE OFF S.P.A.**

On 27 April 2023 at 14:00, at the Company's administrative offices located in Monopoli (BA), Via Baione 272/D, the Shareholders' Meeting of Take Off S.p.A. ("**Take Off**" or the "**Company**") met to discuss and resolve on the following

**Agenda**

1. Approval of the financial statements as at 31 December 2022 and presentation of the group's consolidated financial statements as at 31 December 2022. Related and consequent resolutions.
2. Allocation of the year's profit and proposal for dividend distribution. Related and consequent resolutions.
3. Appointment of the Board of Directors. Related and consequent resolutions.

The Chairman of the Board of Directors, Aldo Piccarreta, begins the Meeting proceedings and in his capacity as Chairman of the Board of Directors assumes, pursuant to Article 14 of the Articles of Association, the chairmanship of today's Meeting, inviting, if those present agree, Davide Piccinno to act as Secretary of the Meeting, who accepts.

Preliminarily, the Chairman warns that:

- The Company has decided to avail itself of the option provided for by Decree Law No. 18 of 17 March 2020, as last extended by Decree Law No. 198 of 29 December 2022, converted with amendments by Law No. 14 of 24 February 2023 (the "**Decree**") and has therefore 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 24 February 1998 ("Consolidated Law on Financial Intermediation").
- the Company has consequently appointed Studio Grimaldi with registered office in Milan, Corso Europa, 12 - to represent the Company's shareholders pursuant to Article 135-undecies of the Consolidated Law on Financial Intermediation and the provisions of the Decree (the "**Appointed Representative**");



- as allowed by the Decree, the notice of call provided that the Appointed Representative, notwithstanding Article 135-undecies, paragraph four, of the Consolidated Law on Financial Intermediation, may also be granted ordinary proxies or sub-delegations pursuant to Article 135-novies of the Consolidated Law on Financial Intermediation. no provision has been made for voting procedures by correspondence or electronic means;
- the notice of call of this Shareholders' Meeting also provided that the directors, auditors, secretary and the Appointed Representative may participate in the Shareholders' Meeting through the use of remote connection systems that guarantee the identification of the participants and their participation, in compliance with the provisions in force and applicable, according to the procedures disclosed by the Company to the aforesaid persons.

The Chairman then acknowledges that the Appointed Representative, Studio Grimaldi, in the person of Angelica Codazzi, lawyer, is participating in this Shareholders' Meeting via audio/video connection, by means of telecommunication means that guarantee her identification and participation.

The Chairman reminds that Studio Grimaldi, as Appointed Representative, has made it known that in the event of unknown circumstances or in the event of amendment or integration of the proposals submitted to the Shareholders' Meeting, although it has no interest of its own with respect to the aforesaid proposals, as a precautionary measure it will not express a vote other than that indicated in the instructions since, in consideration of the contractual relationships in place, concerning, in particular, the maintenance of the shareholders' register and the technical assistance during the Shareholders' Meeting and the related ancillary services, it could be considered in one of the conditions indicated in Article 135-decies, paragraph 2, letter f), of the Consolidated Law on Financial Intermediation.

Pursuant to paragraph 3 of the aforementioned Article 135-undecies of the Consolidated Law on Financial Intermediation, the shares for which a proxy, even partial, has been conferred on the Appointed Representative, will be counted for the purposes of the regular constitution of the Shareholders' Meeting, while the shares in relation to which voting instructions on the proposals on the agenda have not been conferred will not be counted for the purposes of calculating the majority and the portion of capital required for the approval of the relevant resolutions.

If proxies have been received pursuant to Article 135-novies of the Consolidated Law on Financial Intermediation, it is specified that, in relation to the relevant shares, the Appointed Representative him/herself will not express a discretionary vote at the Shareholders' Meeting in relation to those proposals for which he/she has not received precise voting instructions; consequently, the relevant shares will be counted for the purposes of the constitutive *quorum* but not for the purposes of the deliberative *quorum*.

With regard to the voting procedure, in consideration of the manner in which this Shareholders' Meeting is being held, the Chairman informs those present that the vote on the individual items on the agenda, including those abstaining and those opposing, will be cast by the Appointed Representative, having already received proxies with voting instructions prior to this Shareholders' Meeting.



That being stated, the Chairman invites the Appointed Representative.

The Appointed Representative declares that within the legal term, 4 proxies were received pursuant to Article 135-undecies of the Consolidated Law on Financial Intermediation for a total of 9,748,554 shares by those entitled thereto and that 11 proxies were received pursuant to Article 135-novies of the Consolidated Law on Financial Intermediation for a total of no. 2,774,368 shares.

The Chairman took the floor again, who, in relation to his duties of verifying the regular constitution of the Shareholders' Meeting and the legitimacy of the Shareholders, therefore noted that:

➤ In addition to the Appointed Representative, the following shall participate in this Shareholders' Meeting via audio/video link, by means of telecommunications that guarantee their identification and participation, as permitted by the above provisions and by the notice of call:

1) for the Board of Directors, in addition to himself/herself, [all] the members of the Board of Directors in office participate in the Meeting, namely:

Ms Giorgia Lamberti Zanardi, connected by videoconference; Mr

Costantino Natale, connected by videoconference;

Mr Fulvio Conti, connected by videoconference;

Mr Maurizio Baldassarini, connected by videoconference;

2) all the members of the Board of Statutory Auditors attend the Meeting, namely:

Mr Luca Provaroni, Chairman of the Board of Auditors, connected by videoconference; Mr

Egidio Romano, connected by videoconference; and

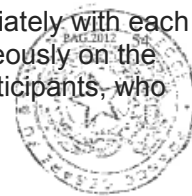
Mr Sebastiano Bonanno, connected by videoconference.

Having stated all the above, the Chairman notes that this Meeting is being held entirely by telecommunications means and that the audio/video connection established is clear to each participant and free of interference, a circumstance of which he asks for confirmation from the participants and the Secretary, who agree accordingly.

Therefore, the Chairman declares:

- a) that he is able to ascertain the identity and legitimacy of those present and to regulate the proceedings of the Meeting, as well as to ascertain and announce the results of the vote;
- b) to be able to interact with the person taking the minutes;

c) that those present are allowed to participate in the discussion, interacting appropriately with each other, with the Chairman himself and with the Secretary, as well as to vote simultaneously on the items on the agenda. The Chairman asked for confirmation of the latter from the participants, who agreed accordingly.



At this point, the Chairman also notes that:

- this Shareholders' Meeting has been formally and regularly convened at the Company's registered office for 27 April 2023 at 14:00 on first call, and if necessary, on 28 April 2023 at 14:00 in second call, in accordance with the law and the Articles of Association, by means of a notice of call published on 30 March 2023 on the Company's website as well as on the "SDIR" broadcasting mechanism and, in extract, in the Official Gazette of the Italian Republic of 30 March 2023;
- the illustrative report of the Company's Board of Directors on the items on the agenda of this Shareholders' Meeting containing the full text of the proposed resolutions on the same;
- pursuant to Article 12 of the Articles of Association and the applicable provisions in force, the legitimacy of those present for participation and voting rights in the Shareholders' Meeting was ascertained and, in particular, the compliance of the proxies brought by those present with the applicable provisions of law and the Articles of Association was verified;
- pursuant to EU Regulation 679/2016 ("**GDPR**"), the data of the participants in the Shareholders' Meeting are collected and processed by the Company exclusively for the purpose of the execution of the mandatory Shareholders' Meeting and corporate obligations;
- the subscribed and paid-up share capital as of today amounts to €1,562,480, divided into No. 15,624,800 shares without nominal value;
- as of the date of today's Shareholders' Meeting, the Company does not hold any treasury shares;
- the Company is admitted to trading on the multilateral trading system Euronext Growth Milan, organised and managed by Borsa Italiana S.p.A. ("**EGM**");
- as of today, the following persons have notified the Company that they hold, directly or indirectly, more than 5% of the Company's share capital represented by shares with voting rights: [(i) Summit S.p.A., with a stake equal to 53.51% of the share capital; (ii) Aldo Piccarreta, with a stake equal to 5.53%; (iii) AcomeA SGR with a stake equal to 9.30% and (iv) Algebris Investments (Ireland) Limited with a stake equal to 5.20%.



- voting rights pertaining to shares for which the disclosure requirements set forth in the EGM Issuers' Regulation concerning holdings exceeding 5% have not been fulfilled may not be exercised.
- Pursuant to Article 83-*sexies* of the Consolidated Law on Financial Intermediation, shareholders in possession of the certification made by the intermediary in accordance with its accounting records, based on the evidence at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, are entitled to attend the Shareholders' Meeting. Credit and debit entries made on the accounts after this deadline are not relevant for the purposes of legitimising the exercise of voting rights at the Shareholders' Meeting;

Pursuant to Article 83-*sexies*, paragraph 4, of the Consolidated Law on Financial Intermediation, communications from authorised intermediaries in favour of the persons concerned must be received by the Company itself by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call. However, the legitimacy to participate and vote remains intact in the event that the communications are received by the Company after said deadline as long as they are received before the beginning of the Shareholders' Meeting proceedings on first call.

The Chairman, therefore, invites the Appointed Representative to report, for those entitled to vote, any situations entailing the exclusion or suspension of the right to vote pursuant to the applicable provisions of law and the Articles of Association.

No statement being made to this effect, the Chairman declares that all Shareholders duly represented at the Shareholders' Meeting are entitled to vote.

The Chairman also announced that:

- with regard to the agenda, the fulfilments - including those of an informative nature - required by the laws and regulations in force were duly carried out and that, in particular, a copy of the draft financial statements and consolidated financial statements accompanied by the Report of the independent auditors EY S.p.A. and the Report of the Board of Statutory Auditors was filed at the Company's registered office - Via Montenapoleone 8, 20121, Milan - within the legal terms and made available to the public on the Company's website and with the other methods provided for by the applicable regulations;
- participants who should leave the audio-video link before the end of the Meeting proceedings are requested to give prompt notice;
- the list with the names of the participants in this Shareholders' Meeting by proxy to the Appointed Representative, with specification of the shares for which the communication has been made by the intermediary to the Company pursuant to Article 83-*sexies* of the Consolidated Law on Financial Intermediation, as well as the names of the delegating shareholders and of the persons who may vote as pledgees,

- bearers and usufructuaries, and of the shareholders who, by proxy to the Appointed Representative, voted in favour, against, abstained or did not issue voting instructions, with the relevant number of shares held, are attached to these minutes as Annex A.

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With reference to the first item on the agenda (Approval of the financial statements as at 31 December 2022 and presentation of the group's consolidated financial statements as at 31 December 2022. Resolutions pertaining thereto and thereafter), the Chairman omits the reading of the draft financial statements, the consolidated financial statements, the Report of the Board of Directors on Operations, the Report of the Board of Statutory Auditors and the Independent Auditors, as well as the Directors' Explanatory Report on the items on the agenda considering that the documentation was made available to the public in advance of the date of the Meeting. This documentation remains permanently attached to the Company's records.

The Chairman then turns the floor over to the Secretary, who reminds us that, at its Meeting held on 27 March 2023, the Board of Directors approved, among other things, the Company's draft financial statements as at 31 December 2022, which were submitted to the Shareholders' Meeting today, as well as the Group's consolidated financial statements as at 31 December 2022.

Reference is therefore made to what is exhaustively described in the Explanatory Report regarding the most significant items in the financial statements as at 31 December 2022.

In particular, it should be noted that, on 7 April 2023, the Independent Auditors issued their Report, from which it appears, in substance, that (i) the consolidated and separate financial statements of the Company give a true and fair view of the financial position of the Company and the group as at 31 December 2022, as well as of the results of operations cash flows and the statement of changes in equity for the year ended on that date in accordance with the rules governing their preparation, and that (ii) the Board of Directors' Report on Operations is consistent with the Company's financial statements for the year ended 31 December 2022 and has been prepared in accordance with the law.

Following this, the floor is given to the Chairman of the Board of Statutory Auditors, who briefly illustrates the Report of the Board of Statutory Auditors on the financial statements of the Company as at 31 December 2022.

In particular, the Chairman of the Board of Statutory Auditors reports that, in light of the foregoing, the Board of Statutory Auditors unanimously deems that there are no reasons to oppose the approval of the financial statements as at 31 December 2022, as drafted by the Company's administrative body.

The Chairman, therefore, submits the following motion to the Shareholders' Meeting:



*"The Ordinary Shareholders' Meeting of Take Off S.p.A,*

- having heard the Chairman's presentation;*
- having examined the draft financial statements and the group's consolidated financial statements as at 31 December 2022 and the report on operations;*
- having acknowledged the reports of the Board of Statutory Auditors and the Independent Auditors;*

**resolves**

- 1. to approve the financial statements as at 31 December 2022 consisting of the balance sheet, the income statement, the notes to the financial statements, the statement of comprehensive income, the statement of changes in shareholders' equity and the cash flow statement, together with the report on operations, taking note of the reports of the Board of Statutory Auditors and the Independent Auditors, as well as the related ancillary documentation;*
- 2. to acknowledge the group's consolidated financial statements as at 31 December 2022 and related ancillary documentation;*
- 3. to authorise the Chairman of the Board of Directors, with the power to delegate to third parties, including those external to the Board of Directors, to take care of all the communication, filing and publication formalities pertaining to the foregoing resolutions, pursuant to the applicable regulations, making any formal amendments, additions or deletions that may be necessary".*

At this point, the Chairman put the proposed resolution on the first item on the agenda of today's Shareholders' Meeting regarding the approval of the financial statements for the financial year ending 31 December 2022 and the acknowledgement of the group's consolidated financial statements as at 31 December 2022 to the vote.

The Chairman, noting that all persons identified at the opening of the Meeting are still connected, for the purposes of calculating the majority and the capital share required for the approval of the resolution, asks the Appointed Representative whether, in relation to the proposal read out, she is in possession of voting instructions for all the shares for which the proxy has been conferred. [The Appointed Representative confirms that she is in possession of the voting instructions for all the shares for which the proxy has been granted.

The Chairman declares that the information received from the Appointed Representative concerning the proxies and the percentage of share capital represented will be made available during the Meeting through screen sharing by the Appointed Representative.

At 14:15, the Chairman opens the vote and invites the Appointed Representative to make available through screen sharing, the results of the expression of votes of the represented shareholders. After reading them, the Chairman notes that the following are present:



- voting: 15 shareholders, for 12,522,922 shares;
- in favour: 15 shareholders, for 12,522,922
- shares; against: none;
- abstaining: none;
- not voting: none;

and declares unanimously approved by the voters represented at the Meeting the proposed resolution on the first item on the agenda of today's Meeting. The names of the shareholders in favour and those against, with an indication of the capital held (and credited to attendance), are shown in the summary report of voting on the items on the agenda, to which the list of participants and the results of voting by individual shareholder is attached, attached to these minutes.

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The Secretary then moves on to the discussion of the **second item on the agenda** (*Allocation of the year's earnings and proposal for dividend distribution. Resolutions pertaining thereto and resulting therefrom*), recalling that, as anticipated, the Company's financial statements as at 31 December 2022 show a net profit of €1,832,312.00, which the Board of Directors proposes to allocate as follows:

- a) €937,488 as an ordinary dividend before withholding taxes equal to a gross amount of €0.06 per share, to be distributed to shareholders in proportion to their respective shareholdings in the Company's share capital.
- b) €894,824 to the extraordinary reserve.

The Shareholders' Meeting is then called upon to resolve on the proposed allocation of the year's results.

At this point, the Chairman then proceeds to read out the proposed resolution on the second item on the agenda of today's Shareholders' Meeting:

*"The Ordinary Shareholders' Meeting of Take*

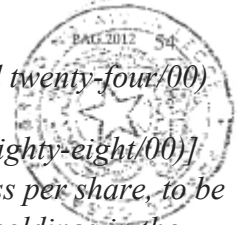
*Off S.p.A, having heard the Chairman's  
presentation;*

*having examined the draft financial statements at 31 December 2022, which show a net profit for the year of €1, 832,312;*

**resolves**

1. *[to allocate the net profit for the year 2022, amounting to €1,832,312 (one million eight hundred and thirty-two thousand three hundred and twelve/00), as follows:*





- a. €894,824 *(eight hundred ninety-four thousand eight hundred twenty-four/00) to the extraordinary reserve;*
  - b. €937,488 *(nine hundred and thirty-seven thousand four hundred and eighty-eight/00)] as an ordinary dividend gross of withholding taxes equal to €0.06 gross per share, to be distributed to the Shareholders in proportion to their respective shareholdings in the Company's share capital.*
2. *to set 2 May 2023 as ex-dividend date, 3 May 2023 as record date and 4 May 2023 as the date from which the dividend is payable;*
  3. *to grant the Chairman of the Board of Directors the broadest powers, so that, also through proxies and in compliance with the terms and procedures set forth by law, he may execute this resolution, as well as make, where appropriate or necessary, formal additions, amendments and deletions that may be requested by the competent Authorities for the registration of this resolution in the Company Register".*

Having ascertained that there were no changes in attendance, at 14:30 the Chairman opens the vote and invites the Appointed Representative to make the results of the voting by the represented shareholders available via screen sharing. After reading them, the Chairman notes that the following are present:

voting: 15 shareholders, for 12,522,922 shares ;

in favour: 15 shareholders, for 12,522,922 shares;

against: none;

abstaining: none; not

voting: none;

and declares [unanimously] approved by the voters represented at the Meeting the proposed resolution on the second item on the agenda of today's Meeting. The names of the shareholders in favour and those against, with an indication of the capital held (and credited to attendance), are shown in the summary report of the votes on the items on the agenda, to which the list of participants and the results of voting by individual shareholder is attached, attached to these minutes.

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The Chairman then proceeded to discuss the third item on the agenda (*Appointment of the Board of Directors. Resolutions pertaining thereto and resulting therefrom*), reminding those present that, with the approval of the financial statements at 31 December 2022, the term of office of the Board of Directors currently in office expires, and therefore the Shareholders' Meeting is called upon to renew the Board of Directors, also determining its remuneration.

On this point, the Chairman also recalls that the Board of Directors of the Company is elected for three financial years, i.e. until the date of approval of the financial statements as at 31 December 2025.

The Chairman then proceeded to acknowledge that only one list of candidates for the position of member of the Board of Directors had been submitted by the shareholder Summit S.p.A., owner as of today of 8,360,939 shares of the Company, equal to 53.51% of the shares with voting rights at the Ordinary Shareholders' Meeting. In particular, Summit S.p.A. submitted the following documents to the Company on 7 April 2023:

the certification issued by the authorised intermediary proving Summit S.p.A.'s ownership of 8,360,939 shares with voting rights at the Company's Ordinary Shareholders' Meeting;

the *curricula* of the candidates containing exhaustive information on the professional characteristics of each candidate;

the declarations with which the individual candidates accept the candidature and certify, under their own responsibility, the non-existence of causes of incompatibility or ineligibility as well as the existence of the requirements prescribed by current legislation and the Company's Articles of Association to hold the office of Director.

On the basis of the list, promptly made available to all shareholders, the shareholder Summit S.p.A. proposed that the Board of Directors be composed of five members, and to this end proposed to appoint as directors:

1. Aldo Piccarreta
2. Giorgia Lamberti Zanardi
3. Fulvio Conti
4. Maurizio Baldassarini
5. Costantino Natale

On the basis of the list submitted, the shareholder Summit S.p.A. also proposed:

- (i) to appoint Mr Aldo Piccarreta as Chairman of the Board of Directors;
- (ii) to set the annual remuneration for the members of the Board of Directors at a total of €212,000.



Therefore, the Chairman proposes to put the following proposed resolution to the vote:

*"The Ordinary Shareholders' Meeting of Take*

*Off S.p.A, having heard the*

*Chairman's presentation;*

- *having acknowledged the illustrative report of the Board of Directors;*
- *having acknowledged the list of candidates for the office of member of the Board of Directors submitted by the shareholder Summit S.p.A;*

**resolves**

1. *to determine that the Board of Directors of Take Off S.p.A. shall be composed of five members;*
2. *to appoint as members of the Board of Directors of Take Off S.p.A., [Aldo Piccarreta], [Giorgia Lamberti Zanardi], [Fulvio Conti], [Maurizio Baldassarini] and [Costantino Natale], who shall remain in office until the date of approval of the financial statements as at 31 December 2025;*
3. *to appoint [Aldo Piccarreta] as Chairman of the Board of Directors of Take Off S.p.A.,*
4. *[to set the total annual remuneration of the members of the Board of Directors at € 212,000;*
5. *to confer on the Chairman of the Board of Directors, with the right to sub-delegate, all broader powers to implement the resolutions referred to in the previous points, including, purely by way of example, all broader powers to fulfil the publicity obligations deriving from the laws and regulations in force.*

Having ascertained that there were no changes in attendance, at 14:35 the Chairman opens the vote and invites the Appointed Representative to make the results of the voting by the represented shareholders available via screen sharing. After reading them, the Chairman notes that the following are present:

voting: 15 shareholders, for 12,522,922 shares;

in favour: 14 shareholders, for 12,113,299 shares;

against: 1 shareholder, for 409,623 shares;

abstaining: none;

not voting: none.

and declares unanimously approved by the voting members represented at the Shareholders' Meeting the proposed resolution on the second item on the agenda of today's Shareholders' Meeting, the names of the shareholders in favour and those against, with the indication of the capital held (and credited to attendance) are shown in the summary report of the voting on the items on the agenda, to which the list of participants and the results of voting by individual shareholder is attached, attached to these minutes.

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At 14:40, as there were no more matters to be resolved, and none of those present asked to speak, the Shareholders' Meeting was adjourned.

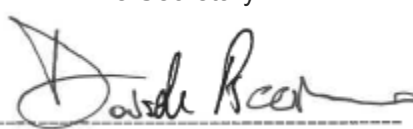
These minutes are drawn up, read, approved and signed as follows.

The Chairman

  
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(Aldo Piccarreta)

The Secretary

  
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(Davide Piccinno)

**Take Off S.p.A.**

Ordinary Shareholders' Meeting of 27  
April 2023

Communication No. 1  
time: 14.00

**ATTENDANCE LIST**

N°	Entitled persons	Representative	Delegate	Own shares	Shares by proxy	% of ord. shares	E	U	E	U	E	U	E
1	SUMMIT S.P.A.		APPOINTED REP. ANGELICA CODAZZI	0	8,360,939	53.5106945%	14.00						
2	PICCARRETTA ALDO		APPOINTED REP. ANGELICA CODAZZI	0	864,250	5.5312708%	14.00						
3	ACOMEA ITALIA		APPOINTED REP. ANGELICA CODAZZI	0	687,815	4.4020723%	14.00						
4	ALGEBRIS UCITS FUNDS PLC-ALGEBRIS CORE ITALY FUND		APPOINTED REP. ANGELICA CODAZZI	0	493,981	3.1615189%	14.00						
5	GOVERNMENT OF NORWAY		APPOINTED REP. ANGELICA CODAZZI	0	409,823	2.6216208%	14.00						
6	HI ALGEBRIS ITALIA ELTIF		APPOINTED REP. ANGELICA CODAZZI	0	335,673	2.1483347%	14.00						
7	ACOMEA PATRIMONIO ESENTE		APPOINTED REP. ANGELICA CODAZZI	0	318,938	2.0412293%	14.00						
8	LAMBERTI ZANARDI GIORGIA		APPOINTED REP. ANGELICA CODAZZI	0	288,000	1.8432236%	14.00						
9	ACOMEA EUROPA		APPOINTED REP. ANGELICA CODAZZI	0	255,238	1.6335441%	14.00						
10	4AIM SICAF S.P.A.		APPOINTED REP. ANGELICA CODAZZI	0	235,365	1.5063553	14.00						
11	AZ FUND 1-AZ ALLOCATION-ITALIAN LONG TERM OPPORTUNITIES		APPOINTED REP. ANGELICA CODAZZI	0	97,500	0.6240080%	14.00						
12	ACOMEA GLOBALE GLOBALE		APPOINTED REP. ANGELICA CODAZZI	0	70,000	0.4480057%	14.00						
13	ACOMEA MULTI FUND - PATRIMONIO AGGRESSIVO		APPOINTED REP. ANGELICA CODAZZI	0	45,000	0.2880037%	14.00						
14	ACOMEA SGR MULTIFUND PATRIMONIO DINAMICO		APPOINTED REP. ANGELICA CODAZZI	0	35,000	0.2240029%	14.00						
15	AZIMUT CAPITAL MANAGEMENT SGR S.P.A.		APPOINTED REP. ANGELICA CODAZZI	0	25,600	0.1638421%	14.00						

Total own shares	0
Total proxy shares	12,522,922
Total generated shares	12,522,922
% of ord. shares	80.1477

people attending the Meeting: 1

Communication No. 1  
time: 14:00

## Take Off S.p.A.

### Ordinary Shareholders' Meeting of 27 April 2023

#### COMMUNICATION BY THE CHAIRMAN TO THE MEETING

In attendance No. 15 entitled participants in the Shareholders' Meeting,  
proxy shareholders, 12,522,922 ordinary shares, duly deposited and entitled  
totalling No.  
to the same number of votes, representing 80.1477% of No. 15,624,800  
ordinary shares.

people attending the Meeting: 1

# Take Off S.p.A.

Ordinary Shareholders' Meeting of 27 April 2023

Item 1 - Approval of the financial statements as at 31 December 2022 and presentation of the group's consolidated financial statements as at 31 December 2022. Related and consequent resolutions

## RESULT OF THE VOTE

Shares represented at Shareholders' Meeting	12,522,922	100%
Shares for which the vote was cast	12,522,922	100%

	No. of	% of shares represented at the Meeting	% of share capital with voting rights
In favour	12,522,922	100.00%	80.1477%
Against	0	0.00%	0.00%
Abstaining	0	0.00%	0.00%
Not Voting	0	0.00%	0.00%
<b>Total</b>	<b>12,522,922</b>	<b>100.00%</b>	<b>80.1477%</b>

**Take Off S.p.A.**

Ordinary Shareholders' Meeting of 27 April 2023

**RESULT OF VOTE**

**Item 1 - Approval of the financial statements as at 31 December 2022 and presentation of the group's consolidated financial statements as at 31 December 2022. Related and consequent resolutions**

N°	Entitled persons	Representative	Delegate	Own shares	Shares by proxy	% of ord. shares	VOTES
1	SUMMIT S.P.A.		APPOINTED REP. ANGELICA CODAZZI	0	8,360,939	53.5106945%	F
2	PICCARRETTA ALDO		APPOINTED REP. ANGELICA CODAZZI	0	864,250	5.5312708%	F
3	ACOMEA ITALIA		APPOINTED REP. ANGELICA CODAZZI	0	687,815	4.4020723%	F
4	ALGEBRIS UCITS FUNDS PLC -ALGEBRIS CORE ITALY FUND		APPOINTED REP. ANGELICA CODAZZI	0	493,981	3.1615189%	F
5	GOVERNMENT OF NORWAY		APPOINTED REP. ANGELICA CODAZZI	0	409,623	2.6216208%	F
6	HI ALGEBRIS ITALIA ELTIF		APPOINTED REP. ANGELICA CODAZZI	0	335,673	2.1483347%	F
7	ACOMEA PATRIMONIO ESENTE		APPOINTED REP. ANGELICA CODAZZI	0	318,938	2.0412293%	F
8	LAMBERTI ZANARDI GIORGIA		APPOINTED REP. ANGELICA CODAZZI	0	288,000	1.8432236%	F
9	ACOMEA EUROPA		APPOINTED REP. ANGELICA CODAZZI	0	255,238	1.6335441%	F
10	4AM SICAF S.P.A.		APPOINTED REP. ANGELICA CODAZZI	0	235,365	1.5063553%	F
11	AZ FUND 1-AZ ALLOCATION-ITALIAN LONG TERM OPPORTUNITIES		APPOINTED REP. ANGELICA CODAZZI	0	97,500	0.6240080%	F
12	ACOMEA GLOBALE GLOBALE		APPOINTED REP. ANGELICA CODAZZI	0	70,000	0.4480057%	F
13	ACOMEA MULTI FUND - PATRIMONIO AGGRESSIVO		APPOINTED REP. ANGELICA CODAZZI	0	45,000	0.2880037%	F
14	ACOMEA SGR MULTIFUND PATRIMONIO DINAMICO		APPOINTED REP. ANGELICA CODAZZI	0	35,000	0.2240029%	F
15	AZIMUT CAPITAL MANAGEMENT SGR S.P.A.		APPOINTED REP. ANGELICA CODAZZI	0	25,600	0.1638421%	F

**SHARES % ON THOSE PRESENT**

<b>IN FAVOUR</b>	12,522,922	100.00%
<b>AGAINST</b>	0	0.00%
<b>ABSTAINING</b>	0	0.00%
<b>NOT VOTING</b>	0	0.00%
<b>TOTAL SHARES PRESENT</b>	12,522,922	100.00%



# Take Off S.p.A.

Ordinary Shareholders' Meeting of 27 April 2023

Item 2 - Allocation of the year's profit and proposal for dividend distribution.  
Related and consequent resolutions

## RESULT OF THE VOTE

Shares represented at the Shareholders' Meeting	12,522,922	100%
Shares for which the vote was cast	12,522,922	100%

	No. shares	% shares represented at the shareholders' meeting	% of share capital with voting rights
In favour	12,522,922	100.00%	80.1477%
Against	0	0.00%	0.00%
Abstaining	0	0.00%	0.00%
Not Voting	0	0.00%	0.00%
<b>Total</b>	<b>12,522,922</b>	<b>100.00%</b>	<b>80.1477%</b>

**Take Off S.p.A.**

Ordinary Shareholders' Meeting of 27 April 2023

**RESULT OF VOTE**

**Item 2 - Allocation of the year's profit and proposal for dividend distribution. Related and consequent resolutions**

N°	Entitled persons	Representative	Delegate	Own shares	Shares by proxy	% of ord. shares	VOTES
1	SUMMIT S.P.A		APPOINTED REP. ANGELICA CODAZZI	0	8.360.939	53,5106945%	F
2	PICCARETTA ALDO		APPOINTED REP. ANGELICA CODAZZI	0	864.250	5,5312708%	F
3	ACOMEA ITALIA		APPOINTED REP. ANGELICA CODAZZI	0	687.815	4,4020723%	F
4	ALGEBRIS UCITS FUNDS PLC-ALGEBRIS CORE ITALY FUND		APPOINTED REP. ANGELICA CODAZZI	0	483.981	3,1615189%	F
5	GOVERNMENT OF NORWAY		APPOINTED REP. ANGELICA CODAZZI	0	409.623	2,6216208%	F
6	HI ALGEBRIS ITALIA ELTIF		APPOINTED REP. ANGELICA CODAZZI	0	335.673	2,1483347%	F
7	ACOMEA PATRIMONIO ESENTE		APPOINTED REP. ANGELICA CODAZZI	0	318.938	2,0412293%	F
8	LAMBERTI ZANARDI GIORGIA		APPOINTED REP. ANGELICA CODAZZI	0	288.000	1,8432236%	F
9	ACOMEA EUROPA		APPOINTED REP. ANGELICA CODAZZI	0	255.238	1,6335441%	F
10	4AIM SICAF S.P.A.		APPOINTED REP. ANGELICA CODAZZI	0	235.365	1,5063555%	F
11	AZ FUND 1-AZ ALLOCATION-ITALIAN LONG TERM OPPORTUNITIES		APPOINTED REP. ANGELICA CODAZZI	0	97.500	0,6240080%	F
12	ACOMEA GLOBALE GLOBALE		APPOINTED REP. ANGELICA CODAZZI	0	70.000	0,4480057%	F
13	ACOMEA MULTI FUND - PATRIMONIO AGGRESSIVO		APPOINTED REP. ANGELICA CODAZZI	0	45.000	0,2880037%	F
14	ACOMEA SGR MULTIFUND PATRIMONIO DINAMICO		APPOINTED REP. ANGELICA CODAZZI	0	35.000	0,2240029%	F
15	AZIMUT CAPITAL MANAGEMENT SGR S.P.A.		APPOINTED REP. ANGELICA CODAZZI	0	25.600	0,1638421%	F

**SHARES % ON THOSE PRESENT**

<b>IN FAVOUR</b>	12,522,922	100,00%
<b>AGAINST</b>	0	0,00%
<b>ABSTAINING</b>	0	0,00%
<b>NOT VOTING</b>	0	0,00%
<b>TOTAL SHARES PRESENT</b>	12,522,922	100,00%

# Take Off S.p.A.

Ordinary Shareholders' Meeting of 27 April 2023

Item 3 - Appointment of the Board of Directors. Related and consequent resolutions

## RESULT OF THE VOTE

Shares represented at the Shareholders' Meeting	12,522,922	100%
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Shares for which the vote was cast	12,522,922	100%
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	No. shares	% shares represented at the shareholders' meeting	% of the share capital with voting rights
In favour	12,113,299	96.729%	77.5261%
Against	409,623	3.271	2.6216
Abstaining	0	0.00%	0.00
Not Voting	0	0.00%	0.00
<b>Total</b>	<b>12,522,922</b>	<b>100.00%</b>	<b>80.1477%</b>

**Take Off S.p.A.**

Ordinary Shareholders' Meeting of 27 April 2023

**RESULT OF VOTE**

**Item 3 - Appointment of the Board of Directors. Related and consequent resolutions**

N°	Entitled persons	Representative	Delegate	Own shares	Shares by proxy	%s of ord. shares	VOTES
1	SUMMIT S.P.A.		APPOINTED REP. ANGELICA CODAZZI	0	8,360,939	53.5106945%	F
2	PICCARETTA ALDO		APPOINTED REP. ANGELICA CODAZZI	0	864,250	5.5312708%	F
3	ACOMEA ITALIA		APPOINTED REP. ANGELICA CODAZZI	0	687,815	4.4020723%	F
4	ALGEBRIS UCITS FUNDS PLC - ALGEBRIS CORE ITALY FUND		APPOINTED REP. ANGELICA CODAZZI	0	493,981	3.1615189%	F
5	GOVERNMENT OF NORWAY		APPOINTED REP. ANGELICA CODAZZI	0	409,623	2.6216208%	A
6	HI ALGEBRIS ITALIA ELTIF		APPOINTED REP. ANGELICA CODAZZI	0	335,673	2.1483347%	F
7	ACOMEA PATRIMONIO ESENTE		APPOINTED REP. ANGELICA CODAZZI	0	318,938	2.0412293%	F
8	LAMBERTI ZANARDI GIORGIA		APPOINTED REP. ANGELICA CODAZZI	0	288,000	1.8432236%	F
9	ACOMEA EUROPA		APPOINTED REP. ANGELICA CODAZZI	0	255,238	1.6335441%	F
10	4AIM SICAF S.P.A.		APPOINTED REP. ANGELICA CODAZZI	0	235,365	1.5063553%	F
11	AZ FUND 1-AZ ALLOCATION-ITALIAN LONG TERM OPPORTUNITIES		APPOINTED REP. ANGELICA CODAZZI	0	97,500	0.6240080%	F
12	ACOMEA GLOBALE GLOBALE		APPOINTED REP. ANGELICA CODAZZI	0	70,000	0.4480057%	F
13	ACOMEA MULTI FUND - PATRIMONIO AGGRESSIVO		APPOINTED REP. ANGELICA CODAZZI	0	45,000	0.2880037%	F
14	ACOMEA SGR MULTIFUND PATRIMONIO DINAMICO		APPOINTED REP. ANGELICA CODAZZI	0	35,000	0.2240029%	F
15	AZIMUT CAPITAL MANAGEMENT SGR S.P.A.		APPOINTED REP. ANGELICA CODAZZI	0	25,800	0.1638421%	F

**SHARES % ON THOSE PRESENT**

<b>IN FAVOUR</b>	12,113,299	96.729%
<b>AGAINST</b>	409,623	3.271%
<b>ABSTAINING</b>	0	0.00%
<b>NOT VOTING</b>	0	0.00%
<b>TOTAL SHARES PRESENT</b>	12,522,922	100.00%

# TAKE OFF S.p.A.

ORDINARY SHAREHOLDERS' MEETING OF 27  
APRIL 2023

## Summary report of the votes

pursuant to Article 125-quater, paragraph 2 of Legislative  
Decree 58/98

Item 1 - Approval of the financial statements as at 31 December 2022 and presentation of the group's consolidated financial statements as at 31 December 2022. Related and consequent resolutions

	No. of shares	% shares represented at the meeting	% of share capital
Shares represented at the Shareholders' Meeting	12,522,922	100.00%	80.1477%
Shares for which the vote was cast	12,522,922	100.00%	80.1477%
In favour	12,522,922	100.00%	80.1477%
Against	0	0.00%	0.00%
Abstaining	0	0.00%	0.00%
Not Voting	0	0.00%	0.00%
Total	12,522,922	100.00%	80.1477%

Item 2 - Allocation of the year's profit and proposal for dividend distribution.  
**Related and consequent resolutions**

	<b>No. of shares</b>	<b>% shares represented at the meeting</b>	<b>% of share capital</b>
Shares represented at the Shareholders' Meeting	12,522,922	100.00%	80.1477%
Shares for which the vote was cast	12,522,922	100.00%	80.1477%
In favour	12,522,922	100.00%	80.1477%
Against	0	0.00%	0.00%
Abstaining	0	0.00%	0.00%
Not Voting	0	0.00%	0.00%
Total	12,522,922	100.00%	80.1477%

**Item 3 - Appointment of the Board of Directors. Related and consequent resolutions**

	<b>No. of shares</b>	<b>% shares represented at the Shareholders' Meeting</b>	<b>% of share capital</b>
Shares represented at the Shareholders' Meeting	12,522,922	100.00%	80.1477%
Shares for which the vote was cast	12,522,922	100.00%	80.1477%
In favour	12,113,299	96.729%	77.5261%
Against	409,623	3.271%	2.6216%
Abstaining	0	0.00%	0.00%
Not Voting	0	0.00%	0.00%
<b>Total</b>	<b>12,522,922</b>	<b>100.00%</b>	<b>80.1477%</b>