

THIS NOTICE DOES NOT CONSTITUTE A SOLICITATION OF AN OFFER TO SELL OR RECOMMENDATION TO PURCHASE THE NOTES REFERRED TO IN THIS NOTICE OR ANY OTHER SECURITIES. THE CONSENT SOLICITATION REFERRED TO BELOW IS NOT BEING MADE, AND THIS NOTICE SHALL NOT BE DISTRIBUTED, IN ANY JURISDICTION IN WHICH SUCH SOLICITATION OF CONSENTS IS NOT IN COMPLIANCE WITH THE LAWS OR REGULATIONS OF SUCH JURISDICTION.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSE OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) 596/2014.

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF HOLDERS. IF HOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD CONSULT THEIR OWN INVESTMENT AND TAX ADVISORS.

Officine Maccaferri S.p.A. with a sole shareholder

a joint stock company (*società per azioni*) incorporated under the laws of Italy
Registered office: Via J.F. Kennedy 10, 40069 Zola Predosa (BO), Italy

Share Capital:

Resolved: Euro 33,400,000.00

Subscribed and paid up: Euro 33,400,000.00

No. Shares: 417,500

Registration number and fiscal code: 00795700152

Tax number: 02145540379

Economic Administrative Repertoire of Bologna: 12901

NOTICE OF A MEETING

of the holders (the “**Holders**”) of those of the
€190,000,000 5.75% Senior Notes due 2021
of Officine Maccaferri S.p.A. (the “**Issuer**”) presently outstanding

ISIN: XS1074643013 (144A) / XS1074596344 (Reg S)
Common code: 107464301 (144A) / 107459634 (Reg S)

(the “**Notes**”)

NOTICE IS HEREBY GIVEN that the Holders are hereby invited to attend a meeting of the Holders (the “**Bondholder Meeting**”) convened by the Issuer on May 20, 2021 on first call, and if necessary, on May 21, 2021 on second call, for the purpose of considering and, if thought fit, approving the resolutions which will be proposed at the Bondholder Meeting (the “**Resolutions**”) in accordance with the provisions of the indenture dated June 5, 2014, entered into between, among others, the Issuer, the Guarantors (as defined herein), the Deutsche Trustee Company Limited as predecessor trustee (as supplemented or amended from time to time, the “**Indenture**”) and constituting the Notes. Unless the context otherwise requires, capitalised terms used but not defined in this Notice shall have the meaning given in the Indenture or the consent solicitation statement dated May 4, 2021 and referred to below (the “**Consent Solicitation Statement**”), as applicable.

The Resolutions to be adopted in connection with the Agenda set out below are not conditional upon the passing of any other resolutions by the holders of any other securities of the Issuer.

The Bondholder Meeting shall be held by means of telecommunications pursuant to Article 106 of Decree No. 18 of 17 March 2020 (the so-called “*Cura Italia*” Decree) on May 20, 2021 at 11:00 a.m. (CEST) on first call (the “**Initial Meeting**”) and, if the quorum is not present within fifteen minutes of the commencement of the Initial Meeting, on May 21, 2021 at 11:00 a.m. (CEST) on second call (the “**Second Meeting**”) by the same means and to resolve upon the following:

AGENDA

Approval of a supplemental indenture amending paragraph (a) of the section 10.01 of the Indenture and any resolution inherent and consequent thereto (the "Proposal")

BACKGROUND TO THE PROPOSAL

Full details of the background and the reasons underlying the Proposal are contained in the Consent Solicitation Statement, copies of which are available on the consent website (the "**Consent Website**") <https://bonds.morrowsodali.com/maccaferri> as set out below.

Holders are urged to read the Consent Solicitation Statement in full before deciding whether to vote in favour of the Proposal.

DOCUMENTS

The following documents will be available, during normal business hours, for inspection or collection at the offices of the information and tabulation agent Morrow Sodali S.p.A. (the "**Information and Tabulation Agent**") at the address specified below, at the registered office of the Issuer, on the website of the Issuer (<https://www.maccaferri.com/investor-relations-area>) and on the Consent Website <https://bonds.morrowsodali.com/maccaferri>, up to and including the date of the Bondholder Meeting and at the Bondholder Meeting:

- this Notice of Call of the Bondholder Meeting;
- the Indenture;
- the supplemental indentures dated June 20, 2014, July 1, 2016, March 13, 2020 and March 30, 2021;
- the draft of the supplemental indenture implementing the Proposal;
- the Offering Memorandum dated May 29, 2014;
- the Consent Solicitation Statement.

VOTING, ELECTRONIC CONSENT INSTRUCTIONS AND QUORUM

The provisions governing the convening and holding of the Bondholder Meeting are set out in the Italian Civil Code and in Section 9.03 of the Indenture, and as further described in the Consent Solicitation Statement and below.

The Notes are represented by global notes each held by a common depository for Clearstream Banking S.A. or Euroclear Bank S.A. ("**Clearstream**" and "**Euroclear**", respectively, and, together, the "**Clearing Systems**") in the names of direct holders or of intermediaries that hold them (the "**Direct Participants**").

As illustrated in detail below, Morrow Sodali S.p.A., in addition to acting as agent for the collection of notices to the Issuer required pursuant to Article 83-*sexies* of Italian Legislative Decree No. 58 of February 24, 1998, will also act as Information and Tabulation Agent.

Admission to vote and Electronic Consent Instructions

Pursuant to Article 83-*sexies* of Italian Legislative Decree No. 58 of February 24, 1998, the Holder's rights to attend and vote (in person or through another representative) at the Bondholder Meeting shall be certified by a notice to the Issuer – transmitted by a Direct Participant via the Clearing System to the Information and Tabulation Agent, which will collect the notices on behalf of the Issuer – delivered no later than on May 17, 2021, being the third trading day prior to the date of the Initial Meeting, stating that such Holder is entitled to attend and vote on the basis of the internal records of the Clearing Systems as of May 11, 2021, being the seventh trading day prior to the date of the Initial Meeting (the "**Record Date**"). The Holder's rights to attend and vote at the Bondholder Meeting shall not be affected if such notice is received by the Issuer later than 5:00 p.m. (CEST) on May 17, 2021, provided that the notice is received before the beginning of the Bondholder Meeting on any call. In any event, any person who becomes a Holder after the Record Date shall not be entitled to attend or vote at the Bondholder Meeting.

Record Date Holders who do not wish to attend and vote at a Bondholder Meeting in person or through a representative of their choice may deliver, if they are Direct Participants, or arrange for the relevant Direct Participant to deliver, no later than 5:00 p.m. (CEST), on May 17, 2021, being the third trading day

prior to the date of the Initial Meeting (the “**Consent Expiration Date**”), a consent through the relevant Clearing System (each an “**Electronic Consent Instruction**”) to the Information and Tabulation Agent instructing to appoint a proxy to attend and vote to approve the Resolutions at the Bondholder Meeting.

The Holder adhering to the Consent Solicitation Statement may consent to the Proposal in accordance with the Consent Solicitation Statement. In order to be valid, a consent must be submitted in respect of a minimum nominal amount of Notes of no less than an aggregate principal amount of €100,000, being the minimum denomination for such Notes, and may thereafter be submitted in integral multiples of €1,000 in excess thereof.

Unless revoked no later than the Consent Expiration Date, Electronic Consent Instructions given in respect of the Initial Meeting shall remain valid for the Second Meeting.

A notice pursuant to Article 83-*sexies* of Italian Legislative Decree No. 58 of February 24, 1998 and an Electronic Consent Instruction cannot be outstanding simultaneously in respect of the same Note.

The Consent Solicitation is not extended to any Holder whose participation in the Consent Solicitation would violate the laws of any jurisdiction in which it is located.

The provisions of the Consent Solicitation Statement are without prejudice to the rights of Holders under the Indenture or the Italian Civil Code. Accordingly, Holders may attend and vote at the Initial Meeting and at the Second Meeting in person or through a representative of their choice, provided that a notice to the Issuer – transmitted by a Direct Participant via the Clearing System to the Information and Tabulation Agent, which will collect the notices on behalf of the Issuer – stating that such Holder is entitled to vote on the basis of the internal records of the Clearing Systems as of May 11, 2021, that is the Record Date, is delivered no later than 5:00 p.m. (CEST) on May 17, 2021, being the third trading day prior to the date of the Initial Meeting.

Adjournment and quorum

The Initial Meeting shall be held by means of telecommunications pursuant to Article 106 of Decree No. 18 of 17 March 2020 (the so-called “*Cura Italia*” Decree) on May 20, 2021 at 11:00 a.m. (CEST) and, if the quorum is not present within fifteen minutes of the commencement of the Initial Meeting, the Second Meeting shall be held on May 21, 2021 at 11:00 a.m. (CEST) with the same means.

The provisions governing the convening and holding of the Bondholder Meeting are set out in the Italian Civil Code and in the Indenture. Accordingly, with respect to the Proposal, the vote required to pass the relevant Resolutions will be, in the case of both the Initial Meeting and the Second Meeting, one or more persons present that hold or represent Holders of more than one half of the aggregate principal amount of the outstanding Notes.

With respect to the Proposal, the quorum required for both the Initial Meeting and the Second Meeting to be validly held is one or more persons present holding or representing more than one half of the aggregate principal amount of the outstanding Notes.

If passed, the Resolutions shall be binding on all Holders, whether present or not at the relevant Bondholder Meeting at which it is passed and whether voting or not.

EFFECTIVENESS

The Resolutions will take once duly registered with the competent Italian Register of Companies (*Registro delle Imprese*).

PUBLICATION AND NOTICE OF RESULTS

This Notice is being published on the website of the Issuer (<https://www.maccaferri.com/investor-relations-area>), the Consent Website (<https://bonds.morrowsodali.com/maccaferri>) and will also be distributed to the Holders through Euroclear and Clearstream and an extract of the Italian translation of this Notice is published on the Official Gazette of the Republic of Italy (*Gazzetta Ufficiale della*

Repubblica Italiana), it being understood insofar as may be necessary that, in case of discrepancies between such extract and this Notice, the latter shall prevail.

The information relating to the Bondholder Meeting will be published in accordance with applicable law provisions. The Issuer will publish the results of the voting on the Resolutions on its website (<https://www.maccaferri.com/investor-relations-area>) and the Consent Website (<https://bonds.morrowsodali.com/maccaferri>), within five days of the conclusion of the relevant Bondholder Meeting, with a copy of the Resolutions to be made available within thirty days from the date of approval, provided that non-publication of such result shall not invalidate such result.

FURTHER INFORMATION

The Holders are advised to check with any broker, dealer, commercial bank, custodian, trust company, accountholder or other nominee or trustee through which they hold their Notes when such intermediary would require to receive instructions from a Holder in order for that Holders to be able to participate at or revoke their instructions to participate at the Bondholder Meeting before the deadlines set out herein. The deadlines set by any such intermediary and Clearing System may be earlier than the relevant deadlines set out herein. The Holders may also contact their broker, dealer, commercial bank, custodian, trust company, accountholder or other nominee for assistance concerning the Consent Solicitation Statement.

Questions and requests for assistance in relation to the submission of Electronic Consent Instructions may be addressed by the Holders to the Information and Tabulation Agent.

The Holders should contact the following for further information:

INFORMATION AND TABULATION AGENT

Morrow Sodali S.p.A.

Via XXIV Maggio 43

00187 Rome, Italy

Telephone

Italy: +39 0697858863

Italy Toll Free: 800 198 965

UK: +44 20 8089 3287

US: +1 203 609 4910

Email: maccaferri@investor.morrowsodali.com

Consent Website: <https://bonds.morrowsodali.com/maccaferri>

This Notice is given by Officine Maccaferri S.p.A.

Dated: May 4, 2021

The Managing Director
Mr. Lapo Vivarelli Colonna

Under no circumstances shall this Notice or the Consent Solicitation Statement constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Notes in any jurisdiction. The Consent Solicitation is not being made to, and no consents are being solicited from, holders or beneficial owners of the Notes in any jurisdiction in which it is unlawful to make such solicitation or grant such consents.

The making of the Consent Solicitation may be restricted by law in some jurisdictions. Persons into whose possession the Consent Solicitation Statement comes must inform themselves about and observe these restrictions.

The Notes have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") due to an exemption or exemptions from registration. The Issuer does not intend to register any of

the securities under the Securities Act or to conduct a public offering of the securities in the United States. Neither the U.S. Securities and Exchange Commission, any U.S. state securities commission nor any regulatory authority of any other country has approved or disapproved of the Consent Solicitation, passed upon the merits or fairness of the Consent Solicitation or passed upon the adequacy or accuracy of the disclosure in the Consent Solicitation Statement or in this Notice.

The Consent Solicitation is being made solely pursuant to the Consent Solicitation Statement made available to Holders of the Notes.

This announcement contains inside information for the purpose of Article 7 of the Market Abuse Regulation (EU) 596/2014