



ABITARE IN S.P.A.

Registered Office: Milan, Via degli Olivetani No. 10/12

Tax code e Milan Chamber of Commerce Register No. 09281610965

NOTICE OF CONVOCAATION OF ORDINARY AND EXTRAORDINARY ASSEMBLY

The shareholders of Abitare In S.p.A. (the "Company") are summoned to the ordinary and extraordinary assembly scheduled for January 22, 2025, at 4:00 PM, in a single convocation, at the notary office of Caruso Andreatini, located at Piazza Cavour 1, Milan. The agenda includes the discussion and resolution on the following matters:

agenda:

Ordinary Part

1. Approval of the financial statements as of September 30, 2024, accompanied by the management report of the board of directors, the report of the board of statutory auditors, and the report of the auditing company; presentation of the consolidated financial statements as of September 30, 2024; Resolutions related to and ensuing from.
2. Allocation of the net income; related and consequential resolutions;
3. Report on the remuneration policy for the year 2025 and on the compensation paid in the year 2024 pursuant to Article 123-ter of the Italian Consolidated Financial Act (TUF):
 - 3.1 Binding resolution on the first section regarding the remuneration policy under Article 123-ter, paragraphs 3-bis to 3-ter, of the TUF;
 - 3.2 Non-binding resolution on the second section on compensation paid under Article 123-ter, paragraphs 4 and 6, of the TUF.
4. Authorization for the purchase and disposal of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of Legislative Decree 58/1998, Article 144-bis of the Consob Regulation No. 11971/1999, and related implementation provisions; related and consequent resolutions.

Extraordinary Part

1. Revocation of the unexecuted portion of the resolution dated May 31, 2021, concerning the free share capital increase pursuant to Article 2349, paragraph 1, of the Italian Civil Code, up to a nominal amount of Euro 5,100.00; related and consequent resolutions.

INFORMATION ON SHARE CAPITAL AND SHARES WITH VOTING RIGHT

As of the date of this notice of convocation, the share capital of Abitare In S.p.A. amounts to Euro 133,074.79, fully subscribed and paid, represented by 26,614,959 ordinary shares, without indication of nominal value, each carrying one voting right at the General Meeting.

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The company holds 1.053.599 treasury shares, equivalent to 3.96% of the share capital, whose voting rights are suspended pursuant to Article 2357-ter, paragraph 2, of the Civil Code.

MODE OF PARTICIPATION IN THE ASSEMBLY

Pursuant to Article 15.3 of the Company's bylaws, the participation in the General Meeting by all those entitled to voting rights may also occur remotely through means of telecommunication, in compliance with the applicable legal and statutory provisions for such circumstances, with physical attendance always being possible. To this end, shareholders eligible to attend and vote at the General Meeting who wish to use the remote option can obtain the link to join the meeting via video-audio conference, as allowed by Article 15.3 of the bylaws, by sending a specific request to the email address ereni@abitareinspa.com. The request should include (i) a copy of the Intermediary Communication (as defined below), as well as: (ii) in the case of an individual shareholder, a copy of the current valid identification document (identity card or passport); (iii) in the case of a legal entity shareholder, a copy of the current valid identification document (identity card or passport) of the legal representative ad interim or another person with suitable powers, along with documentation attesting to their qualification and powers (copy of the chamber of commerce registration or similar).

In the event of granting a regular proxy pursuant to Article 135-novies of the Italian Consolidated Financial Act (TUF), as more comprehensively regulated below, the delegated party may participate in the General Meeting either in person at the location where the Meeting is convened or remotely through means of telecommunication (via video-audio conference), in compliance with the current and applicable provisions. To obtain the link for remote participation in the Meeting, the delegate must send a specific request to the email address ereni@abitareinspa.com, attaching, in addition to the documentation listed in the preceding paragraph at points (i), (ii), or (iii) attesting to the authorization for intervention and voting at the Meeting on behalf of the delegator, also a copy of the regular proxy and their own identification document (current valid identity card or passport).

The administrators, auditors, representatives of the auditing company, the Designated Representative, as defined below, and other individuals allowed to attend the General Meeting, as per the law and the company's bylaws, but without voting rights, may participate in the Meeting either in person at the location specified for the Meeting or remotely through means of telecommunication (via video-audio conference), in compliance with the current and applicable provisions. The specific procedures for remote participation will be communicated to these individuals by the Company.

There are no procedures for postal or electronic voting other than those indicated in this notice of convocation.

AUTHORIZATION TO ATTEND THE GENERAL MEETING AND EXERCISE THE RIGHT TO VOTE.

Pursuant to Article 83-sexies of Legislative Decree No. 58/1998 (the "Consolidated Financial Act" or "TUF"), the legitimacy to attend the General Meeting and exercise the right to vote is confirmed by a

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communication to the Company, made by the intermediary, in accordance with its accounting records, in favor of the party entitled to the voting rights (the "Intermediary Communication"). This communication is based on the evidence related to the end of the accounting day of the seventh open market day preceding the date set for the Meeting on the first call (record date, i.e., January 13, 2025). Entries in credit and debit made on the accounts after this deadline are not relevant for the legitimacy to exercise the right to vote at the Meeting. Those who become shareholders of the Company only after this date will not be entitled to attend and vote at the Meeting. The Intermediary Communication must reach the Company by the end of the third open market day preceding the date set for the Meeting (i.e., by January 17, 2025). However, legitimacy to attend and vote remains valid if the communications reach the Company beyond this deadline but before the start of the assembly proceedings.

REPRESENTATION AT THE GENERAL MEETING

Ordinary Proxy

While the possibility of participating in the General Meeting via telecommunication means remains, in accordance with Article 135-novies of the Consolidated Financial Act (TUF) and Article 15 of the Bylaws, those entitled to attend and vote at the Meeting can be represented by written proxy or by an electronically signed electronic document in accordance with Legislative Decree No. 82/2005. For this purpose, the proxy form available on the Company's website at www.abitareinspa.com, under the "Investors/Corporate Governance/Assemblee" section, may be used.

The proxy can be sent to the Company either (i) by mail via registered letter with return receipt to the registered office of Abitare In S.p.A., Via degli Olivetani No. 10/12, 20123, Milan, or (ii) by electronic notification to the certified email address abitareinspa.pec@mypec.eu, along with a copy of a valid identification document (identity card or passport) of the delegator if an individual, and if the delegator is a legal entity, a copy of a valid identification document (identity card or passport) of the legal representative ad interim or another person with suitable powers, along with documentation attesting to their qualification and powers (copy of chamber of commerce registration or similar), as well as a copy of the Intermediary Communication.

In the event that the representative delivers or causes the delivery of a copy of the proxy to the Company through the aforementioned methods, they are required to attest, under their responsibility, to the conformity of this copy with the original, as well as the identity of the delegator. The representative must keep the original of the proxy and keep track of the voting instructions received for one year, starting from the conclusion of the assembly proceedings.

Proxy to the Designated Representative

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the proxy can also be granted, at no cost to the delegator (except for any shipping expenses), with voting instructions on all or some of the items on the agenda, to the representative designated by the Company under Article 135-undecies of the Consolidated Financial Act (TUF). For the Assembly mentioned in this notice, the designated representative is identified as Mr. Marco Starace, born in Manfredonia on 09/04/1982, residing at Piazza Lima 3, 20124 Milan, tax code STRMRC82D09E885Y (the "Designated Representative").

The proxy to the Designated Representative under Article 135-undecies of the TUF must be granted by signing the specific "Proxy Form to the Designated Representative" available in the dedicated section of the website www.abitareinspa.com, under "Investors/Corporate Governance/Assembly." It should be submitted with the corresponding written voting instructions, along with a copy of a valid identification document of the delegator. If the delegator is a legal entity, a copy of the current valid identification document of the legal representative ad interim or another person with suitable powers, along with documentation attesting to their qualification and powers (copy of chamber of commerce registration or similar), and a copy of the Intermediary Communication must be included:

The proxy to the Designated Representative can be submitted by one of the following alternative methods:

- (i) Transmission of electronically reproduced copy (PDF) to the certified email address marco.starace@milano.pecavvocati.it (subject: "Delega Assemblea Abitare In – January 23, 2024") from the delegator's certified email account (or, if not available, from the ordinary email account, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- (ii) Transmission in the original, via courier or registered mail with return receipt, to the address Piazza Lima 3, 20124 Milan (Ref. "Delega Assemblea Abitare In – January 23, 2024"), with an advance electronically reproduced copy (PDF) sent via ordinary email to the address m.starace@studiolegalestarace.it (subject: "Delega Assemblea Abitare In – January 23, 2024").

The proxy to the Designated Representative under Article 135-undecies of the TUF must be received no later than the end of the second open market day preceding the date set for the Meeting on the first call (i.e., no later than 23:59 on January 20, 2025).

The proxy and the related voting instructions granted to the Designated Representative under Article 135-undecies of the TUF can be revoked within the aforementioned period (i.e., by no later than 23:59 on January 20, 2025) using the same methods as for granting the proxy. The proxy has no effect with regard to proposals for which no voting instructions have been given.

Starting from today's date, the Designated Representative is available to shareholders to provide any necessary information and clarifications regarding the proxy granting process.

ADDITION TO THE AGENDA AND SUBMISSION OF NEW RESOLUTION PROPOSALS

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According to Article 126-bis of the Consolidated Financial Act (TUF), shareholders who, even jointly, represent at least 2.5% of the share capital with voting rights can request in writing, within ten days from the publication of this notice of convocation (i.e., by January 2, 2025), the addition of items to the agenda, specifying in the request the additional topics they propose, or submit proposals for resolutions on matters already on the agenda of the General Meeting.

The request must be submitted in writing by the proposing shareholders, accompanied by the relevant certification confirming ownership of the shares, either (i) by mail via registered letter with return receipt to the registered office of Abitare In S.p.A., Via degli Olivetani No. 10/12, 20123, Milan, or (ii) by electronic notification to the certified email address abitareinspa.pec@mypec.eu.

Within the aforementioned period (i.e., by January 2, 2025) and using the same methods, the proposing shareholders must also submit to the Board of Directors a report providing the rationale for the proposed resolutions on the new matters they suggest for discussion, or the justification for the additional resolution proposals submitted on matters already on the agenda. The addition to the agenda is not allowed for topics on which the General Meeting decides, as required by law, based on proposals from the directors or on the basis of a project or report prepared by them, other than those indicated in Article 125-ter, paragraph 1, of the Consolidated Financial Act (TUF).

The notice of the addition to the agenda or the submission of additional resolution proposals on matters already on the agenda will be communicated, using the same methods as the publication of this notice, at least fifteen days before the one set for the General Meeting.

In the event of an integrated list of matters to be discussed at the General Meeting or the submission of additional resolution proposals on matters already on the agenda—subject to verification of their relevance to the agenda items, correctness, and completeness in compliance with applicable regulations, as well as the legitimacy of the proposers—notification will be given at least fifteen days before the one set for the General Meeting (i.e., by January 7, 2025), using the same methods as the publication of this notice. Simultaneously with the publication of the notice of integration, the report prepared by the eligible voters making the request, accompanied by any evaluations of the Board of Directors, will be made available to the public, always under the responsibility of the Company and in the same forms.

RIGHT TO ASK QUESTIONS BEFORE THE MEETING

Shareholders, in accordance with Article 127-ter of the Consolidated Financial Act (TUF), can ask questions about the items on the agenda, even before the General Meeting, either (i) by mail via registered letter with return receipt to the registered office of Abitare In S.p.A., Via degli Olivetani No. 10/12, 20123, Milan, or (ii) by electronic notification to the certified email address abitareinspa.pec@mypec.eu.

Interested parties must provide the necessary information to allow for their identification. The legitimacy to this right is confirmed by a specific communication to the Company issued by their

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respective authorized intermediaries, in accordance with current regulations, unless the Intermediary Communication for participation in the General Meeting has been requested and provided. Questions must reach the Company by January 13, 2025; the Company does not guarantee a response to questions received after this deadline. Answers to questions received before the General Meeting will be provided in a dedicated "Questions and Answers" section, accessible on the Company's website at www.abitareinspa.com, under "Investors/Corporate Governance/Assembly" by January 20, 2025, with the option for the Company to provide a unified response to questions with the same content.

DOCUMENTATION

The documentation relating to the Shareholders' Meeting, as required by current regulations, will be made available to the public at the company's registered office at Via degli Olivetani n. 10/12, 20123 Milan, and will also be published on the Company's website www.abitareinspa.com, in the section "Investors/Corporate Governance/Assembly" as well as on the storage mechanism known as "1Info" (<https://www.1info.it/PORTALE1INFO>), within the following terms:

- At least 30 days before the date of the Meeting, the Directors' Report on items no. 1, and no. 2 of the ordinary part of the Agenda and on item no. 1 of the extraordinary part of the Agenda;
- By December 29, 2024: the Annual Financial Report as of September 30, 2024, pursuant to Article 154-ter of the TUF (Consolidated Financial Act), together with the Consolidated Financial Statements as of September 30, 2024, the Board of Statutory Auditors' Report pursuant to Article 153 of the TUF, the Report of the Independent Auditors, as well as the Report on Corporate Governance and Ownership Structures pursuant to Article 123-bis of the TUF;
- At least 21 days before the date of the Meeting, the documentation pursuant to Article 123-ter of the TUF relating to item no. 3 of the ordinary part of the Agenda, and the report pursuant to Article 73 of the Issuers' Regulation relating to item no. 4 of the ordinary part of the Agenda;
- At least 15 days before the date of the Meeting, the documentation pursuant to Article 77, paragraph 2-bis of the Issuers' Regulation, with the notice that such filing will only be made available at the company's registered office.

Shareholders are entitled to obtain a copy of the documentation relating to the items on the Agenda.

The Company's Articles of Association are available on the Company's website www.abitareinspa.com (sezione "*Investors/Corporate Governance/Statuto Vigente*").

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This notice of meeting is published, pursuant to Article 125-bis of the TUF and Article 84 of the Issuers' Regulation, as well as Article 14 of the Articles of Association, on the Company's website www.abitareinspa.com, in the section "Investors/Corporate Governance/Assembly" and an excerpt of this notice is published in the newspaper Italia Oggi on December 23, 2024.

Persons entitled to attend the Meeting are invited to arrive in advance of the scheduled time to facilitate the registration process, which will begin at 3:30 PM

Milan, December 23, 2024

For the Board of Directors

The Chairman

Luigi Francesco Gozzini

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