

NOTICE OF A MEETING

(the “**Notice**”)

of the holders of the bond denominated

“*Prestito Obbligazionario Grestone Bond a Tasso Fisso - Scadenza 2023*” (the “**Bond**”)

issued by Saxa Gres S.p.A. (the “**Issuer**”)

and currently outstanding

ISIN: IT0005339194

NOTICE IS HEREBY GIVEN to the holders of the Bond (the “**Bondholders**”), traded on the Vienna MTF, a multilateral trading facility operated by Wiener Borse AG, to attend a meeting of the Bondholders (the “**Bondholder Meeting**”), for the purpose of considering and, where appropriate, approving the resolutions set out below (the “**Resolutions**”).

The Bondholder Meeting will be held at the office of Notary Pietro Gilardoni, Via Giovanni Nicotera 4, Rome, on 5 March 2021 at 15:00 (CET) on first call and, if the quorum is not reached within fifteen minutes of the commencement of the initial meeting, on 6 March 2021 at 15:00 (CET) on second call, at the same location, to resolve upon the following:

AGENDA

1. *Information regarding the financings that will be made available to the Issuer soon;*
2. *Waiver to the provisions of the Terms and Condition of the Bond in order to release the mortgage over certain lands of the Issuer and of its subsidiary Saxa Grestone S.p.A., and the consequent transfer of such lands to affiliate companies to the Issuer or Saxa Grestone S.p.A., whose corporate capital is, or could eventually be, also held by A2A Ambiente S.p.A.;*
3. *Granting of the powers to the Common Representative of the Bondholders to execute and perform the items above of the Agenda;*
4. *Related and consequent resolutions;*
5. *Miscellaneous.*

DOCUMENTS

The following documents will be available, during normal business hours, at the registered office of the Issuer and on the website of the Issuer (<https://www.saxagres.it/category/comunicati/>), up to and including the date of the Bondholder Meeting:

- this Notice of Bondholder Meeting;
- the Terms and Conditions of the Bond; and
- form of the voting proxy.

The Bondholders are entitled to inspect the above documents and obtain copies of the same at their own expenses.

PARTICIPATION TO THE BONDHOLDERS’ MEETING

The convening and the conduct of the Bondholder Meeting are governed by the provisions of the Italian Civil Code and of the Issuer’s by-laws, and are better described below.

The Bondholders holding notes of the Bond at the end of the accounting day falling on the seventh trading day prior to the date of the Bondholder Meeting, i.e. on 24 February 2021 (the “**Record Date**”) and, pursuant to Article 83-sexies of Italian Legislative Decree No. 58 of February 24, 1998 (“**TUF**”), in respect of which the Issuer has received at the following email address finanza@saxagres.it the relevant notice from the qualified intermediary in accordance with its accounting records, are entitled to attend the Bondholder Meeting and to exercise their voting rights.

In any event, any person who result to hold notes of the Bond after the Record Date shall not be entitled to attend or vote at the Bondholder Meeting.

Pursuant to Article 83-sexies, paragraph 4, of TUF, the notices of the intermediaries shall be received by the Issuer within the third trading day prior to the date of the Bondholder Meeting on first call, i.e. 2 March 2021.

In case the notices of the intermediaries are received by the Issuer beyond the aforementioned term but before the beginning of the Bondholder Meeting, the bondholder's rights to attend and vote at the Bondholder Meeting shall not be affected.

Pursuant to the by-laws and to Article 106 of Decree No. 18 of 17 March 2020 (the so-called "Cura Italia" Decree), the attendance at the Bondholders' Meeting may also be ensured by means of audio or video communication systems. Thus, the Issuer will send to the Bondholders the login credentials on time for attending the Bondholder Meeting.

VOTING BY PROXY

The Bondholders entitled to vote have the right to be represented at the Bondholder Meeting by means of a written proxy to be issued to a representative of their choice, by signing the voting proxy available on the website of the Issuer: <https://www.saxagres.it/category/comunicati/>.

EFFECTIVENESS

The Resolutions will take effect immediately after they have been passed and duly registered with the competent Italian Register of Companies (*Registro delle Imprese*).

PUBLICATION

An extract of the Italian translation of this Notice has been published in the Official Journal 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.

FURTHER INFORMATION

Bondholders 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 bondholder in order for that bondholder to be able to attend or revoke their instructions to attend the Bondholder Meeting before the terms set out herein. The terms provided by any such intermediary may be earlier than the relevant deadlines set out herein.

The Sole Administrator

Dott. Francesco Borgomeo