

Genenta Science S.p.A.

Registered office: Milano, via Olgettina n. 58

Share capital subscribed and paid equal to Euro 371.685,80

tax code and entry number on Milan Monza - Brianza Lodi Companies Register: 08738490963

**NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS'  
MEETING**

The shareholders of Genenta Science S.p.A (hereinafter, the **Company**) are invited to attend the next ordinary and extraordinary shareholders' meeting (the **Shareholders' Meeting**), which will take place, in accordance with Article 9.5 of the Company's by-laws (the By-laws) exclusively by teleconference, on June 10, 2022, at 2:30 p.m. CEST (8:30 a.m. EDT), on first call, and, if necessary, on **June 13, 2022, at 5:30 p.m. CEST (11:30 a.m. EDT) on second call**, to resolve on the following:

**AGENDA**

Ordinary part:

1. Approval of the financial statements for the year ended on December 31, 2021.
2. Ratification of the appointment of Mark A. Sirgo, as director and chairman of the Board of Directors.

Extraordinary part

1. Approval of the amendment to art. 15 of of the By-laws in order to include the provision of the U.S. federal forum.

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**I. Right to attend at the Shareholders' Meeting and exercise of voting rights**

The Shareholders' Meeting may be attended by those shareholders who are entitled to exercise their voting right as attested by a report of eligible shareholders delivered to the Company by the transfer agent, based on its books and records as of the close of business on the seventh business day prior to the date established for the Shareholders' meeting on first call (the **Record Date**), as provided by art. 9.2 of the By-laws.

Holders of American Depositary Shares (**ADSs**) that are registered in the relevant register held by The Bank of New York Mellon (the **Depositary**) on the record date of May 11, 2022 will be entitled to instruct the Depositary on the exercise of voting rights with respect to the shares of common stock underlying the ADSs they hold, pursuant to the terms and conditions set forth in the Deposit Agreement entered into on December 17, 2021 between the Company and the Depositary.

**II. Modalities of attendance to the Shareholders Meeting**

Shareholders have the right to attend and vote at the Shareholders' Meeting either personally, via teleconference, or by a representative appointed, according to the provisions of art. 2372 of the Italian Civil Code and art. 9.10 of the By-laws, to whom shall be conferred a written proxy.

Without prejudice to the rights of shareholders set forth by the law, in order to facilitate the participation to the Shareholders' Meeting, shareholders are requested to inform the Company in advance of their intention to attend personally (or, if legal entities, by legal representative or other attorney) or to appoint a representative pursuant to art. 2372 of the Italian Civil Code and art. 9.10 of the Articles of Association.

To this end, the holders of shares of the Company on the Record Date, or the representative appointed for this purpose, shall communicate to the Company, by June 6, 2022, at the e-mail address [genentascience@legalmail.it](mailto:genentascience@legalmail.it), their intention to attend and submit a copy of the following documentation: an identification document of the shareholder and of the representative, a copy of the proxy received from the latter, the e-mail address at which to receive the teleconference access link.

The Company will provide the shareholders who have indicated their intention to attend the Shareholders' Meeting and the Depositary who will be attending the Shareholders' Meeting on behalf of the ADSs holders with the teleconference access link no later than June 8, 2022, by e-mail sent to the previously communicated e-mail address.

### **III. Documentation related to the Shareholders' Meeting**

The following documents will be made available in accordance with the applicable law provisions, at the Company's registered office in Milan, via Olgettina no. 58, as well as on the Company's website ([www.genenta.com](http://www.genenta.com)):

- this notice of call;
- the draft financial statements for the year ended 31 December 2021;
- the reports of the Board of Statutory Auditors and of the external auditors Kreston GV Italy to the draft financial statements for the year ended December 31, 2021;
- the curriculum vitae of Director Mark A. Sirgo; and,
- draft of the updated By-laws.

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Milan, 11 May, 2022.

The Vice-Chairman of the Board of Directors

**Pierluigi Paracchi**