



PRESS RELEASE

PUBLICATION OF THE NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING FOR 29 APRIL 2024

Carini (PA), April 12th, 2024 – OMER S.p.A. (the “Company” or “OMER”, ISIN IT0005453748) – a company active in the sector of components and interior furnishings for railway transport vehicles – announces the publication on today’s date of the notice of call of the Shareholders’ Meeting in ordinary and extraordinary session on its website www.omerspa.com, on the website www.borsaitaliana.it, as well as the extract in the newspaper “Italia Oggi”.

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OMER S.p.A.

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The shareholders of Omer S.p.A. are convened to the Shareholders’ Meeting, in ordinary and extraordinary session, on April 29th, 2024, at 10:00 a.m., on first call, at the headquarters of the Company, located in Carini (PA), Via Angelo Russello No. 1, to discuss and resolve on the following

AGENDA

Ordinary Part

- 1) examination and approval of the financial statements of Omer S.p.A. as of December 31, 2023; presentation of the consolidated financial statements as of December 31, 2023; related resolutions;
- 2) allocation of the result for the year: related resolutions;
- 3) appointment of the Board of Directors for the period 2024-2026, after determining the number of its members, the duration, and the respective compensation; related resolutions;
- 4) appointment of the Board of Statutory Auditors for the period 2024-2026 and determination of their compensation; related resolutions.

Extraordinary Part

- 1) change of the current articles of association following (i) the changes made to the Euronext Growth Milan Issuers’ Regulation regarding the assessment of the independence requirements for directors pursuant to Notice No. 43747 of Borsa Italiana S.p.A. as well as (ii) the entry into force of Law No. 21/2024 (so-called Capital Law); related resolutions.

SHARE CAPITAL COMPOSITION AND PARTICIPATION IN THE SHAREHOLDERS' MEETING

The share capital of the Company, subscribed and paid up, amounts to Euro 5,750,000, represented by n. 28,750,000 ordinary shares without nominal value. As of the date of this notice, the Company holds 114,592 treasury shares.

The right to attend the meeting, pursuant to law and the articles of association, belongs to shareholders for whom the Company has received, by the end of the third open market day preceding the date set for the meeting (i.e., **April 24, 2024**), the appropriate communication issued by the authorized intermediary (the

“Intermediary Communication”) which, based on its accounting records, certifies their legitimacy. The right to attend and vote remains valid if the Intermediary Communication is received by the Company after the aforementioned deadline, provided it is received before the start of the assembly proceedings for the individual call.

The Intermediary Communication is made by the intermediary itself based on evidence related to the end of the accounting day of the seventh open market day preceding the date set for the meeting (i.e., **April 18, 2024**). Transactions credited or debited to accounts after this date do not count for the purpose of legitimizing the exercise of the voting right at the assembly.

Shareholders entitled to attend and vote at the meeting may, alternatively to physical participation, obtain the link to connect to the assembly via video-audio conference, as permitted by Article 17 of the articles of association, by sending a specific request, along with a copy of the Intermediary Communication and a copy of a valid identification document, and, if a legal entity, documentation attesting to the powers of the representative attending the assembly, to the address investor.relations@omerspa.com.

Subject to the methods of participation also through means of telecommunication, any shareholder entitled to attend the assembly may be represented, pursuant to law, by written proxy, in accordance with Article 2372 of the Civil Code, with the option to sign the proxy form available on the Company’s website at www.omerspa.com, under the section “Corporate Governance – Shareholders’ Meeting”. The proxy may be sent to the Company by registered mail with return receipt requested to Omer S.p.A., Carini (PA), Via Angelo Russello No. 1, or by electronic notification to the Certified Email address omer@pec.omerspa.com.

APPOINTMENT OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS

Pursuant to the Articles of Association, the appointment of the board of directors and the board of statutory auditors is based on lists of candidates. Only shareholders representing at least 10% of the share capital, either individually or jointly with other shareholders, have the right to submit lists. Certification proving the ownership of the required number of shares for submitting the list must be produced at the time of depositing the list or at a later date, provided it is within the deadline for depositing the list.

The lists, duly signed by each of the shareholders entitled to vote who submitted them and accompanied by a certification showing the percentage of participation held by the entitled shareholders and their ownership of such participation, must be deposited at the registered office or transmitted by electronic mail to the Certified Email address omer@pec.omerspa.com, at least 7 (seven) days before the date of the Shareholders’ Meeting on first call (i.e., by **April 22, 2024**).

The Company will make available to the public, at least 6 (six) days before the scheduled date for the aforementioned Shareholders’ Meeting, the lists and their attachments at the registered office and on its website at: www.omerspa.com, under the section “Corporate Governance – Shareholders’ Meetings”.

RIGHT TO ASK QUESTIONS

For exercising the right to ask questions before the Assembly, as provided for in Article 15 of the articles of association, reference is made to the text of the articles of association published on the company’s website at www.omerspa.com, under the section “Corporate Governance - Company Documents and Procedures”.



DOCUMENTATION

The documentation related to the agenda items, as required by current regulations, will be made available to the public in accordance with the law, at the registered office and on the Company's website www.omerspa.com, under the section "Corporate Governance – Shareholders' Meeting".

This notice of call is published on the Company's website www.omerspa.com, under the section "Corporate Governance – Shareholders' Meeting", and on the website www.borsaitaliana.it, under the section "Stocks/Documents".

This press release is available in the Investor Relations section of the website <https://omerspa.com>. For the transmission of Regulated Information, the Company uses the EMARKET SDIR dissemination system available at www.emarketstorage.com, managed by Teleborsa S.r.l. - with headquarters in Piazza di Priscilla, 4 - Rome - following the authorization and CONSOB resolutions no. 22517 and 22518 of 23 November 2022.

About OMER

OMER S.p.A., founded in Palermo in 1990 as a manufacturer of components for road vehicles, in 1993 began operating in the sector of components and interior furnishings for railway vehicles. Today OMER is an important international operator in the design and production of railway components with a high engineering, design and innovative content, intended for the preparation of high-speed, regional and underground trains. The Company is positioned as a partner of the manufacturers of railway trains, which receive their orders from railway transport operators. The Group is recognized by the main manufacturers of rolling stock and is specialized in the design and production of railway interiors, i.e. internal coatings intended for all areas of the vehicle, of cabins for sanitary modules (so-called toilet module cabins), as well as of the external components of the carriage, such as fairings and doors. The Group's commitment is also made clear by an ESG (Environmental, Social, Governance) profile. The Issuer's products are in fact intended for a sector which cares for the environmental impact such as the railway sector. In this regard, the prevalent use of aluminium inside the trains is oriented towards high recyclability. For more information visit our website: www.omerspa.com

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