

Farmacosmo S.p.A.

Registered office: Via Francesco Crispi n. 51 - 80121 Naples IT

Subscribed and paid-up share capital: euro 3,008,310.50

Entered in the Commercial Register of Naples - REA no. NA - 876902

Tax code and VAT no. 07328451211

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Farmacosmo S.p.A. (the "Company") is convened for 3 May 2023, at 8:00 a.m., in a single call, at the Company's registered office in Naples, Via Francesco Crispi no. 51, 80121, to discuss and resolve on the following

Agenda

1. Examination and approval of the annual financial statements as at 31st December 2022; Directors' report on the management of the financial year 2022; report of the Board of Statutory Auditors and the Independent Auditors; related and consequent resolutions;
2. Allocation of the result for the year; inherent and consequent resolutions.

The Company has decided to make use of the option set forth in article 106, paragraph 4 of Decree-Law No. 18 of 17th March 2020 (converted with amendments by Law No. 27 of 24 April 2020 (the "**Decreto Cura Italia**") as most recently extended by Decree-Law No. 198 of 29 December 2022, converted with amendments by Law No. 14 of 24 February 2023), by providing – also in derogation of the Articles of Association – that the intervention of shareholders at the Shareholders' Meeting takes place **exclusively through the designated representative** (the "**Designated Representative**"), pursuant to Article 135-undecies of the Legislative Decree No. 58 of 24th February 1998 ("TUF"), without physical participation by the shareholders, according to the procedures indicated in this notice.

Information on the share capital and total amount of voting rights

As of the date of this notice of call, pursuant to Article 6 of the Articles of Association, the share capital is equal to €3,008,310.50, divided into 37,641,645 shares, of which 33,546,580 are ordinary shares and 4,095,065 are multiple-voting shares (to which, pursuant to Article 7 of the Articles of Association, three votes are attributed each, for a total amount of 12,285,195 voting rights). Therefore, as of the date of publication of this notice, the total number of voting rights is 45.831.775.

Entitlement to attend the Shareholders' Meeting and exercise voting rights

Pursuant to Article 83-sexies of the Consolidated Law on Finance and Article 20 of the Articles of Association, the entitlement to attend the Shareholders' Meeting and exercise voting rights - **which may**

only be exercised through the Designated Representative - is certified by a communication, to be requested by each entitled party issued by the intermediary authorised to keep accounts pursuant to the law, on the basis of the evidence of its accounting records relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting on single call, i.e. **21st April 2023** (the so-called record date). Credit or debit entries made on the accounts after this deadline are not relevant for the purpose of legitimising the exercise of voting rights at the Shareholders' Meeting. Therefore, those who will result as owners of the shares only after the record date will not be legitimated to participate and vote in the Shareholders' Meeting.

The communication from the intermediary must be received by the Company by the end of the third trading day preceding the date of the Shareholders' Meeting in single call, i.e. by **27th April 2023**. The right to participate and vote remains intact - **exclusively through the Designated Representative** - if communications are received by the Company after the terms indicated herein, provided they are received by the start of the meeting proceedings of the single call.

The Directors, the Statutory Auditors, the Secretary of the meeting, the Representative of the Audit Firm as well as the Appointed Representative pursuant to Article 135-undecies of the Consolidated Law on Finance may attend in the Shareholders' Meeting through the use of remote connection systems that allow identification in compliance with current and applicable provisions, in accordance with the procedures that will be communicated to them individually.

Attendance at the Shareholders' Meeting and granting of proxy to the Designated Representative

As permitted by Article 106, paragraph 4, of the "Cura Italia" Decree, the participation in the Shareholders' Meeting of those entitled to vote will take place exclusively through the Designated Representative. To this end, the Company has appointed the company Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari No. 6 (the "**Designated Representative**") to represent the shareholders pursuant to Article 135- undecies of the TUF.

The proxy may be given, at no cost to the delegating party (except for any postage costs), with voting instructions on all or some of the proposals on the agenda, by means of the specific form available, with the relevant instructions for completion and transmission, on the Company's website www.farmacosmoinvestors.com, in the "Investors/Shareholders' Meetings" section.

The proxy with the voting instructions must be received (together with a copy of a currently valid identity document of the Proxy Granter or, if the Proxy Granter is a legal person, of the legal representative pro tempore or of another person with the appropriate powers, together with the appropriate documentation certifying the latter's qualification and powers) by the Designated Representative, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **28th April 2023**), in the following alternative ways (i) transmission of an electronically reproduced copy (PDF) to the certified mail address RD@pec.euronext.com (subject line "Proxy Designated Representative Shareholders' Meeting Farmacosmo 2023") from its own certified mail address (or, failing that, from its own ordinary mail address, by transmission of an electronically reproduced copy (PDF) and signed with a qualified electronic or digital signature, to the same certified mail address

RD@pec.euronext.com and with the same subject line); (ii) transmission in original, by courier or registered letter with return receipt addressed to Monte Titoli S.p.A. - to the attention of the Register Services Area -, Piazza degli Affari no. 6, 20123 Milan (Ref. "Proxy Appointed Representative Shareholders' Meeting Farmacosmo 2023") in advance with a copy reproduced electronically (PDF) by ordinary e-mail to the e-mail address RD@pec.euronext.com (subject "Proxy Designated Representative Farmacosmo 2023 Shareholders' Meeting").

The proxy granted to the Designated Representative has no effect with regard to proposals for which no voting instructions have been given.

The proxy and voting instructions are revocable by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by **28th April 2023**) in the same manner as indicated above.

Pursuant to Article 106, paragraph 4, of the "Cura Italia" Decree, the Appointed Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-novies of the TUF, notwithstanding the provisions of Article 135-undecies, paragraph 4, of the TUF.

Those who do not intend to avail themselves of the intervention method envisaged by Article 135-undecies of the Consolidated Law on Finance (TUF), may, alternatively, confer proxy or sub-delegation pursuant to Article 135-novies of the Consolidated Law on Finance, necessarily containing voting instructions on all or some of the proposals on the agenda, to the Designated Representative himself, by using the specific proxy/sub-delegation form, available on the Company's website www.farmacosmoinvestors.com, in the section "Investors/Shareholders' Meetings".

For the transmission of proxies/sub-proxies, including electronically, the procedures indicated above and on the proxy form must be followed. The proxy pursuant to Article 135-novies of the TUF must be received by 6:00 p.m. on the day prior to the Shareholders' Meeting (and in any case by the start of the meeting proceedings). Within this deadline, the proxy and the voting instructions may always be revoked in the aforementioned manner.

For any clarifications concerning the granting of proxy (and in particular concerning the filling in of the proxy form and the Voting Instructions and their transmission) persons entitled to participate in the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail at RegisterServices@euronext.com or at the number (+39) 02 3363 5810 on open office days, from 9:00 a.m. to 5:00 p.m.

Right to ask questions before the Assembly

Pursuant to Article 16 of the Articles of Association, shareholders may submit questions on the items on the agenda, prior to the Shareholders' Meeting, no later than the seventh trading day prior to the date set for the Shareholders' Meeting (i.e. by **21st April 2023**), to be sent by registered letter with return receipt to Farmacosmo S.p.A. - to the attention of the Investor Relations Manager - Via Francesco Crispi no. 51, 80121 - Naples (NA) or by certified email to farmacosmospa@pec.it. The aforesaid right shall be deemed validly exercised only if accompanied by the intermediary's certification proving the

shareholder's status, unless the Company has already received the intermediary's communication required for participation in the Shareholders' Meeting, pursuant to Article 83-sexies of the TUF. Considering that participation in the Shareholders' Meeting is allowed exclusively through the Designated Representative, questions that are relevant to the items on the agenda will be answered, in a specific section of the Company's website www.farmacosmoinvestors.com, at the latest two days before the Shareholders' Meeting (i.e. by **1st May 2023**), with the Company having the right to provide a single answer to questions with the same content.

Right to add to the agenda

Pursuant to Article 16 of the Articles of Association, shareholders representing at least 2.5% of the share capital with voting rights at the Shareholders' Meeting may request, within five calendar days of the publication of this notice, i.e. by **23rd April 2023**, the integration of the list of items to be discussed, indicating in the request the additional items proposed.

The request for integration of the agenda, together with the appropriate documentation proving the ownership of the share capital share requested above, must be sent in writing, by registered letter with return receipt signed in original, to Farmacosmo S.p.A. - to the attention of the Investor Relations Manager - Via Francesco Crispi no. 51, 80121 - Naples (NA), or by certified e-mail to the address farmacosmospa@pec.it.

The application must be accompanied by a report on the matters requested. It should be noted that additions to the list of items to be discussed are not permitted for items on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the Directors or on the basis of a draft or report prepared by them. Any additions to the agenda admitted by the Board of Directors will be made known by the Company, in the same manner as this notice, at least seven calendar days prior to the Shareholders' Meeting (i.e. by **26th April 2023**). Within the same deadline, the reports of the requesting shareholders, accompanied by the Board of Directors' evaluations, if any, will also be made available to the public at the Company's registered office and on the Company's website www.farmacosmoinvestors.com, in the "Investors/Shareholders' Meetings" section.

Documentation

The illustrative reports on the items on the agenda, with the related resolution proposals, are made available to the public today at the Company's registered office and at Borsa Italiana S.p.A., as well as on the Company's website www.farmacosmoinvestors.com, in the "Investors/Shareholders' Meetings" section.

The additional documents relating to the Shareholders' Meeting, including the following documents:

- annual financial report;
- report of the Board of Statutory Auditors;
- report of the Independent Auditors;

will be made available to the public within the terms provided for by current regulations, at the registered office and at Borsa Italiana, as well as on the Company's website www.farmacosmoinvestors.com, in the section "Investors/Shareholders' Meetings".

An extract of this notice was published in the daily newspaper 'Italia Oggi' on today.

Naples, 18th April 2023

The President of the Board of Directors

Fabio de Concilio