

## Franchetti S.p.A.: Publication of the notice of call of the Extraordinary Shareholders' Meeting

Arzignano (VI), June 16, 2026 – **Franchetti S.p.A.** (Ticker BIT: FCH), multinational company specializing in advanced diagnostics, digital monitoring and predictive maintenance solutions for infrastructures, published today the notice of call of the Shareholders' Meeting on the company's website <https://www.franchetti.tech/governance#Assemblee>, on the website of Borsa Italiana S.p.A. [www.borsaitaliana.it](http://www.borsaitaliana.it) (Documents section) and also for an excerpt in the newspaper Italia Oggi.

The full notice of call is available below.

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### NOTICE OF CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF FRANCHETTI S.P.A.

The Shareholders of Franchetti S.p.A. ("**Company**" or "**Franchetti**"), are called to attend the Extraordinary Shareholders' Meeting at the notary's office of Mr. Vito Guglielmi, in Via Achille Papa no. 20, Arzignano (VI), on 1 July 2026 at 4:00 p.m., on first call and, if necessary, on second call, on 6 July 2026, at the same time, to discuss and deliberate on the following

#### Agenda

1. Attribution to the Board of Directors of a proxy pursuant to art. 2443 of the Italian Civil Code, to increase the share capital for payment, in one or more tranches, also with the exclusion of the option right pursuant to art. 2441, paragraphs 4 and 5 of the Civil Code, for a maximum total amount of Euro 10,000,000.00, including any surcharge. Amendment of Article 5 of the Articles of Association. Related and consequent resolutions.

Pursuant to Article 13 of the Articles of Association, the Shareholders' Meeting will be held **exclusively through the representative designated by the Company**, who must be granted a proxy, in the manner and under the conditions indicated below. Participation in the Shareholders' Meeting will be allowed to the Designated Representative (referred to *below*) and to other persons entitled to attend, other than those entitled to vote (who must delegate powers to the Appointed Representative), also by means of electronic communication that allow their identification and immediate participation, with connection methods that will be communicated by the Company.

#### Share capital

Franchetti's subscribed and paid-up share capital amounts to Euro 471,786.05 and consists of 9,435,721 shares, of which 6,435,721 ordinary shares and 3,000,000 multiple-vote shares, with no indication of par value. Ordinary shares give the right to 1 (one) vote, while multiple-vote shares give the right to 10 (ten) votes each. As of today, the Company does not hold treasury shares.

#### Headquarters

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## Participation in the Assembly

Pursuant to Article 83-sexies of Legislative Decree 58/1998 ("TUF"), those in whose favour the Company has received a specific communication made by an authorised intermediary on the basis of the accounting evidence relating to the end of the 7th (seventh) day of the previous trading market are entitled to attend the Shareholders' Meeting and to exercise their voting rights - exclusively through the representative designated by the Company the date of the Shareholders' Meeting (**22 June 2026** - *record date*). Credit and debit entries made to the accounts after that date are not relevant for the purposes of entitlement to exercise voting rights at the Shareholders' Meeting.

Pursuant to Article 83-sexies, paragraph 4, of the TUF, the intermediaries' communications must be received by the Company by the end of the 3rd (third) trading day prior to the date set for the Shareholders' Meeting, i.e. by **26 June 2026**. The right to attend and vote remains unaffected if the communications are received by the Company after the aforementioned deadline, provided that they are received before the start of the Shareholders' Meeting on each call. The communication to the Company is made by the intermediary at the request of the person entitled to vote.

The Directors, the Statutory Auditors and the Appointed Representative, as well as the other persons entitled to vote by law, other than those entitled to vote (who will intervene through the Appointed Representative), may also participate in the Shareholders' Meeting by means of telecommunications that also guarantee their identification and participation and the exercise of voting rights. The instructions for participation in the Shareholders' Meeting by means of telecommunications will be made known by the Company to the interested parties, in compliance with the applicable regulatory provisions for this eventuality.

## Exercise of voting by proxy and Shareholder Representative designated by the Company

The Company has decided to exercise the right to provide that, pursuant to Article 13 of the Articles of Association, the participation in the Shareholders' Meeting of those who have the right to vote **is allowed exclusively through the representative designated by the Company pursuant to Article 135-undecies of the TUF**, who must be given a proxy, in the manner and under the conditions indicated below; the aforementioned designated representative may be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, notwithstanding Article 135-undecies, paragraph 4, of the TUF.

The Company has appointed Avv. Alessandro Franzini as the representative of the shareholders designated pursuant to art. 135-undecies, of the TUF ("**Designated Representative**").

Shareholders who wish to attend the Shareholders' Meeting must therefore grant the Appointed Representative, at no expense to them (except for any transmission or shipping costs), in compliance with the provisions of Article 135-undecies of the TUF, of the proxy - with voting instructions, on all or some of the resolution proposals relating to the items on the agenda - together with an identity document and, in the case of a delegating legal entity, a document proving the powers for the issuance of the proxy, using the specific proxy form prepared by the Appointed Representative in agreement with the Company, available on the *Company's* website at [www.franchetti.tech](http://www.franchetti.tech), Governance/Shareholders' Meetings section.

The proxy must be granted using the aforementioned form, in compliance with the instructions for completion and transmission contained therein, by the end of the second trading day prior to

the date of the Shareholders' Meeting (i.e. **29 June 2026** if on first call and 2 July 2026, if on second call) and will be effective only for the proposals in relation to which voting instructions have been given. The proxy and voting instructions may be revoked within the same term as above.

It should be noted that the shares for which the proxy has been granted, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to the proposals for which voting instructions have not been given, the shares are not taken into account for the purposes of calculating the majority and the share of capital required for the approval of the resolutions.

It should also be noted that the Appointed Representative may also be granted proxies and/or sub-proxies pursuant to Article 135-novies of the TUF, notwithstanding Article 135-undecies, paragraph 4, of the TUF, which, with the relevant written voting instructions, must be sent to the Appointed Representative at the certified e-mail address [alessandro.franzini@milano.pecavvocati.it](mailto:alessandro.franzini@milano.pecavvocati.it) by 12:00 noon on the day before the date set for the Shareholders' Meeting (**30 June 2026**, if on first call, 5 July 2026, if on second call). The proxy may be granted using the specific form available on the Company's website at [www.franchetti.tech](http://www.franchetti.tech), Governance/Shareholders' Meetings section, in the manner and within the terms indicated in the form. The proxy and voting instructions may be revoked within the same terms and in the same manner as those provided for their sending.

The granting of proxies pursuant to Articles 135-novies and 135-undecies of the TUF does not entail any costs for the Shareholder, except for transmission or shipping costs.

Starting from the date of publication of this notice of call, the Appointed Representative will make available for information and clarifications the telephone number 02/433371 and the e-mail address [alessandro.franzini@znr.it](mailto:alessandro.franzini@znr.it). There are no procedures for voting by mail or by electronic means.

### **Additions to the agenda and proposals for resolutions**

Pursuant to art. 12.5 of the Articles of Association, shareholders representing at least 10% (ten percent) of the share capital may send to the Company, within 5 (five) days of the publication of this notice of call, requests for additions to the list of items to be discussed, indicating in the request the additional items they propose. Additions to the agenda are not permitted in relation to the items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a project or report prepared by them other than those on the items on the agenda.

The notice of the agenda shall be published in at least one of the newspapers indicated in these Articles of Association, at the latest by the 7th (seventh) day prior to the date of the Shareholders' Meeting on first call, as well as on the Company's website. Requests for additions to the agenda must be accompanied by an explanatory report that must be filed at the Company's registered office, to be delivered to the administrative body by the deadline for submitting the request for additions. The explanatory report is published on the Company's website, also in order to allow the Appointed Representative to collect voting instructions, if necessary, also on the requested additions.

Shareholders in favour of whom the Company has received a specific communication certifying the ownership of the requested shareholding by an authorised intermediary, pursuant to current

legislation, are entitled to request additions to the agenda.

The request, accompanied by the explanatory report, the information relating to the identification data of the shareholders submitting it and the total percentage held, as well as references to the communication sent by the intermediary to the Company pursuant to current legislation, must be sent in writing to the Company within the aforementioned deadline: (i) registered mail with return receipt to the Company's registered office in Piazzale della Vittoria no. 7, Arzignano (VI) (subject: "Integration of the Franchetti Shareholders' Meeting July 2026"); (ii) by e-mail to the certified e-mail address [franchettipec@legalmail](mailto:franchettipec@legalmail) (subject: "Integration of the Franchetti Shareholders' Meeting July 2026 Agenda").

### **Right to individually submit resolution proposals before the Shareholders' Meeting**

In consideration of the fact that participation in this Shareholders' Meeting is allowed exclusively through the Designated Representative, shareholders who intend to submit proposals on the items on the agenda are invited to send them by **21 June 2026** (i) by registered mail with return receipt to the Company's registered office in Piazzale della Vittoria no. 7, Arzignano (VI) (subject: "Franchetti Assembly Proposals July 2026"); (ii) by e-mail to the certified e-mail address [franchettipec@legalmail](mailto:franchettipec@legalmail) (subject: "Proposals for the Franchetti Shareholders' Meeting July 2026"), together with a copy of the identity document and documentation certifying the legitimacy to exercise the right in the forms provided for by law.

It is recommended that the proposals be formulated in a clear and comprehensive manner, hopefully accompanied by a report setting out the reasons for them.

These proposals will be published without delay on the Company's website (and in any case by **23 June 2026**) in order to enable those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and to give the necessary instructions to the Appointed Representative. For the purposes of its publication, as well as in relation to the conduct of the Shareholders' Meeting, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with the applicable regulations and the legitimacy of the proposers.

### **Right to ask questions about the agenda**

Pursuant to Article 12.6 of the Articles of Association, persons entitled to attend the Shareholders' Meeting may ask questions on the items on the agenda even before the Shareholders' Meeting. In relation to the fact that attendance at the Shareholders' Meeting is envisaged exclusively through the Designated Representative, the Shareholders entitled to attend the Shareholders' Meeting may ask questions on the items on the agenda by sending them to the Company by **22 June 2026** (i) by registered mail with return receipt to the Company's registered office in Piazzale della Vittoria no. 7, Arzignano (VI) (subject: "Franchetti Assembly Questions July 2026"); (ii) by e-mail to the certified e-mail address [franchettipec@legalmail](mailto:franchettipec@legalmail) (subject: "Questions for the Franchetti Shareholders' Meeting July 2026"). The requests must be accompanied by a specific certification issued by the intermediaries with whom the shares owned by the shareholder are deposited or, alternatively, by the same communication required for participation in the Shareholders' Meeting.

Please indicate in the accompanying message a telephone number or an e-mail address at which the sender can be contacted. Questions received before the Shareholders' Meeting will be answered at least four days before the Shareholders' Meeting by publishing the answers in a

special section of the company' s *website*. The Company may provide a single answer to questions with the same content.

### Documentation

The documentation relating to the Shareholders' Meeting and the items on the agenda required by current legislation will be made available to the public at the registered office in Piazzale della Vittoria no. 7, Arzignano (VI), and will be available on the Company's website at [www.franchetti.tech](http://www.franchetti.tech), Governance/Shareholders' Meetings section, as well as on the website of Borsa Italiana S.p.A., within the terms of the law.

Arzignano (VI), 16 June 2026

The Chairman of the Board of Directors

Paolo Franchetti

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This press release is available on <https://www.franchetti.tech/investor-relations#ComunicatiStampaFinanziari> and [www.linfo.it](http://www.linfo.it).

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### Franchetti

Franchetti, a multinational company specializing in advanced diagnostics, digitalization and predictive maintenance solutions for infrastructures, boasts a technical and scientific curriculum that places it among the leading international experts in the sector. Founded in 2013 in Arzignano (VI) with subsidiaries in Brazil (the latest acquisition is the ECR Group) and Canada, with operations in the USA and India, Franchetti is an innovative SME that has operated on over 40,000 equivalent motorway and railway bridges worldwide. The activity is divided into two main business lines: diagnosis and therapy services for infrastructure maintenance with inspections and assessments, design of interventions and, construction management and ICT services for predictive planning of infrastructure maintenance.

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