



SEC Newgate S.p.A.

(Incorporated under the laws of Italy and registered in Italy with registered number 09628510159)

NOTICE IS HEREBY GIVEN THAT a general meeting of SEC Newgate S.p.A. (the "**Company**") will be held, convened in ordinary session, in first call, **at 11:00 a.m. on 10 February 2022** and, if necessary, in second call on 11 February 2022, at the same time, to discuss and resolve on the following

Agenda

1. De-listing of the Company's shares from AIM UK. Related and consequent resolutions.
2. Approval of the proposal to purchase and dispose of own shares. Related and consequent resolutions.

The terms and conditions of the participation at the Shareholders' Meeting described in this notice of call may be subject to changes and/or additions in relation to the COVID-19 (CoronaVirus) health emergency measures. Any change and/or addition to the information contained in this notice of call will be made available through the website www.secnewgate.com (section "Investors" / in Shareholders' Meetings) and in the other ways required by law.

SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

At the date of publication of this notice of call, the subscribed and paid-up share capital of SEC Newgate S.p.A., equal to Euro 2.471.092,20, is divided into 24.710.922 ordinary shares with no express nominal value.

Each of the 24.710.922 ordinary shares, with no par value, gives the right to vote.

As of today, the Company does not hold any of its own shares.

ENTITLEMENT TO PARTICIPATE IN THE SHAREHOLDERS' MEETING AND REPRESENTATION AT THE SHAREHOLDERS' MEETING

Shareholders with voting rights have the right to attend the Shareholders' Meeting.

The entitlement to vote of the Company's shares admitted to trading on regulated markets or multilateral trading facilities in Italy or other European Union Countries is subject to applicable laws and regulations.

Pursuant to article 83-sexies of Legislative Decree no. 58/98, the entitlement to participate in the Shareholders' Meeting and to vote of the Company's shares is subject to the receipt by the Company of the notice issued by an authorised intermediary in accordance with current legislation, attesting the ownership of the shares on the basis of the accounting records relating to the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting in first call (*i.e.* February 1st 2022, the so-called *record date*). Debit and credit entries made after that date will not be taken into account for the purpose of establishing the right to vote at the Shareholders' Meeting.

Those who become shareholders of the Company only after that date will not be entitled to attend and vote at the Shareholders' Meeting of the single call. Therefore, we invite the Shareholders holder of CDIs, representing SEC Newgate S.p.A. ordinary shares, listed on AIM - alternative investment market - to contact the intermediary where the abovementioned CDIs are deposited.

In any case, the communication from the intermediary shall reach the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call and, therefore, by 7 February 2022. However, the right to attend and vote remains unaffected if the communications are received by the Company after the aforesaid deadline, provided that they are received before the beginning of the proceedings of the shareholders' meeting of the single call.

Pursuant to Article 106, paragraph 2, of D. L. no. 18 of March 17, 2020 on "Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency from COVID-19", converted with amendments into Law no. 27 of April 24, 2020, whose effectiveness has been last extended by Decree-Law no. 228 of December 20, 2021 (the "Decree"), the Shareholders' Meeting **will be held exclusively by means of telecommunications** that will ensure the identification of participants, their participation and the exercise of voting rights, without in any case the need for the chairman and the secretary taking the minutes to be in the same place. Voting procedures by correspondence or electronic means are not envisaged.

The Company will provide the shareholders' entitled to attend the Shareholders' Meeting and exercise their voting rights with appropriate instructions to allow access to the meeting after identifying the participants. Those entitled to participate in the Shareholders' Meeting and exercise their voting rights must send a request to the address secrp@legalmail.it enclosing the aforementioned documentation certifying their entitlement to participate in the



Shareholders' Meeting and exercise their voting rights pursuant to Article 83-*sexies* of Legislative Decree no. 58/98, with an Identification Document (in case of a legal entity, copies of the documentation proving the powers of representation to be attached). To facilitate the verification activities, the Company recommends that the documentation should be sent promptly and in any case by 9 February 2022. The Company may ask for further documentation with the purpose to identify shareholders entitled to take part to the shareholders' meeting and exercise voting rights.

VOTING BY PROXY

Those entitled to vote may appoint a representative in the Shareholders' Meeting by providing a written proxy, in accordance with the laws and regulations in force. To this end, a proxy form is available on the website www.secnewgate.com (section "Investors"/ in RECENT SHAREHOLDER COMMUNICATIONS) or at the Company's registered office.

The proxy may be notified to the Company, within 9 February 2022 and in sufficient time to enable to collect the proxies, by sending it by registered mail to the Company's registered office, via Ferrante Aporti 8, 20125 Milan, or by sending it to the certified mail address secrp@legalmail.it. It is necessary that the original proxy form is sent to the Company.

INTEGRATION OF THE AGENDA, PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS AND RIGHT TO ASK QUESTIONS PRIOR TO THE MEETING

Pursuant to Article 14 of the Company's By-laws, Shareholders representing at least 10% (ten per cent) of the share capital with voting rights in the ordinary Shareholders' Meeting may request, within 5 (five) days from the publication of the notice of call of the Shareholders' Meeting, the addition of items to the agenda, indicating in such request, the additional items proposed. The supplementary notice of the Agenda shall be published in at least one of the daily newspapers specified in this Bylaws, no later than the seventh day prior to the date of the meeting on first call.

Requests for additions to the Agenda must be accompanied by an explanatory report to be filed at the registered office, to be delivered to the Administrative Body by the deadline for submission of the request for integration.

Additions to the list of items on the agenda are not allowed for items on which the shareholders' meeting is required, by law, to resolve at the proposal of the directors, or on the basis of a project or a report prepared by them.

Shareholders may ask questions about the items on the Agenda even before the Shareholders' Meeting, by sending them by registered mail to SEC Newgate S.p.A., via Ferrante Aporti, 8, 20125 Milan, or to the certified mail address secrp@legalmail.it; or by fax to +39026592475. The parties shall provide the information necessary to allow their identification. Questions must reach the Company in time for them to be discussed at the Shareholders' Meeting. Questions received before the Shareholders' Meeting shall be answered during the Meeting, at latest. The Company may provide a single answer to questions having the same content.

DOCUMENTATION

The text of the draft resolutions, together with the explanatory reports, and the documents that will be submitted to the Shareholders' Meeting, will be made available to the public at the Company's registered office and on the Company's website at the following address: www.secnewgate.com (section "Investors"/ in RECENT SHAREHOLDER COMMUNICATIONS) within the terms provided for by the regulations in force.

In compliance with the COVID-19 (CoronaVirus) health emergency containment measures issued by the competent authorities, the public is asked to avoid access to the registered office for the acquisition of the aforementioned documentation until these measures are exhausted.

Milan, 25 January 2022

For the Board of Directors
The Chairman
John Foley