

# Ermenegildo Zegna N.V.

## NOTICE OF CONVOCATION FOR THE ANNUAL GENERAL MEETING OF ERMENEGILDO ZEGNA N.V.

The annual general meeting (the "AGM") of Ermenegildo Zegna N.V. ("Zegna") will be held on June 28, 2022, at Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, Schiphol, 1118 BN, the Netherlands, and will start at 2 p.m. CET.

The Board of Directors unanimously recommends that you vote in favour of all the resolutions listed below and believe that the passing of these resolutions would be in the best interests of Zegna, its stakeholders including its shareholders.

### AGENDA

1. **Opening**
2. **Board report; annual accounts; result and dividend**
  - a. Report of the Board of Directors for the financial year 2021
  - b. Adoption of the annual accounts for the financial year 2021 (*voting item*)
  - c. Profit allocation and adoption of dividend proposal (*voting item*)
3. **Discharge**
  - a. Discharge from liability of the executive director for the financial year 2021 (*voting item*)
  - b. Discharge from liability of the non-executive directors for the financial year 2021 (*voting item*)
4. **Remuneration**

Amendment of the remuneration policy of the Board of Directors (*voting item*)
5. **Composition of the Board of Directors**
  - a. Reappointment of Ermenegildo Zegna di Monte Rubello as executive director (*voting item*)
  - b. Reappointment of Andrea C. Bonomi as non-executive director (*voting item*)
  - c. Reappointment of Angelica Cheung as non-executive director (*voting item*)
  - d. Reappointment of Domenico De Sole as non-executive director (*voting item*)
  - e. Reappointment of Sergio P. Ermotti as non-executive director (*voting item*)
  - f. Reappointment of Ronald B. Johnson as non-executive director (*voting item*)

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- g. Reappointment of Valerie A. Mars as non-executive director (*voting item*)
- h. Reappointment of Michele Norsa as non-executive director (*voting item*)
- i. Reappointment of Henry Peter as non-executive director (*voting item*)
- j. Reappointment of Anna Zegna di Monte Rubello as non-executive director (*voting item*)
- k. Reappointment of Paolo Zegna di Monte Rubello as non-executive director (*voting item*)

## **6. Acquisition of Ordinary Shares**

Authorization of the Board of Directors to acquire Ordinary Shares (*voting item*)

## **7. Auditor**

Reappointment of Deloitte Accountants B.V. as the statutory external auditor for the financial year 2022 (*voting item*)

## **8. Closing**

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## AGM DOCUMENTATION

The explanatory notes to the agenda of the AGM, the proposed remuneration policy of the Board of Directors and other relevant documents for the AGM including further information regarding voting by proxy are available on our website at <https://www.zegnagroup.com/en/corporate-governance/general-meetings/>. All these documents are also available for inspection at the offices of Zegna (Via Roma 99/100, 13835 Valdilana (Biella), Italy).

## ATTENDANCE AT THE AGM

In accordance with Dutch law and article 9.4.1 of Zegna's articles of association, in order to be entitled to attend and, if applicable, to vote at the AGM, shareholders and other persons entitled to attend the AGM, must (i) be registered as of May 31, 2022 (the "**Record Date**"), in the register designated for that purpose by the Board of Directors (the "**AGM Register**") after processing of all settlements as of the Record Date, regardless of whether the shares are still held by such holders at the date of the AGM and (ii) request registration in the manner mentioned below.

The AGM Register designated by the Board of Directors is (i) with regard to beneficial owners holding their beneficial interest of Zegna's shares through the facilities of the Depository Trust Company, a limited purpose trust company organized under New York State banking law (a "**Beneficial Owner**"), the administration of the relevant bank, brokerage or other intermediary (each an "**Intermediary**") and (ii) in respect of shareholders whose ownership of shares is registered directly in Zegna's shareholders' register (a "**Registered Shareholder**"), the shareholders' register of Zegna.

Shareholders and other persons entitled to attend the AGM can request registration by sending an email to [delphine.gieux@zegna.com](mailto:delphine.gieux@zegna.com) (Group General Counsel of Zegna). The email must contain the name and the number of shares the person will represent at the AGM. The final moment on which such request can be made is June 21, 2022, at 2 p.m. CET.

The following attendees are required to show the following documents for admittance at the AGM:

- a. Registered Shareholders are required to show a valid proof of identity;
- b. Beneficial Owners are required to show (i) a valid proof of identity and (ii) proof of beneficial ownership as of the Record Date (e.g. a letter from the Intermediary that is the record owner of the Beneficial Owner's shares, an account statement or the voting instructions form provided by the Intermediary);

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- c. persons who hold a validly executed proxy entitling such person to vote on behalf of a Registered Shareholder are required to show (i) a valid proof of identity and (ii) a validly executed proxy naming such person as the proxy holder signed by the Registered Shareholder; and
- d. persons who hold a validly executed proxy entitling such person to vote on behalf of a Beneficial Owner are required to show (i) a valid proof of identity, (ii) the validly executed proxy naming such person as the proxy holder signed by the Beneficial Owner and (iii) proof of beneficial ownership of the relevant Beneficial Owner as of the Record Date (e.g. a letter from the Intermediary that is the record owner of the Beneficial Owner's shares, an account statement or the voting instructions form provided by the Intermediary).

## **VOTING AT THE AGM**

A Registered Shareholder, registered in the AGM Register on the Record Date, may vote its shares by submitting a proxy, or in person during the AGM. The proxy card is available on Zegna's website at <https://www.zegnagroup.com/en/corporate-governance/general-meetings/>.

A Beneficial Owner, registered in the AGM Register on the Record Date, may vote on its shares by following the procedures specified on its Intermediary's voting instruction form. Shortly before the AGM, the Intermediaries will tabulate the votes they have received and submit one or more proxy cards to Zegna reflecting the aggregate votes of the Beneficial Owners.

If meeting restrictions are implemented related to the coronavirus pandemic, the Board of Directors may determine to implement meeting restrictions or protocols or, if authorized by Dutch corporate law, hold a virtual annual general meeting. If you are planning to attend the AGM, please check <https://www.zegnagroup.com/en/corporate-governance/general-meetings/> prior to the meeting date and note the attendance requirements in the paragraphs above. We encourage you to monitor the website abovementioned for updated information, and to check this website regularly in advance of the AGM to confirm the status of the meeting.

Milan, May 25, 2022

Board of Directors  
Ermenegildo Zegna N.V.