



**EXPLANATORY REPORT OF THE BOARD OF DIRECTORS OF ASCOPIAVE S.P.A. ON THE
PROPOSAL UNDER THE AGENDA ITEM 1 OF THE ORDINARY SHAREHOLDERS'
MEETING OF ASCOPIAVE S.P.A. CONVENED ON 16 APRIL 2025, ON FIRST CALL, AND
ON 17 APRIL 2025, ON SECOND CALL**

(prepared pursuant to Article 125-*ter*, Legislative Decree No. 58, dated 24 February 1998,
as amended and supplemented, and Article 84-*ter* of the regulation adopted by Consob
Resolution No. 11971, dated 14 May 1999, as amended and supplemented)

6 March 2025

Dear Shareholders,

you have been convened to the Ordinary Shareholders' Meeting on 16 April 2025, on first call, and on 17 April 2025, on second call, to pass resolutions on the following agenda items:

1. Annual financial statements as at 31 December 2024; allocation of profit for the year and distribution of dividends:
 - 1.1 approval of the annual financial statements as at 31 December 2024, accompanied by the Board of Directors' report on operations including the Consolidated Sustainability Report, the Board of Statutory Auditors' Report and the External Auditors' Report; presentation of the consolidated financial statements as at 31 December 2024;
 - 1.2 Approval of the profit allocation proposal for the year and distribution of dividends; related and consequent resolutions.
2. Report on the remuneration policy and compensation paid:
 - 2.1 approval of the first section of the report on the remuneration policy and compensation paid prepared pursuant to Article 123-ter, Legislative Decree no. 58, dated 24 February 1998 (*i.e.*, remuneration policy for the financial year 2025); resolutions pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, Legislative Decree no. 58, dated 24 February 1998; related and consequent resolutions;
 - 2.2 advisory vote on the second section of the report on the remuneration policy and compensation paid, prepared pursuant to Article 123-ter, Legislative Decree No. 58, dated 24 February 1998 (*i.e.*, report on the compensation paid in the financial year 2024); resolutions pursuant to Article 123-ter, paragraph 6, Legislative Decree No. 58, dated 24 February 1998.
3. Authorization to purchase and dispose of treasury shares, subject to revocation of the previous authorization granted by the Shareholders' Meeting dated 18 April 2024, for the non-executed portion; related and consequent resolutions.

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The report herein has been prepared pursuant to Article 125-ter, paragraph 1, Legislative Decree No. 58, dated 24 February 1998, as amended and supplemented (the "**TUF**") and Article 84-ter of the Regulation adopted by CONSOB, Resolution No. 11971, dated 14 May 1999, subsequent amendments and additions (the "**Issuers' Regulations**"), in order to illustrate the proposed resolution to the Ordinary Shareholders' Meeting as envisaged in item 1, relating to the approval of the draft financial statements and the allocation of the profit for the year.

The report herein was approved by the Board of Directors of Ascopiave S.p.A. ("**Ascopiave**" or the "**Company**") at its meeting held on 6 March 2025 and is available to the public, pursuant to the law and regulations, at the Company's registered office, on the Company's website (www.gruppoascopiave.it) and on the authorised storage mechanism "*eMarket Storage*" (www.emarketstorage.com)

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With reference to the first item on the agenda of the Ordinary Shareholders' Meeting, the Board intends to submit for your approval, pursuant to law, the draft financial statements for the year ended 31 December 2024 (consisting of the balance sheet, income statement, cash flow statement, statement of changes in shareholders' equity and explanatory notes), accompanied by the related report of the Board of Directors on operations, which includes the Consolidated Sustainability Report pursuant to Legislative Decree No. 125/2024.

Said documents, together with the consolidated financial report at 31 December 2024, the report of the Board of Statutory Auditors prepared pursuant to Article 2429 of the Italian Civil Code and the report of the External Auditors KPMG S.p.A. on the financial statements and consolidated financial statements as at 31 December 2024, are available to the public at the Company's registered office, on the Company's website (www.gruppoascopiave.it) and on the authorised storage mechanism "*eMarket Storage*" (www.emarketstorage.com) of Teleborsa S.r.l..

The financial statements of the Company as at 31 December 2024 highlight the following:

- revenues totalling Euro 51,093,850;
- operating costs of Euro 15,968,893;
- an operating profit of Euro 33,570,066.

The result before tax is Euro 24,900,259; the net result for the year is Euro 28,402,936.91.

The consolidated financial statements of the Ascopiave Group as at 31 December 2024 highlight the following:

- sales revenue of Euro 204,957,957 (+ 13.37% compared to Euro 180,794,006 in the consolidated financial statements as at 31 December 2023);
- EBITDA is Euro 103,423,677 (+9.41% compared to Euro 94,526,390 in the

- consolidated financial statements as at 31 December 2023);
- operating profit is Euro 51,642,298 (+ 12.29% compared to Euro 45,990,197 in the consolidated financial statements as at 31 December 2023);
 - net profit is Euro 36,500,448, compared to Euro 36,677,261 in the consolidated financial statements as at 31 December 2023);
 - net financial position is Euro 387,601,722, compared to Euro 389,363,062 as at 31 December 2023.

The Board of Directors, consequent to the results for the period and considering that the Legal Reserve has already reached one-fifth of the share capital as envisaged in Article 2430 of the Italian Civil Code, therefore proposes to the Shareholders' Meeting:

- a) the allocation of Euro 28,402,936.91 in the year's profit to the distribution of dividends;
- b) the approval of the distribution of a portion of the available reserve "Extraordinary Reserve Fund" amounting to Euro 4,062,741.49 and, in any case, such as to allow the distribution of a total gross dividend of Euro 0.15 for each share that will be in circulation (excluding treasury shares in portfolio as at the record date), to a total amount, considering the number of treasury shares held by the Company as at the date of the report herein, of Euro 32,465,678.40 (of which Euro 28,402,936.91 from the profit for the year and Euro 4,062,741.49 from a portion of the available "Extraordinary Reserve Fund");
- c) the disbursement of the dividend on 7 May 2025, ex-dividend on 5 May 2025 and record date on 6 May 2025;
- d) a specification that all treasury shares held by the Company as at the record date of 6 May 2025 will be excluded from the dividend distribution;
- e) the grant to the Board of Directors, and on its behalf to the Chairman of the Board of Directors, with the power to sub-delegate within the limits of the law, any and all

powers necessary and/or deemed appropriate, without any exclusion whatsoever, to execute the above resolution and also to ascertain in due time, in relation to the definitive number of outstanding shares (excluding treasury shares in portfolio as at the record date of 6 May 2025), the exact amount of the available distributed "Extraordinary Reserve Fund".

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Consequently, the Board of Directors proposes the adoption of the following resolutions to the Shareholders' Meeting:

“The Ordinary Shareholders' Meeting of Ascopiave S.p.A.:

- *considering the Explanatory Report of the Board of Directors prepared pursuant to Article 125-ter, Legislative Decree No. 58, dated 24 February 1998 (as amended and supplemented)*
- *regarding the financial statements of the Company as at 31 December 2024 and the consolidated financial statements of the Company as at 31 December 2024;*
- *viewing the Consolidated Sustainability Report pursuant to Legislative Decree No. 125/2024, included in the Board of Directors' Report on Operations;*
- *accepting the Report on Corporate Governance and Ownership Structure pursuant to Article 123-bis, Legislative Decree No. 58 dated, 24 February 1998*
- *including the Report of the Board of Statutory Auditors prepared pursuant to Article 2429 of the Italian Civil Code and Article 153, Legislative Decree No. 58, dated 24 February 1998;*
- *approving the Independent Auditors' Report on the Consolidated and Separate Financial Statements prepared pursuant to Articles 14 and 16, Legislative Decree No. 39 dated 27 January 2010 and having acknowledged the Independent Auditors' Report on Consolidated Sustainability pursuant to Article 8, Legislative Decree No. 125 dated 6 September 2025*
- *acknowledging the certifications of the consolidated financial statements as at 31 December 2024, the financial statements as at 31 December 2024 and the Consolidated Sustainability Report as at 31 December 2024 by the Manager in charge of preparing the company's financial reports pursuant to Article 81-ter of the Regulation adopted by Consob with resolution No. 11971, dated*

14 May 1999 (as subsequently amended and supplemented);

- *accepting the Report of the Board of Directors on Operations;*
- *taking into account the provisions of Article 2430 of the Civil Code on legal reserve;*

resolves

- *to approve the Company's individual financial statements for the financial year ended 31 December 2024, as proposed and illustrated by the Board of Directors, accompanied by the Board of Directors' Report on Operations, which shows a profit for the year of Euro 28,402.936.91, as well as to take note of the Company's consolidated financial statements for the year ended 31 December 2024 and the related Report of the Board of Directors on operations, which includes the Consolidated Sustainability Report as at 31 December 2024 prepared pursuant to Legislative Decree No. 125 dated 6 September 2024*
- *to allocate the year's profit of Euro 28,402,936.91 to the distribution of dividends;*
- *to approve the distribution of a portion of the available reserve "Extraordinary Reserve Fund" for an estimated amount of Euro 4,062,741.49 and, in any case, such as to allow for the distribution of a total gross dividend of Euro 0.15 for each share outstanding (excluding treasury shares in portfolio as at the record date), for a total amount, calculated considering the number of treasury shares held by the Company as at 6 March 2025, of Euro 32.465,678.40 (of which Euro 28,402,936.91 from the profit for the year and Euro 4,062,741.49 from a portion of the available "Extraordinary Reserve Fund");*
- *to pay the dividend on 7 May 2025, ex-dividend on 5 May 2025 and record date on 6 May 2025;*
- *to specify that all treasury shares held by the Company as at the record date of 6 May 2025 will be excluded from the dividend distribution;*
- *to vest the Board of Directors, and on its behalf the Chairman of the Board of Directors, with the power to sub-delegate within the limits of the law, with the broadest powers necessary and/or suitable, without any exclusion whatsoever, to execute what has been previously resolved and also to ascertain in due time, in relation to the definitive number of outstanding shares (excluding treasury shares in portfolio as at the record date of 6 May 2025), the exact amount of the available "Extraordinary Reserve Fund" ”.*

Pieve di Soligo, 6 March 2025

on behalf of the Board of Directors

The Chairman and Chief Executive Officer

Dr. Nicola Cecconato