

Genenta Science S.p.A.

Registered office: Milan, via Olgettina 58

Subscribed and paid-up share capital of Euro 464.646,80

Tax code and registration number with the Milan Monza - Brianza Lodi Companies' Register: 08738490963

NOTICE OF ORDINARY SHAREHOLDERS MEETING

The shareholders of Genenta Science S.p.A. (the **Company**, and its shareholders, the **Shareholders**) are invited to attend the Ordinary Shareholders' Meeting (the **Shareholders' Meeting**) that will be held, in accordance with Article 9.5 of the Company's Bylaws (the **Bylaws**), exclusively by teleconference, **on 29 April 2025 at 5:00 p.m.**, on first call, and, if necessary, on 30 April 2025 at 5:00 p.m., on second call, to resolve on the following

AGENDA

1. Approval of the financial statements for the year ending 31 December 2024, audited by Revicom;
2. Appointment of the Board of Directors:
 - 2.1 determination of the number of members of the Board of Directors;
 - 2.2 determination of term of office;
 - 2.3 appointment of Board members;
 - 2.4 appointment of the Chairman of the Board of Directors;
 - 2.5 determination of the relevant remuneration.

I. Entitlement to Participate in the Shareholders' Meeting and Exercise of Voting Rights

The Shareholders' Meeting may be attended by those Shareholders whose entitlement to attend the Meeting and exercise their voting rights is attested by a communication made by the intermediary to the Company, in accordance with its accounting records at the end of the seventh market day prior to the date set for the Meeting on first call, i.e. 16 April 2025 (the **Record Date**), in favour of the person entitled to vote, in accordance with the provisions of Article 9.2 of the Bylaws.

Holders of American Depositary Shares (**ADSs**), each representing one common share of the Company, who are registered in the appropriate register maintained by The Bank of New York Mellon (the **Depository**) as of the record date of 28 March 2025, may provide instructions to the Depository on the exercise of voting rights with respect to the common shares underlying the ADSs they hold, subject to the terms and conditions set forth in the Deposit Agreement entered into on 17 December 2021 between the Company and the Depository.

II. Arrangements for attendance to the Shareholders' meeting

Shareholders have the right to attend and exercise their voting rights at the Shareholders' Meeting, either in person by teleconference, or through a representative appointed pursuant to Article 2372 of the Italian Civil Code and Article 9.10 of the Bylaws, to whom a written proxy must be given.

Without prejudice to the rights of shareholders as provided by law, in order to facilitate attendance to the Shareholders' Meeting, Shareholders are requested to inform the Company in advance of their intention to attend by teleconference in person (or, if a legal entity, through a legal representative or other proxy) or to delegate a representative pursuant to Article 2372 of the Italian Civil Code and Article 9.10 of the Bylaws.

To this end, the persons who are holders of shares in the Company on the Record Date, or the representative appointed for this purpose, must notify the Company, by 21 April 2025, at the e-mail address genentascience@legalmail.it, of their intention to attend to the Shareholders' Meeting and send a copy of the following documents: identity document of the shareholder and of the representative (if appointed), copy of the proxy received from the latter, the e-mail address at which to receive the link to access the conference call.

The Company will notify the Shareholders who have expressed their intention to attend the Meeting and the Depository who will be speaking at the Meeting on behalf of the ADS holders of the computer connection (*link*) of the teleconference to access the Meeting no later than **24 April 2025**, by means of an email sent to the email addresses previously communicated.

III. Appointment of the Board of Directors

The candidates for election to the Board of Directors shall be elected on the basis of lists submitted by the Shareholders, in which the candidates shall be listed in the order in which they will be elected according to the vote required. The lists must be filed at the Company's registered office by **4 April 2025**. Each candidate may only be included in one list and will be automatically ineligible if included in more than one list. Only Shareholders who, individually or together with other Shareholders participating in the presentation of the list, represent **at least 6% of the share capital are entitled to submit lists** to the Shareholders' Meeting and such entitlement must be proven by presenting specific certification to this effect.

Please refer to Article 10 of the Bylaws for detailed information.

IV. Documents relating to the Shareholders' Meeting

The following documentation will be made available, within the terms of the law, at the Company's registered office in Milan, Via Olgettina 58, as well as on the Company's *website*

<https://genenta.gcs-web.com/news-events/annual-shareholders-meeting>:

- this notice of ordinary shareholders' meeting;
- the draft financial statements for the financial year ending 31 December 2024;
- the report of the Board of Statutory Auditors and the audit firm on the draft financial statements for the year ending 31 December 2024;
- lists submitted by shareholders for the appointment of the Board of Directors.

- the illustrative report on the appointment of the Board of Directors.

Milan, 31 March 2025

The Chairman of the Board of Directors

Pierluigi Paracchi