



**The Wellness Company**

**REPORT ON CORPORATE GOVERNANCE  
AND OWNERSHIP STRUCTURE  
PURSUANT TO ART. 123-BIS OF ITALIAN LEGISLATIVE  
DECREE NO. 58 OF 24 FEBRUARY 1998**

(Traditional Administration and Control Model)

Issuer: **Technogym S.p.A.**

Website: *<https://corporate.technogym.com>*

Report reference year: **2024**

Date of approval of the Report: **26 March 2025**

## CONTENTS

### GLOSSARY AND DEFINITIONS

<b>1.</b>	<b>ISSUER PROFILE .....</b>	<b>9</b>
<b>2.</b>	<b>INFORMATION ON OWNERSHIP STRUCTURE AT THE DATE OF THIS REPORT.....</b>	<b>11</b>
<b>3.</b>	<b><i>COMPLIANCE (PURSUANT TO ART. 123-BIS, PARAGRAPH 2, LETTER A), PART ONE, OF THE CONSOLIDATED FINANCE LAW)</i> .....</b>	<b>19</b>
<b>4.</b>	<b>BOARD OF DIRECTORS.....</b>	<b>19</b>
4.1	Role of the Board of Directors.....	19
4.2	Appointment and replacement (pursuant to Art. 123-bis, paragraph 1, letter l), part one, of the Consolidated Finance Law) .....	22
4.3	Composition(pursuant to Art. 123-bis, paragraph 2, letters d) and d-bis) of the Consolidated Finance Law) .....	26
4.4	Operation of the Board of Directors (pursuant to Art. 123-bis, paragraph 2, letter d) of the Consolidated Finance Law).....	32
4.5	Role of the Chair of the Board of Directors.....	33
4.6	Delegated bodies.....	35
4.7	Other Executive Directors .....	40
4.8	Independent Directors.....	47
4.9	<i>Lead Independent Director</i> .....	48
<b>5.</b>	<b>PROCESSING OF COMPANY INFORMATION .....</b>	<b>48</b>
<b>6.</b>	<b>COMMITTEES WITHIN THE BOARD OF DIRECTORS.....</b>	<b>51</b>
<b>7.</b>	<b>SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS - APPOINTMENT AND REMUNERATION COMMITTEE .....</b>	<b>52</b>
<b>8.</b>	<b>APPOINTMENT AND REMUNERATION COMMITTEE .....</b>	<b>52</b>
<b>9.</b>	<b>DIRECTORS' REMUNERATION .....</b>	<b>56</b>
<b>10.</b>	<b>CONTROL, RISK AND SUSTAINABILITY COMMITTEE.....</b>	<b>56</b>
10.1	Functions of the Control, Risk and Sustainability Committee.....	58
<b>11.</b>	<b>INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM .....</b>	<b>61</b>
11.1	Director in charge of the Internal Control System.....	65
11.2	Head of the Internal Audit function.....	65
11.3	Coordination Measures .....	66
11.4	Organisational Model pursuant to Legislative Decree 231/2001.....	67
11.5	Independent Auditors.....	69
11.6	Financial Reporting Manager .....	70
<b>12.</b>	<b>INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES.....</b>	<b>71</b>
<b>13.</b>	<b>APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS.....</b>	<b>72</b>
<b>14.</b>	<b>AUDITORS .....</b>	<b>74</b>

<b>15.</b>	<b>RELATIONS WITH SHAREHOLDERS .....</b>	<b>78</b>
<b>16.</b>	<b>SHAREHOLDERS' MEETINGS .....</b>	<b>78</b>
<b>17.</b>	<b>OTHER CORPORATE GOVERNANCE PRACTICES .....</b>	<b>81</b>
<b>18.</b>	<b>CHANGES AFTER THE END OF THE REFERENCE YEAR .....</b>	<b>81</b>
<b>19.</b>	<b>CONSIDERATIONS ON THE LETTER DATED 17 DECEMBER 2024 OF THE CHAIR OF THE CORPORATE GOVERNANCE COMMITTEE .....</b>	<b>81</b>
	<b>TABLES .....</b>	<b>84</b>
	<b>TABLE 1 RELEVANT SHARE CAPITAL HOLDINGS .....</b>	<b>84</b>
	<b>TABLE 2 BOARD OF DIRECTORS AND COMMITTEES STRUCTURE.....</b>	<b>85</b>
	<b>TABLE 3 BOARD OF STATUTORY AUDITORS STRUCTURE .....</b>	<b>88</b>

## GLOSSARY AND DEFINITIONS

<b>Shareholders' Meeting:</b>	meeting of the shareholders of the Issuer.
<b>Director in Charge:</b>	the Director in charge of the Company's internal control and risk management system, appointed on 9 May 2024.
<b>Judicial Authority:</b>	any judicial, administrative, tax, ordinary and special authority in any procedure, at any level and in any court.
<b>Borsa Italiana:</b>	Borsa Italiana S.p.A., with registered office in Milan, Piazza degli Affari No. 6.
<b>Chapter:</b>	each chapter of this Report.
<b>Self-Governance Code:</b>	the Self-Governance Code for listed companies approved in March 2006 by the Corporate Governance Committee (and promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria), most recently amended in July 2018, as replaced by the Corporate Governance Code.
<b>Code/Corporate Governance Code:</b>	the Corporate Governance Code for listed companies approved in January 2020 by the Corporate Governance Committee (and promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria), applicable from the first financial year commencing upon 31 December 2020.
<b>Italian Civil Code/C.C.:</b>	the Italian Civil Code.
<b>Board of Statutory Auditors:</b>	the Board of Statutory Auditors of the Issuer.
<b>Control, Risk and Sustainability Committee:</b>	the internal committee of the Board of Directors set up in compliance with Recommendations No. 16, 17 and 32, letter c), of the Corporate Governance Code.
<b>Committee for Transactions with Related Parties:</b>	the committee for transactions with related parties, established within the Board of Directors pursuant to the Related Party Regulations.
<b>Appointment and Remuneration Committee:</b>	the internal committee of the Board of Directors set up in compliance with Recommendations No. 16, 17, 19 and 20 of the Corporate Governance Code.
<b>Board of Directors:</b>	the board of directors of the Issuer.
<b>CONSOB:</b>	Commissione Nazionale per le Società e la Borsa (National Commission for Companies and the Stock Exchange) with registered office in Rome, Via G.B. Martini No. 3.

<b>Subsidiaries or Subsidiary Companies:</b>	the companies directly and indirectly controlled by the Issuer pursuant to Art. 2359 of the Italian Civil Code and Art. 93 of the Consolidated Finance Law (TUF).
<b>Date of Admission to Trading or Trading Start Date:</b>	first day of trading of Shares on the MTA, i.e., 3 May 2016.
<b>Recipients:</b>	all those who have access to Confidential or Insider Information as defined in Chapter 5 of this Report.
<b>Information Document:</b>	information document drafted pursuant to Art. 84- <i>bis</i> of the Issuers' Regulations and in compliance with Scheme No. 7 of Annex 3A to the same Issuers' Regulation.
<b>Head of the Internal Audit function:</b>	person in charge of the Internal Audit function of the Company, appointed on 11 May 2016.
<b>Financial Reporting Manager:</b>	executive in charge of drafting the company's financial reports, appointed by the Board of Directors in compliance with Art. 154- <i>bis</i> of the Consolidated Finance Law and Art. 25 of the Articles of Association.
<b>Qualifying Right in Rem:</b>	right in rem entitling to the vote (full title ownership with voting right, bare ownership with voting right or usufruct with voting right).
<b>Italian Legislative Decree 231/2001:</b>	Italian Legislative Decree of 8 June 2001 No. 231, as amended, containing “ <i>Regulations governing the administrative liability of legal entities, companies and associations with or without legal status, pursuant to Art. 11 of Italian Law No. 300 of 29 September 2000</i> ”.
<b>Special List:</b>	special list established and regulated by Art. 7 of the Articles of Association.
<b>Financial Year:</b>	the financial year that ended on 31 December 2024.
<b>EXM:</b>	Euronext Milan organised and managed by Borsa Italiana
<b>Flag Holding LLC:</b>	Flag Holding LLC, with registered office at PO Box 43399, Abu Dhabi, UAE.
<b>Glaserberg</b>	Shareholder Ivan Glaserberg.
<b>Group or Technogym Group:</b>	jointly, the Company and the companies directly or indirectly controlled by it from time to time, pursuant to Art. 2359 of the Italian Civil Code and Art. 93 of the Consolidated Finance Law.
<b>Investor Relator:</b>	person managing and coordinating the relations with the shareholders.

<b>Directions on Borsa Italiana Regulations:</b>	directions on the regulations of the markets organised and managed by Borsa Italiana in force at the date of this Report.
<b>Model:</b>	the model of organisation, management and control provided for by Italian Legislative Decree 231/2001, adopted by the Board of Directors.
<b>NIF Holding:</b>	NIF Holding (Italy) S.r.l., with registered office at Via Paleocapa 1, Milan (MI), tax code and VAT no. 13206440961.
<b>SB or Supervisory Board:</b>	supervisory board established to monitor the operation and compliance of the Model, established by the Board of Directors pursuant to Italian Legislative Decree 231/2001.
<b>Relevant Transactions:</b>	transactions defined as such in Chapter 5 of this Report.
<b>Paragraph:</b>	each paragraph of this Report.
<b>Relevant Period:</b>	period of 24 months from inclusion in the Special List.
<b>2022-2024 Performance Shares Plan:</b>	the 2022-2024 Performance Shares Plan which, on 23 March 2022, the Board of Directors resolved to propose to the Shareholders' Meeting called for 4 May 2022.
<b>2023-2025 Performance Shares Plan:</b>	the 2023-2025 Performance Shares Plan which, on 29 March 2023, the Board of Directors resolved to propose to the Shareholders' Meeting called for 5 May 2023.
<b>2024-2026 Performance Shares Plan:</b>	the 2024-2026 Performance Shares Plan which, on 25 March 2024, the Board of Directors resolved to propose to the Shareholders' Meeting called for 7 May 2024.
<b>2025-2027 Performance Shares Plan:</b>	the 2025-2027 Performance Shares Plan which, on 26 March 2025, the Board of Directors resolved to propose to the Shareholders' Meeting called for 7 May 2025.
<b>Procedure:</b>	procedure regulating the internal management and external communication of documents and information on the Company, approved by the Board of Directors and in force at the time.
<b>Internal Dealing Procedure:</b>	procedure on internal dealing adopted by the Company pursuant to Art. 19 of MAR (Market Abuse Regulation), Delegated Regulation 522 and Delegated Regulation 523, as amended by the Board of Directors on 09 May 2024.
<b>Procedure for Transactions with Related Parties:</b>	procedure regulating transactions with related parties approved by the Board of Directors at the meeting on 11 May 2016, as last amended by the Board of Directors' meeting on 17 February 2023.

<b>Register-Related Procedure:</b>	procedure regulating the set-up, management and update of the Register.
<b>Proposed Delegation for the 2025-2027 Performance Shares Plan:</b>	the proposal to delegate to the Board of Directors the right to increase the share capital approved by the Board of Directors on 26 March 2025.
<b>Listing:</b>	the admission of Technogym ordinary shares to EXM (formerly MTA) listing, from Trading Start Date, pursuant to the order of admission to listing issued by Borsa Italiana.
<b>Register:</b>	register created pursuant to MAR, containing the list of the persons who, because of their working or professional activity or functions performed, have access to Insider Information, even with a delay.
<b>Delegated Regulation 522:</b>	Delegated Regulation of the European Commission No. 2016/522 dated 17 December 2015.
<b>Delegated Regulation 523:</b>	Delegated Regulation of the European Commission No. 2016/523 dated 10 March 2016.
<b>Borsa Italiana Regulations:</b>	regulations of the markets organised and managed by Borsa Italiana, approved by the Shareholders' Meeting of Borsa Italiana, as in force at the date of this Report.
<b>Issuers' Regulation:</b>	regulation on issuers, issued by Consob with Resolution No. 11971 of 14 May 1999, as amended and supplemented.
<b>MAR:</b>	Regulation (EU) No. 596/2014 on market abuse, as amended and supplemented.
<b>Market Regulations:</b>	regulations on markets, issued by CONSOB by Resolution No. 20249 of 28 December 2017, as amended and supplemented.
<b>Related Party Regulations:</b>	regulations on transactions with related parties, approved by Consob by Resolution No. 17221 of 12 March 2010, as amended and supplemented.
<b>Report:</b>	this Report on corporate governance and ownership structure, drafted pursuant to Art. 123- <i>bis</i> of the Consolidated Finance Law.
<b>Remuneration Report:</b>	report on the remuneration policy and compensation paid drafted pursuant to Art. 123- <i>ter</i> of the Consolidated Finance Law and Art. 84- <i>quater</i> of the Issuers' Regulation and in compliance with Scheme No. 7- <i>bis</i> of Annex 3A to the same Issuers' Regulation.
<b>Control and Risk Management System:</b>	internal control and risk management system adopted by Technogym.

<b>SPAC:</b>	SPAC S.A., with registered office in Zurich (Switzerland), Bahnhofstrasse no. 16, tax code CHE-108.813.929
<b>Technogym, Company or Issuer:</b>	Technogym S.p.A., with registered office in Cesena, Via Calcinaro, 2861, listed in the Business Register of the Chamber of Commerce of Romagna-Forlì-Cesena and Rimini, VAT No. 06250230965.
<b>Independent Auditors:</b>	auditing firm listed in the Register of Independent Auditors held at the Italian Ministry of Economy and Finance, appointed to audit the accounts of the Issuer.
<b>Articles of Association:</b>	articles of association of the Company in force at the date of this Report.
<b>Technogym Emirates:</b>	Technogym Emirates LLC, with registered office in P.O. Box 115158, Dubai, UAE.
<b>Technogym Village:</b>	headquarters of the group, located at Via Calcinaro 2861, Cesena (FC) and including factories, offices and green areas.
<b>TGH:</b>	TGH S.r.l., with registered office in Cesena (FC), Corte Don Giuliano Botticelli 51, tax code, VAT and Business Register of Forlì-Cesena and Rimini No. 0450879041.
<b>Consolidated Finance Law (TUF):</b>	Italian Legislative Decree No. 58 of 24 February 1998, as amended and supplemented.
<b>Wellness Solutions:</b>	Wellness Solutions LLC, with registered office in Dubai, UAE, P.O. BOX 115158.



## 1. ISSUER PROFILE

### *Mission*

The Technogym Group is one of the leading groups in the international fitness equipment market in terms of sales volumes and market share. The Technogym Group offers wellness solutions, in particular for physical exercise (fitness), athletic training (sport) and physical rehabilitation therapy (personal health), addressed to the main segments of the fitness equipment market and more in general to the more broadly defined wellness sector. These solutions are characterised by technological innovations and attention in the design and functionality of products and services. The range of products offered by the Technogym Group includes equipment that has received very good reviews by final users and professionals - as well as several international awards for industrial design - and that over time has contributed to positioning the Technogym brand in the top market range at the international level.

On 3 May 2016, the ordinary shares of Technogym were admitted to trading on Euronext Milan - EXM (formerly Mercato Telematico Azionario) organised and managed by Borsa Italiana.

Sustainability issues have always been integrated in a natural and organic way into the Company's business model. For years, in fact, wellness philosophy has guided action, strategies and business processes, from product development to production and logistics, to marketing and communication activities, up to the workplace wellness project dedicated to all our collaborators in the world. In line with these principles, the Board of Directors, on 25 February 2021 approved the Company's sustainability policy (the "**Sustainability Policy**", available on the Company's website at <https://corporate.technogym.com/en/sustainability/documents>) which defines the objectives to be achieved by 2025, as aligned with some United Nations "Sustainable Development Goals". The Board of Directors, supported by the Control, Risk and Sustainability Committee, supervises the initiatives aimed at achieving the objectives defined in the Sustainability Policy, in order to pursue the sustainable success of the Company.

In 2024, Technogym continued to strengthen its commitment to sustainability, moving forward on the path taken in previous years, with the aim of improving the level of information and actions on issues related to climate change, diversity and inclusion, for example, and a responsible business approach. Specifically, following the update of the Double Materiality Analysis, a structured process was launched involving the company departments and management in a consultation and analysis process which identified areas for improvement, both at the level of internal operations and along the entire value chain, and specific objectives for each issue identified as relevant.

The implementation of these initiatives within the Company's business model is subject to constant monitoring by top management and reporting, up to 2023, within the Consolidated Non-Financial Statement, published by the Company pursuant to Italian Legislative Decree No. 254/2016. Starting in 2024, this is reported in the section of the Report on Operations in the Company's Financial Statements, called Sustainability Reporting (the "**Sustainability Reporting**") and prepared pursuant to Italian Legislative Decree no. 125 of 6 September 2024, which transposed EU Directive 2464/2022 ("Corporate Sustainability Reporting Directive" or "**CSRD**").

In addition, pursuant to the Corporate Governance Code, the Issuer qualifies as a "large company" (meaning companies whose capitalisation exceeded 1 billion Euro on the last trading day of the previous three calendar years), and "company with concentrated ownership" (meaning a company in which one or more shareholders who participate in a shareholder voting agreement have, directly or indirectly, a majority of the votes that can be exercised at a Shareholders' Meeting). By virtue of this double qualification, the Issuer made use of certain specific simplification options afforded by the Corporate Governance Code in compliance with the principle of proportionality introduced therein,

with particular reference to the frequency of the Board's self-assessment and the formulation of guidelines on the quantitative and qualitative composition considered optimal for the administrative body in view of its renewal, as specified in Section 7 of this Report, below.

### *Business purpose*

Pursuant to Art. 3 of the Articles of Association, as amended by the Extraordinary Shareholders' Meeting of 3 December 2024, the Company's purpose is to conceive, design, develop, produce, hire, grant for use, sale, wholesale or retail trade, import and export equipment, machines, accessories and, products and services intended for use, or usable, for physical exercise and in activities for the purpose of wellness, as well as the related installation, consultancy, assistance and repair, and services inherent to the same. The business purpose of the Company also includes the invention, design, development, production, lease, licensing, franchising, sale, wholesale and retail trading, import and export of software applications, also in the cloud, electronic devices to measure biometric or movement parameters, and hardware products, including the management of on-line platforms, and the related installation, advice, assistance and repair and other services, provided that these activities are functional, related or instrumental to physical activity and wellness. The Company can also provide management of gyms and physical therapy centres.

The Company may purchase, exchange, acquire in any other form, manage and sell stocks and bonds as well as equity investments and interests in other companies operating in the same sector, or in similar or related sectors. The Company may also provide technical, administrative and financial coordination and assistance, as well as cash pooling services, for the companies of the Group; it may also provide services of marketing, promotion, sales assistance and advice to these affiliated companies and take care of the publicity, promotion and use of the company brands.

Therefore, the Company may carry out all industrial, financial, commercial operations as well as those involving moveable and immovable property, in order to achieve the company purpose or connected to it, either directly or indirectly, including providing consultancy activities in all sectors of the Company's operation, granting sureties also in the form of objective bank bonds and collateral securities for the benefit of third parties and acquiring and disposing of interests, quotas and shareholdings in other companies or businesses, either already established or being established, in Italy and abroad.

All these activities must be carried out within the limits and in compliance with the standards that regulate their exercise and with the legal and regulatory provisions on activities reserved to those registered with professional boards, orders, or registers in force at the time. Notably, financial activities must be carried out in compliance with the relevant legal and regulatory provisions in force at the time and in any case never with the public.

### *Company organisation*

Technogym's governance model, as provided for in its Articles of Association, is the traditional form of administration and control consisting of the following bodies:

- Meeting of Shareholders;
- the Board of Directors, within which a chair and possibly a deputy chair, one or more Chief Executive Officers and an executive committee are appointed; and
- the Board of Statutory Auditors.

The powers and operating procedures of the corporate bodies are governed by the law, the Articles of Association and the resolutions passed by the competent bodies, as appropriate.

For a more complete description of the governance structure of Technogym, we note that at the date of this Report the following were in office:

- executive in charge of drafting the Company's financial reports, most recently appointed on 16 November 2022, pursuant to Art. 154-*bis* of the Consolidated Finance Law and Art. 25 of the Articles of Association ("**Financial Reporting Manager**");
- the committee for transactions with related parties ("**Committee for Transactions with Related Parties**"), last appointed on 9 May 2024 within the Board of Directors, pursuant to the regulations on transactions with related parties issued by Consob by Resolution No. 17221 of 12 March 2010, as subsequently amended ("**Related Party Regulations**");
- the committee for the internal control, risks and sustainability ("**Control, Risk and Sustainability Committee**"), most recently established within the Board of Directors on 9 May 2024, pursuant to Recommendations No. 16, 17 and 32, letter c) of the Corporate Governance Code;
- the appointment and remuneration committee ("**Appointment and Remuneration Committee**"), most recently established within the Board of Directors on 9 May 2024, pursuant to Recommendations No. 16, 17, 19 and 20 of the Corporate Governance Code;
- the director in charge of the internal control and risk management system, most recently appointed on 9 May 2024 (the "**Director in Charge of the Internal Control System**");
- the Head of the Internal Audit function, appointed on 11 May 2016, ("**Head of Internal Audit**");
- the supervisory board (the "**SB**"), most recently established by the Board of Directors on 9 May 2024, pursuant to Legislative Decree 231/2001.

On 16 February 2016, PricewaterhouseCoopers S.p.A. was appointed by the Ordinary Shareholders' Meeting to audit the accounts of Technogym, for the years from 2016 to 2024 included.

In advance of the natural expiry of the assignment conferred on PricewaterhouseCoopers S.p.A., on 7 May 2024, the Ordinary Shareholders' Meeting assigned EY S.p.A. the task of statutory audit of the accounts of Technogym with reference to the financial years from 2025 to 2033 inclusive.

The Issuer does not fall within the definition of SME pursuant to Art. 1, paragraph 1, letter w-quater.1) of the Consolidated Finance Law and Art. 2-ter of the Issuers' Regulation.

## 2. INFORMATION ON OWNERSHIP STRUCTURE AT THE DATE OF THIS REPORT

### a) **Structure of the share capital** (*pursuant to Art. 123-bis, paragraph 1, letter a) of the Consolidated Finance Law*)

The Issuer's share capital, fully subscribed and paid-in, is equal to Euro 10,066,375.00, divided in 201,327,500 ordinary shares without specification of a nominal value. There are no other share categories. Each Share gives the right to one vote, apart from what will be said below on special voting rights.

Pursuant to Art. 7 of the Articles of Association, a shareholder will have right to two votes for each share, if the following conditions are both met:

- (a) the same party is entitled to exercise voting rights (or, in the case where the same parties are entitled to joint ownership of the Qualifying Right in Rem (as defined further below)) under a qualifying right in rem (full ownership with voting rights, ownership of remainder title with voting rights or ownership of life interest with voting rights) (the "**Qualifying Right in Rem**") for a continuous period of at least 24 (twenty-four) months;

- (b) the condition set out in point (a) is certified (i) by continuous registration, for a period of at least 24 (twenty four) months, in special list specifically established and governed by this Article (the **“Special List”**).

Article 7 of the Articles of Association, as amended by the Extraordinary Shareholders' Meeting of 3 December 2024, also provides that parties entitled to double votes based on the above also have the right to one additional vote per share at the expiry of each 12 (twelve) month period commencing (i) from the acquisition of the double vote referred to above or, if subsequent to the acquisition, (ii) from the date of registration in the Companies' Register of the resolution of the Shareholders' Meeting to amend the Articles of Association passed on 3 December 2024. The additional voting increase may in no case exceed a maximum of 10 (ten) votes per share.

For the acquisition of each additional voting increment, it is necessary:

- (a) that the voting right has been held by the same person (or, in the case where the same parties are entitled to joint ownership of the Qualifying Right in Rem) by virtue of Qualifying Right in Rem for a continuous period of at least 12 (twelve) months;
- (b) that the condition set out in point (a) be certified by continuous registration, for a period of at least 12 (twelve) months, in the Special List.

The increase in voting rights shall be effectively acquired as of the fifth trading day of the calendar month subsequent to that of completion of the Relevant Period from the registration on the Special List.

In derogation to the above provisions, for the purposes of participation in the Shareholders' Meeting, the increase in voting rights accruing by virtue of the completion of the Relevant Period from the registration on the Special List will have effect on the so-called record date provided for under the laws and regulations in force for the time being in relation to the right to participate and vote in the Shareholders' Meeting, even if preceding the fifth trading day of the calendar month subsequent to that of completion of the Relevant Period from the registration on the Special List. Where the conditions described above have been satisfied, the right holder will be entitled to exercise increased voting rights in the manner laid down in the laws and regulations in force for the time being.

At the date of this Report, 68,017,543 shares of the 201,327,500 ordinary shares had special voting rights. At the date of this Report, the Company holds 2,165,785 treasury shares. The table below shows the share capital structure of Technogym S.p.A. on the date of this Report.

SHARE CAPITAL STRUCTURE						
	No. shares	% on share capital	Voting rights	% of total voting rights	Listing	Rights and obligations
Total ordinary shares	201,327,500	100%	269,345,043	100%	EXM	Pursuant to the law and the Articles of Association

- of which with special voting rights	68,017,543	33.78%	136,035,086	50.51%	EXM	Pursuant to the law and the Articles of Association
---------------------------------------	------------	--------	-------------	--------	-----	---

Apart from the provisions concerning increased voting rights, all ordinary shares of Technogym give to holders the same rights, which may be exercised without restrictions.

On 4 May 2022, the Company's Extraordinary Shareholders' Meeting resolved to grant the Board of Directors, pursuant to Art. 2443 of the Civil Code, the power to increase the share capital, for a period of five years from 4 May 2022, up to a maximum amount of Euro 35,000 (thirty-five thousand/00), without consideration, in one or more tranches, issuing up to a maximum of 700,000 (seven hundred thousand/00) new ordinary shares with no indication of nominal value, with the same characteristics as those in circulation, entitled to regular dividends, at an issue value equal to the book value of Technogym shares at the date of execution of the delegation by allocating the corresponding maximum amount of profits and/or profit reserves resulting from the latest financial statements approved from time to time pursuant to Art. 2349 of the Italian Civil Code, issuing Company Shares to employees of the Company or Subsidiaries, to ensure the implementation of the incentive plan for Technogym employed management known as "2022-2024 Performance Shares Plan" (the "**2022-2024 Performance Shares Plan**"), according to the terms, conditions and methods set forth therein (the "**Delegation for the 2022-2024 Performance Shares Plan**"). The 2021-2023 Performance Shares Plan, approved by the Board of Directors on 24 March 2021, provides for the allocation without consideration of a given number of shares of the Company when specific conditions are met and specific prerequisites are maintained. The Shares must be allocated within the 60th calendar day after the approval of the IFRS consolidated financial statements of the Group for the year ended as at 31 December 2023. For more information concerning the 2021-2023 Performance Shares Plan, please refer to the Remuneration Report drafted pursuant to Art. 123-ter of the Consolidated Finance Law, available at the registered office and on the website of the Company at <https://corporate.technogym.com/en/governance/shareholders-meetings>.

On 5 May 2023, the Company's Extraordinary Shareholders' Meeting resolved to grant the Board of Directors, pursuant to Art. 2443 of the Civil Code, the power to increase the share capital, for a period of five years from 5 May 2023, up to a maximum amount of Euro 35,000 (thirty-five thousand and 00/100), without consideration, in one or more tranches, issuing up to a maximum of 700,000 (seven hundred thousand 00/100) new ordinary shares with no indication of nominal value, with the same characteristics as those in circulation, entitled to regular dividends, at an issue value equal to the book value of Technogym shares at the date of execution of the delegation by allocating the corresponding maximum amount of profits and/or profit reserves resulting from the latest financial statements approved from time to time pursuant to Art. 2349 of the Italian Civil Code, issuing Company Shares to employees of the Company or Subsidiaries, to ensure the implementation of the incentive plan for Technogym employed management known as "2023-2025 Performance Shares Plan" (the "**2023-2025 Performance Shares Plan**"), according to the terms, conditions and methods set forth therein (the "**Delegation for the 2023-2025 Performance Shares Plan**"). The 2023-2025 Performance Shares Plan, approved by the Board of Directors on 29 March 2023, provides for the allocation without consideration of a given number of shares of the Company when specific conditions are met and specific prerequisites are maintained. The Shares must be allocated within the 60th calendar day after the approval of the IFRS consolidated financial statements of the Group for the year ended as at 31 December 2025. For more information concerning the 2023-2025 Performance Shares Plan, please refer to the Remuneration Report drafted pursuant to Art. 123-ter of the Consolidated Finance Law, available at the registered office and on the website of the Company at <https://corporate.technogym.com/en/governance/shareholders-meetings>.



On 7 May 2024, the Company's Extraordinary Shareholders' Meeting resolved to grant the Board of Directors, pursuant to Art. 2443 of the Civil Code, the power to increase the share capital, for a period of five years from 7 May 2024, up to a maximum amount of Euro 35,000 (thirty-five thousand and 00/100), without consideration, in one or more tranches, issuing up to a maximum of 700,000 (seven hundred thousand 00/100) new ordinary shares with no indication of nominal value, with the same characteristics as those in circulation, entitled to regular dividends, at an issue value equal to the book value of Technogym shares at the date of execution of the delegation by allocating the corresponding maximum amount of profits and/or profit reserves resulting from the latest financial statements approved from time to time pursuant to Art. 2349 of the Italian Civil Code, issuing Company Shares to employees of the Company or Subsidiaries, to ensure the implementation of the incentive plan for Technogym employed management known as "2024-2026 Performance Shares Plan" (the "**2024-2026 Performance Shares Plan**"), according to the terms, conditions and methods set forth therein (the "**Delegation for the 2024-2026 Performance Shares Plan**"). The 2024-2026 Performance Shares Plan, approved by the Board of Directors on 25 March 2024, provides for the allocation without consideration of a given number of shares of the Company when specific conditions are met and specific prerequisites are maintained. The Shares must be allocated within the 60th calendar day after the approval of the IFRS consolidated financial statements of the Group for the year ended as at 31 December 2026. For more information concerning the 2024-2026 Performance Shares Plan, please refer to the Remuneration Report drafted pursuant to Art. 123-ter of the Consolidated Finance Law, available at the registered office and on the website of the Company at <https://corporate.technogym.com/en/governance/shareholders-meetings>.

On 26 March 2025, the Board of Directors also resolved to propose to the Company's Shareholders' Meeting to grant the Board of Directors, pursuant to Art. 2443 of the Italian Civil Code, for a period of five years from the date of the resolution, the powers to increase the share capital, without consideration, in one or multiple tranches, pursuant to Art. 2349 of the Italian Civil Code, by a maximum of Euro 35,000 by issuing up to a maximum of 700,000 ordinary shares, at an issue value equal to the book value of Technogym shares at the date of execution, to be fully recognised as an equity item and awarded to the beneficiaries of the 2025-2027 Performance Shares Plan ("**Proposed Delegation for the 2025-2027 Performance Shares Plan**").

**b) Restrictions on the transfer of securities (pursuant to Art. 123-bis, paragraph 1, letter b), of the Consolidated Finance Law)**

There are no restrictions on the transfer or possession of securities, nor clauses requiring approval to become a shareholder of the Company.

**c) Relevant holdings in the capital (pursuant to Art. 123-bis, paragraph 1, letter c), of the Consolidated Finance Law)**

The relevant holdings in the share capital of Technogym, direct or indirect, according to the communications received by the Company, pursuant to Art. 120 of the Consolidated Finance Law, on the date of this Report, are listed in Table 1 of the Annex.

**d) Securities which confer special rights (pursuant to Art. 123-bis, paragraph 1, letter d), of the Consolidated Finance Law)**

There are no securities conferring special control rights, nor parties entitled to special rights pursuant to the articles of association and the legal provisions in force.

For special voting rights, we refer to that which was said in Paragraph 2 a) above.

e) **Equity investments of employees: mechanism for the exercise of voting rights** (*pursuant to Art. 123-bis, paragraph 1, letter e) of the Consolidated Finance Law*)

There is no mechanism that excludes or limits the direct exercise of the right to vote by the beneficiaries of the 2021-2023 Performance Shares Plan, the beneficiaries of the 2022-2024 Performance Shares Plan or the beneficiaries of the 2023-2025 Performance Shares Plan (the latter, if approved by the Shareholders' Meeting).

f) **Restrictions to the right to vote** (*pursuant to Art. 123-bis, paragraph 1, letter f) of the Consolidated Finance Law*)

There are no mechanisms to restrict the voting rights of Shareholders, apart from the terms and conditions for the exercise of the right to take part and vote in Shareholders' Meeting described in Chapter 15 of this Report.

g) **Agreements between Shareholders** (*pursuant to Art. 123-bis, paragraph 1, letter g) of the Consolidated Finance Law*)

The Company is not aware of any agreement between Shareholders pursuant to Art. 122 of the Consolidated Finance Law.

h) **Change of control clauses and provisions of the Articles of Association on takeover bids**

**Change of control clauses** (*pursuant to Art. 123-bis, paragraph 1, letter h) of the Consolidated Finance Law*)

The Company and its Subsidiaries, within their sales activity, have concluded sales agreements (for example, distribution or joint venture, supply, etc.) that, as it is common practice on international markets, include clauses that give each party the power to rescind the agreement if there is a direct and/or indirect change in the control of the other party outside of some explicit exceptions. Similar clauses are found in some lending agreements. We describe below the terms of the main agreements that include clauses of this type.

**Joint venture agreements for the establishment of Technogym Emirates LLC**

On 1 June 2007, Technogym and Wellness Solutions LLC ("**Wellness Solutions**") signed an agreement known as joint venture company formation agreement for the establishment of Technogym Emirates LLC ("**Technogym Emirates**"), a limited liability company for the distribution of Technogym equipment and services in the UAE, established under UAE law, of which 51% is held by Wellness Solutions and 49% by Technogym.

On the same day, Wellness Solutions, Technogym and Technogym Emirates signed a shareholders' agreement setting conditions and terms for the operation of Technogym Emirates; a later deed (contract of establishment) of Technogym Emirates, was signed on 19 September 2007 by Technogym and Wellness Solutions. On 22 July 2012, Flag Holding LLC ("**Flag Holding**") acquired the entire equity investment held by Wellness Solutions in Technogym Emirates: therefore, on the same day, Flag Holding signed a deed of acceptance of the shareholders' agreement of Technogym Emirates, taking over from Wellness Solutions the rights and obligations deriving from the shareholders' agreement, the contract of establishment and the joint venture company formation agreement.

The shareholders' agreement contains, *inter alia*, a clause of change of control, pursuant to which, in the case of a change of control in Flag Holding or Technogym (including the persons that respectively control them), the other party will have right to buy the equity investment of the party which has undergone the change of control, at a price to be agreed among the parties or, in the absence of an agreement, set by a third independent party according to the market value of the Technogym Emirates

shares. The listing or the admission to the trading of Technogym shares on any regulated market is expressly excluded as a case of change of control pursuant to the shareholders' agreement.

In April 2017, Alaslab International Investment LLC (“**Alaslab**”) acquired the entire equity investment held by Flag Holding in Technogym Emirates: on the same day, Alaslab signed a deed to accept the shareholders' agreement of Technogym Emirates, taking over from Flag Holding the rights and obligations deriving from the Shareholders' agreement, the contract of establishment and the joint venture company formation agreement.

#### Crédit Agricole Italia loan

On 28 April 2023, 2 May 2023 and 11 September 2023, Crédit Agricole Italia and Technogym signed an agreement for two separate long-term loans for a total of Euro 25 million each, with fixed maturity for both agreements of 36 months from the date of signing (with term-out option to extend the maturity by a further 12 months only for that signed on 28 April 2023), which can be used by the Issuer to support liquidity needs related to the Group's business operations.

Both loans envisage, *inter alia*, mandatory early repayment of the loan, payment of accrued interest and all other amounts due pursuant to the financial documents within thirty days of a change of control (i.e. the circumstance in which the reference shareholder ceases to hold the office of Chair of the Board of Directors of the beneficiary and/or ceases to have direct or indirect significant influence over the beneficiary pursuant to the Regulation on related party transactions adopted by CONSOB with Resolution No. 1722 of 12 March 2010, as amended and supplemented), without prejudice to the loan maturity date which cannot be exceeded.

#### Cassa Depositi e Prestiti loan

On 15 June 2023, Cassa Depositi e Prestiti and Technogym signed an agreement for a medium/long-term loan for a total of Euro 25 million, which can be used by the Issuer to support liquidity requirements related to the Group's business operations, with maturity on 15 June 2028.

The loan in question envisages, *inter alia*, mandatory full early repayment in the event of a change of control (i.e. in even one only of the following circumstances: (i) any event that determines the acquisition of direct and/or indirect control of the loan beneficiary by one or more parties other than the significant shareholders (as defined in the agreement); as well as (ii) the loss by the significant shareholders (as defined in the agreement), for any reason and despite holding direct or indirect control of the beneficiary, of the power to designate the majority of members of the administrative body of the beneficiary).

#### Banco BPM loan

On 25 July 2023 and 11 September 2023, Banco BPM and Technogym signed an agreement for two separate unsecured “revolving” loans for a total amount of Euro 15 million each, maturing 24 July 2026 and 11 September 2026, respectively, which can be used by the Issuer to support liquidity needs related to the Group's business operations.

Both loans envisage, *inter alia*, mandatory full early repayment of the loan - without penalties payable to the lending bank and within twenty business days of the date on which the related event occurs - when there is a change of control (i.e. the circumstance in which the reference shareholder ceases to hold the office of Chair of the Board of Directors of the beneficiary and/or ceases to have direct or indirect significant influence over the beneficiary pursuant to the Regulation on related party transactions adopted by CONSOB with Resolution No. 1722 of 12 March 2010, as amended and supplemented).

#### Deutsche Bank loan

On 4 August 2023, Deutsche Bank and Technogym signed an agreement for a medium/long-term loan for a total of Euro 15 million, maturing on 4 August 2027, which can be used by the Issuer to support liquidity requirements related to the Group's business activities.



The loan in question envisages, *inter alia*, the mandatory full early repayment of the loan - without penalties available to the lending bank and within twenty business days from the date on which the related events occur - when there is a change of control (i.e. the circumstance in which the reference shareholders directly or indirectly jointly cease: (i) to hold a share of at least 50.1% of the voting rights at ordinary and extraordinary shareholders' meeting of the financed company, (ii) to have the power to designate the majority of members of the control body of the financed company).

#### Intesa Sanpaolo loan

On 30 July 2024, Intesa Sanpaolo and Technogym signed a loan agreement for a revolving credit line for a maximum total of Euro 15 million, maturing in 3 years from the date of entering into the contract (i.e. on 30 July 2027), which can be used by the Issuer to support liquidity requirements related to the Group's business activities. The loan in question provides, *inter alia*, that the bank may withdraw from the contract and shall have the right to obtain the satisfaction of any credit claims deriving from the contract if the reference shareholder, Nerio Alessandri, ceases to hold the office of Chair of the Board of Directors of Technogym and/or ceases to have direct or indirect dominant influence over the Issuer pursuant to the CONSOB Regulation on transactions with related parties.

#### ***Statutory provisions relating to takeover bids (pursuant to Articles 104, paragraph 1-ter, and 104-bis, paragraph 1)***

With reference to the current provisions on takeover bids, the Articles of Association contains an explicit derogation to the authority of the Shareholders' Meeting on defences at the time of public offers for purchase or exchange on the Shares of the Company (known as "passivity rule"), as set forth in Art. 104, paragraph 1, of the Consolidated Finance Law.

Pursuant to Art. 23.3 of the Articles of Association of the Company, the Board of Directors, and any representative of this, without the need for authorisation by the Shareholders' Meeting, may:

(a) carry out all actions and operations coming under their competence which may conflict with the objectives of an Initial Public Offering for acquisition or exchange, from the communication by which the decision or the obligation to make the offer arises are made public, to the closure or expiry of the offer concerned;

(b) implement decisions coming under their competence which are not yet implemented in whole or in part and do not come within the Company's normal course of business, taken prior to the communication referred to above and whose implementation may conflict with the achievement of the objectives of the offer.

In addition, we note that the Articles of Association of Technogym do not expressly provide for the application of the neutralisation rules considered by Art. 104-bis, paragraphs 2 and 3 of the Consolidated Finance Law.

#### **i) Powers to increase share capital and authorisations to purchase of treasury shares (pursuant to Art. 123-bis, paragraph 1, letter m) of the Consolidated Finance Law)**

With reference to the Delegation for the 2022-2024 Performance Shares Plan, the Delegation for the 2023-2025 Performance Shares Plan, the Delegation for the 2024-2026 Performance Shares Plan and for the Proposed Delegation for the 2025-2027 Performance Shares Plan, please refer to Paragraph 2.a) above.

On 26 March 2025, the Board of Directors also resolved to propose to the Company's Shareholders' Meeting called for 7 May 2025 to authorise the same Board of Directors, subject to revocation of the authorisation to purchase treasury shares granted by the Shareholders' Meeting of 7 May 2024 for the remaining period, to purchase ordinary Technogym shares without nominal value, in one or more tranches, also on a revolving basis, up to the maximum number of (treasury) shares of 20,000,000 and

in any case within the maximum limit set by Art. 2357, paragraph 3 of the Italian Civil Code, for a period of 18 months from the date of the shareholders' meeting resolution, using any of the procedures specified by the joint provisions of Art. 132 of the Consolidated Finance Law and 144-*bis* of the Issuers' Regulation and, in any case, with any other procedures allowed by the legal and regulatory provisions in force at the time on this issue, both Italian and EU, and in compliance with all applicable laws and regulations, including Italian and EU legal and regulatory provisions on market abuse, with the sole exception of the purchase procedures specified in Art. 144-bis, letter c) of the Issuers' Regulation. According to the proposal submitted to the Shareholders' Meeting, the purchase transactions must be carried out at price conditions that comply with the provisions of Art. 3, paragraph 2, of Delegated Regulation No. 2016/1052/EU and, in any case the purchases must be at a price per share that cannot be more than 20% (twenty per cent) higher or lower than the reference price recorded by the share in the stock market session preceding each individual transaction or in the market session prior to the date of announcement of the transaction, in accordance with the technical methods identified by the Board of Directors.

With the exception of the above, at the date of this Report, no powers have been granted to the directors to increase share capital for a consideration, in one or multiple tranches, nor have the directors been granted the power to issue obligations convertible in either ordinary or saving shares or with warrants valid for the underwriting of shares.

**j) Activity of management and coordination (*pursuant to Art. 2497 et seq. of the Italian Civil Code*)**

At the date of this Report, TGH (company resulting from the demerger of Wellness Holding S.r.l.) holds 33.78% of the share capital and 50.48% of the Company's voting rights and, therefore, controls the Issuer pursuant to Art. 93 of the Consolidated Finance Law. TGH is in turn indirectly controlled by Nerio Alessandri, Chair of the Board of Directors and Chief Executive Officer of the Company, through Oiren S.r.l. (which holds 75% of the share capital of TGH). However, pursuant to Art. 2497 et seq. of the Italian Civil Code, the Issuer is not subject to direction and coordination by TGH or by any other company or entity in the control chain through which Nerio Alessandri controls TGH, as acknowledged most recently in the meeting of the Board of Directors of the Company held on 12 February 2025. In particular, after reviewing the factual circumstances, the Board of Directors of Technogym concluded that none of the activities which usually constitute direction and coordination, pursuant to Art. 2497 et seq. of the Italian Civil Code, was carried out by TGH or by another company or entity. By way of example but not limited to the following, the Board of Directors has acknowledged that:

- management decisions are not centralised at the parent companies;
- Technogym has full negotiating autonomy in its relations with customers and suppliers, without any external interference by TGH or other company or entity in the latter's control chain;
- there are no intra-group loans, nor common financial plans or cash pooling systems involving TGH or other company or entity that is part of the latter's control chain;
- there are no ongoing transactions or projects based on activities or resources shared between Technogym and TGH or other company or entity that is part of the latter's control chain for the purposes of achieving economies of scale;
- the Company's and the Group's strategic, business, financial and/or budgetary plans are prepared and executed independently by Technogym and there are no joint business, financial or strategic plans in place with TGH or with another company or entity that is part of the latter's control chain;
- the review and approval of the organisational structure of the Group and the assessment of the suitability of the organisational, administrative and accounting structure of the Company and the Group pertains to the Board of Directors of Technogym;

- no policies, procedures or directives have been issued by TGH or by another company or entity that is part of the latter's control chain;
- no business, organisational or financial act, guideline or deed related to Technogym or to the Group had been promoted or authorised by TGH or other company or entity that is part of the latter's control chain.

\* \* \*

Lastly, we note that:

- the information required by Art. 123-bis, paragraph 1, letter i) of the Consolidated Finance Law (on "*the agreements between the companies and the directors [...] that provide for indemnities in the case of resignation or dismissal without just cause or if their employment relationship is terminated after a bid*") is provided in the Remuneration Report, available at the registered office and on the website of the Company (<https://corporate.technogym.com/en/governance/shareholders-meetings>);
- the information required by Art. 123-bis, paragraph 1, letter l) of the Consolidated Finance Law (on "*the provisions that apply to the appointment and replacement of directors [...] as well as to the amendment of the articles of association, if different from the legal and regulatory provisions applicable in a supplementary capacity*") is described in the section of this Report devoted to the Board of Directors (Paragraph 4.2 below) and the section dedicated to Shareholders' Meetings (Chapter 16), respectively.

### **3. COMPLIANCE (PURSUANT TO ART. 123-BIS, PARAGRAPH 2, LETTER A), PART ONE, OF THE CONSOLIDATED FINANCE LAW)**

With regard to the Financial Year, Technogym adheres to the Corporate Governance Code in force at the date of the Report, applying its contents, as specified below, during the same year. The applicable version of the Code is updated to 1 January 2021 and accessible to the public on the website of the Corporate Governance Committee at the following page: <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020eng.en.pdf>.

The corporate governance system of the Company is completed by the provisions of the Articles of Association and the Regulations of the Shareholders' Meeting. The Company's corporate governance system is based on the principles set forth in the Corporate Governance Code (formerly the Self-Governance Code) and, more in general, on best practices, adapted to take into account the Company's specific characteristics and of the activities carried out.

This Report was drafted also on the basis of the instructions provided by Borsa Italiana on the format of corporate governance reports (10th edition, December 2024).

Neither the Company nor its Subsidiaries are subject to non-Italian legal provisions with an influence on the corporate governance structure of Technogym.

## **4. BOARD OF DIRECTORS**

### **4.1 Role of the Board of Directors**

Pursuant to existing legislation for companies with shares listed on regulated markets, and in accordance with the recommendations of the Corporate Governance Code, the Board of Directors plays a central role in the company's governance system.

Pursuant to Art. 23 of the Articles of Association, the management of the Company is the exclusive authority of the Board of Directors. The Board will be vested with the widest powers for the ordinary and extraordinary management of the Company and, will be entitled to exercise all powers necessary for the implementation of the Company Object which are not reserved, by law or these Articles on a compulsory basis, to the Shareholders' Meeting.

Without prejudice to the concurrent competence of the Shareholders' Meeting, Art. 23.2 of the Articles of Association also provides for the Board of Directors to resolve on:

- (a) the merger of companies fully owned under the terms as set forth in Art. 2505 of the Italian Civil Code or those in which at least a 90% interest is held pursuant to Art. 2505-*bis* of the Italian Civil Code;
- (b) - the opening or closing of branches;
- (c) - the specification of which Directors have the power to represent the Company;
- (d) - the reduction in share capital in the case of withdrawal of a shareholder;
- (e) - the amendments to the Articles of Association to ensure compliance with legal provisions;
- (f) - the move of the registered office to another location in Italy.

Article 2436 of the Italian Civil Code will apply in any case.

The Board of Directors, and any representative of this, have also the power, without the need to request authorisation by the shareholders' meeting, to:

- (a) carry out all actions and operations coming under their competence which may conflict with the objectives of an Initial Public Offering for acquisition or exchange, from the communication by which the decision or the obligation to make the offer arises are made public, to the closure or expiry of the offer concerned;
- (b) implement decisions coming under their competence which are not yet implemented in whole or in part and do not come within the Company's normal course of business, taken prior to the communication referred to above and whose implementation may conflict with the achievement of the objectives of the offer.

The following tasks are expressly reserved to the Board of Directors: (i) the definition of the corporate governance system of the Issuer; (ii) the approval of guidelines for the preparation of the strategic, business and financial plans; (iii) the approval of the operating plan and the annual budget.

The Board has assessed the general operating performance, taking into account, in particular, the information received from the delegated bodies and comparing on a regular basis, at least quarterly, the results obtained with those planned, according to the recommendations of the Corporate Governance Code. At the meeting of 28 February 2024 and, most recently, at the meeting of 3 March 2025, the Board of Directors also approved the Company's annual budget with reference to 2024 and 2025, respectively.

As further detailed in the previous Paragraph 1 of this Report, the issues of sustainability have always been integrated in a natural and organic way into the Company's business model, constituting the philosophy of wellness as the guiding criterion for the action, strategies and business processes of the Company and of the group. The Board of Directors, assisted by the Control, Risks and Sustainability Committee, supervises the initiatives aimed at pursuing the sustainable success of the company, including those designed to achieve the objectives of the Sustainability Policy, the implementation of which is scrupulously monitored. The Board of Directors is responsible for monitoring the impacts, risks and opportunities related to sustainability issues, with the support of the Control, Risk and

Sustainability Committee (*GOV-1 22a; GOV-2 26a*). In relation to this aspect, in addition to the skills and knowledge of the members of Technogym's Board of Directors in the sector, and in the financial, economic and legal fields, they boast a wide range of skills and knowledge in the ESG (Environmental, Social, and Governance) field, also developed thanks to their participation in specific courses and webinars on the subject. Some of them have also explored ESG issues through subscriptions to specialised magazines and documents issued by their professional association. Others integrate these topics into their university teaching and professional activities as Statutory Auditors and Directors. This combination of academic, professional and practical experience ensures that Technogym's management and control bodies possess the necessary expertise to effectively address and manage sustainability issues, ensuring compliance with regulations and reducing the likelihood of regulatory violations. Furthermore, meetings of the Control, Risk and Sustainability Committee and the Board of Directors are planned, to which managers responsible for ESG issues are periodically invited to inform the Directors about the development of projects and initiatives in the ESG area and the implementation of the provisions of the Sustainability Policy approved by the Board. For further information, see Sustainability Reporting 2024 (Section "*Sustainability Governance*") of the Report on Operations in the Company's Financial Statements.

The Board of Directors defines the practical guidelines for the internal control and risk management system. The Risks, Control and Sustainability Committee continuously monitors the activities designed to manage the main risk components of the company's business, by analysing the risk analysis and mapping processes in order to obtain a broader and more integrated risk management model. In addition, making use of the documents produced and the analysis carried out on the management control system, also with the support of external consultants, and the subsequent updates provided on the issue by the internal audit function and the Control, Risk and Sustainability Committee, the Board of Directors has verified the operation and the effectiveness of the management control system of the Group, without identifying major difficulties according to the provisions of the guidelines and the standards set by Borsa Italiana.

The Board of Directors constantly monitors the entry into force of regulatory updates on governance, evaluating all appropriate actions to adapt its governance model to the laws and regulations in force from time to time.

The Board of Directors, after preliminary investigation by the Control, Risk and Sustainability Committee, periodically assesses the adequacy of the organisational and accounting structure of the Company and its subsidiaries. These assessments were conducted by the Board of Directors on 25 March 2024 and, most recently, on 26 March 2025. In particular, during the various meetings in the Financial Year, the Board of Directors has reviewed the Company's organisation, also in relation to the executive reorganisation, considering it to be appropriate, in terms of its size and complexity and its specific characteristics.

The Board of Directors is involved in the decisions regarding operations of the Company and/or its subsidiaries that are of strategic, economic, equity or financial importance for the Company, resolving the related terms and conditions. On 6 March 2017, the Board of Directors set general criteria, unchanged at the date of this Report, to identify the transactions that have a significant strategic, economic, capital or financial relevance for the Issuer, identifying as such all transactions involving the assumption of commitments and the execution of payments up to Euro 25,000,000 (twenty-five million), or its equivalent in another currency, for each individual transaction. The Board of Directors resolves on the adoption of a procedure for the internal management and external communication of documents and information concerning the Company, with particular reference to privileged information. On 16 March 2016, the Board of Directors approved the Company's procedure for the treatment of inside information, subsequently amended by the Board itself on 4 August 2016 and on 28 March 2018, following the entry into force of EU Regulation No. 596/2014 on market abuse. The aforementioned procedure is available on the Company's website at <https://corporate.technogym.com/en/governance/reports-and-documents>. For additional information regarding the processing of corporate information, please refer to Section 5 of this Report.



Concerning the policy for managing dialogue with shareholders and investors approved by the Board of Directors on 27 October 2021 (available on the Company's website at [https://corporate.technogym.com/en/governance/reports and documents#2021](https://corporate.technogym.com/en/governance/reports%20and%20documents#2021)), please refer to Section 15 of this Report.

\* \* \*

Lastly, it should be noted that pursuant to Art. 16.3 of the Articles of Association, until otherwise resolved by the Shareholders' Meeting, the directors are not bound by the non-competition obligation under Art. 2390 of the Italian Civil Code.

#### **4.2 Appointment and replacement (pursuant to Art. 123-bis, paragraph 1, letter l), part one, of the Consolidated Finance Law)**

Pursuant to Art. 16 of the Articles of Association, the Company is managed by a Board of Directors elected by the Shareholders' Meeting and consisting of a number of members set by the Shareholders' Meeting before the appointment, between seven and fifteen.

The Directors elected are in office three years or for the period set at the time of the appointment by the Shareholders' Meeting, which in any case shall not exceed three years. They shall be eligible for re-election.

All Directors must meet the requirements of eligibility, professionalism and integrity set by legal and regulatory provisions.

Pursuant to Art. 147-ter of the Consolidated Finance Law, at least two directors must also meet the independence requirements there specified.

In compliance with the legal and regulatory provisions applicable to listed companies, Art. 16 of the Articles of Association provides for the appointment of the Board of Directors to be made by the Shareholders' Meeting on the basis of lists presented by shareholders, according to the procedure set forth in Art. 17 of the Articles of Association and described below.

The Board of Directors holding office and shareholders who, alone or together with others, are, at the moment of the presentation of the list, owners of a total percentage shareholding of at least the size laid down by CONSOB by regulation pursuant to Article 147-ter of the Consolidated Finance Law, will have the right to present lists. In this regard, note that, with reference to the year, with CONSOB executive decision No. 123 of 28 January 2025, the percentage equity investment required, pursuant to Art. 144-quater of the Issuers' Regulation, to present a list of the candidates for the election of the administration and control bodies of Technogym was set at 1%.

Each shareholder, shareholders being parties to a Shareholders' Agreement relating to the Company of relevance pursuant to Article 122 of the Consolidated Finance Law, the controlling party, subsidiary companies and those subject to common control and other parties between whom there is a relationship (including an indirect relationship) of connection pursuant to the laws and regulations in force for the time being, may not present or contribute to the presentation of, including by intermediary or trust company, more than one list nor may they vote for different lists. Each candidate may appear only on one list, being otherwise deemed ineligible. Each list carries the names of the candidates, with a sequential number; the number of candidates cannot exceed the number of members to be elected.

Any list with a number of candidates equal or below 7 must include and identify at least 1 candidate with the independence requirements set according to the legal and regulatory provisions in force at the time for independent directors. Any list with a number of candidates above 7 must include and identify at least 2 candidates with the independence requirements set according to the legal and regulatory provisions in force at the time for independent directors.

In addition, for the period of application of the legal and regulatory provisions in force at the time on gender balance, any list presenting at least 3 candidates must also include candidates of both genders, so that at least two-fifths (rounded up) of candidates belong to the less represented gender.

The lists must be filed at the offices of the Company, also remotely, following the procedures specified in the call notice, and made available to the public in the terms and with the procedures specified by legal and regulatory provisions in force at the time.

The lists must be accompanied by the following:

- (a) the information relating to the identity of the shareholders presenting the lists with an indication of the total percentage shareholding owned, without prejudice to the fact that the certification showing the ownership of such shareholding may be produced subsequently to the lodging of the lists, so long as within the time limit laid down for the publication of the lists by the Company;
- (b) a declaration of shareholders other than those owning, including jointly, a controlling or relative majority shareholding, attesting to the absence of relationships of connection, including indirect relationships, pursuant to the laws and regulations in force for the time being, with the latter;
- (c) exhaustive information on the personal and professional characteristics of the candidates with a possible indication of their suitability and qualifications to act as independent directors pursuant to the law in force for the time being (and/or pursuant to the Ethical Codes relating to company governance promoted by companies managing regulated markets that may have been adopted by the Company), together with a declaration by the same candidates confirming their satisfaction of the pre-requisites laid down by the laws and regulations in force for the time being and by the Articles including those concerning propriety and, where applicable, independence and their acceptance of the candidacy and the office if elected;
- (d) any other additional or different statement, information and/or document required by the legal and regulatory provisions in force at the time.

If these obligations are not fulfilled, the list is deemed as not presented.

The vote of each shareholder is given to a list and therefore, automatically, to all candidates on the list, without changes, additions or exclusions.

The election of the Board of Directors takes place as follows:

- (a) the lists that have obtained a percentage of votes less than the half of the percentage required for their presentation are not taken into account;
- (b) all Directors to be elected but one are taken, in the progressive order with which they are indicated in the list, from the list that obtained the highest number of votes;
- (c) the remaining Director to be elected is taken from the list that obtained the second highest number of votes after the one in (b), votes given by shareholders who are not related in any way, not even indirectly, pursuant to the legal and regulatory provisions in force at the time with the shareholders who have presented or voted the list as set forth in (b) above.

In case of parity between lists, priority is given to the list presented by the shareholders with the largest equity investment or, subordinately, by the largest number of shareholders.

If, at the end of the voting, a sufficient number of directors satisfying the pre-requisites of independence laid down by the law in force for the time being has not been elected, the candidate not satisfying such pre-requisites elected as the last on the basis of the numerical order on the list receiving the most votes will be excluded, and such candidate will be replaced by the first candidate not elected

on the same list satisfying such pre-requisites of independence according to the numerical order of the same. The above procedure, if necessary, will be repeated until reaching the number of independent directors to be elected. If, on the completion of such replacement procedure, the composition of the Board of Directors does not comply with the minimum number of directors satisfying the pre-requisites of independence laid down by the law in force for the time being, the replacement will be made by means of resolution passed by the Shareholders' Meeting by a relative majority of the votes represented therein following the presentation of candidacies of persons satisfying the pre-requisites of independence laid down by the law in force for the time being.

Furthermore, if, at the end of the voting and the possible application of the previous paragraph, the composition of the Board of Directors does not comply with the laws and regulations in force for the time being concerning gender equality, the candidate of the gender with highest representation being the last to be elected according to the numerical order of the list receiving the most votes will be excluded and replaced by the first candidate not elected from the same list of the less represented gender according to the related numerical order. This replacement process is repeated until the composition of the Board of Directors complies with the legal and regulatory provisions in force at the time on gender balance. If, on the completion of such replacement procedure, the composition of the Board of Directors does not comply with the laws and regulations in force for the time being concerned with gender equality, the replacement will be carried out by resolution passed by the Shareholders' Meeting by a majority relative to the votes represented therein following the presentation of candidacies of persons belonging to the less represented gender.

If the number of candidates elected on the basis of the lists presented is fewer than the number of directors to be elected, the remaining directors will be elected by the Shareholders' Meeting which will vote by the relative majority of the votes represented therein and in any case in such a way as to ensure the presence of the minimum number of independent directors laid down by the law in force for the time being and to comply with the laws and regulations in force for the time being concerned with gender equality. In the case of a parity of votes between candidates there will be a second ballot between them by means of a further vote of the Shareholders' Meeting, the candidate receiving the most votes being the winner.

If only one list has been presented, the Shareholders' Meeting will vote on it and, if it receives a relative majority of those represented at the meeting, all members of the Board of Directors will be taken from such list in compliance with the laws and regulations in force for the time being including those concerning independent directors and gender equality.

If no list is presented or if a single list is presented and this does not obtain the relative majority of the votes represented in shareholders' meeting or if the entire Board of Directors does not need re-appointing or if it is not possible for any reason to appoint the Board of Directors with the procedures described above, the members of the Board of Directors are appointed by the Shareholders' Meeting with the ordinary procedures and the relative majority of the votes there represented, without application of the list vote mechanism, and in any case in a way to ensure the presence of the minimum number of independent directors required by legal and regulatory provisions as well as compliance with the legal and regulatory provisions on gender balance in force at the time.

With regard to the replacement of Directors, if one or more directors leave office, for any reason, Art. 19 of the Articles of Association requires their replacement to take place as follows.

If the director ceasing to hold office comes from a list other than that which received the most votes, so long as the majority of directors remain those appointed by the Shareholders' Meeting, the Board of Directors will appoint the replacement by means of co-option pursuant to Article 2386 of the Italian Civil Code from the candidates belonging to the same list as the director ceasing to hold office if satisfying the necessary pre-requisites.

If, for any reason, there are no names available and eligible or in circumstances where the director ceasing to hold office had been taken from the list receiving the most votes, the Board of Directors



will appoint the replacement or replacements by co-option pursuant to Article 2386 of the Italian Civil Code without restrictions in the choice between members of the lists presented at the time.

If the law requires the shareholders' meeting to appoint the directors needed to integrate the Board of Directors after the departure of directors, it will proceed in compliance with the provisions that follow.

(a) When it is necessary to replace one or more members of the Board of Directors taken from the list receiving the most votes, the replacement will be made by decision of the Ordinary Shareholders' Meeting, which will pass resolutions receiving the relative majority of the votes represented therein without restrictions in the choice from the members of the lists presented at the time.

(b) If, however, it is necessary to replace a member of the Board of Directors taken from a list other than that receiving the most number of votes, the General Meeting will decide, by votes cast representing the relative majority of the votes represented therein, where possible, between the candidates indicated in the list to which the director to be replaced belongs, who must have confirmed their candidacy in writing at least 10 (ten) days prior to the date scheduled for the Shareholders' Meeting, combined with the declarations relating to the non-existence of causes of ineligibility or disqualification together with the satisfaction of the pre-requisites laid down by the laws and regulations in force for the time being or by the Articles of Association for the office. Where such replacement procedure is not possible, the replacement of the member of the Board of Directors will be carried out by resolution to be passed with the relative majority of the votes represented in the Shareholders' Meeting in compliance, where possible, with rules on the representation of minorities.

The replacements described above must, in any case, be carried out in compliance with the legal and regulatory provisions in force at the time on gender balance and the minimum number of directors meeting the independence requirements required by legal and regulatory provisions in force at the time.

The term of office of the directors appointed by the shareholders' meeting to replace the directors who leave ends at the same time as the directors already in office at the time of their appointment.

If the majority of the directors appointed by the shareholders' meeting leaves, for any reason, the entire board of directors is understood to have left and the meeting to appoint the new Board of Directors must be called urgently by the directors still in office.

The board regularly verifies that its members continue to meet the requirements made by the legal and regulatory provisions in force at the time and by the Articles of Association, including the independence and honourableness requirements, and that there are no causes of ineligibility and forfeiture.

Any director who, after the appointment, ceases to satisfy the necessary or previously declared pre-requisites must inform the Board of Directors immediately of the same. The loss of independence pre-requisites laid down by the law in force applicable to independent directors will result in disqualification from the office, save where such pre-requisites remain satisfied by the minimum number of directors who, according to the law in force for the time being, must satisfy such pre-requisites. Without prejudice to these provisions, if a director does not meet or no longer meets the independence requirements (if this involves the forfeiture according to the provisions above) or integrity stated and required, or there are cause of ineligibility or forfeiture, the Board of Directors declares the forfeiture of the director and carries out their replacement in compliance with the legal and regulatory provisions applicable and that is described above.

With reference to the role of the Board of Directors and of the board committees in the self-assessment, appointment and succession processes of directors, please refer to what is described in Section 7 of this Report.

### 4.3 Composition (pursuant to Art. 123-bis, paragraph 2, letters d) and d-bis) of the Consolidated Finance Law)

At the date of this Report, the Board of Directors of the Company is made up of the following members: Nerio Alessandri, as Chair and Chief Executive Officer, Pierluigi Alessandri, as Deputy Chair, Erica Alessandri, Carlo Capelli, Maurizio Cereda, Francesco Umile Chiappetta, Chiara Dorigotti, Melissa Ferretti Peretti, Vincenzo Giannelli, Maria Cecilia La Manna.

The Board of Directors of the Issuer in office, consisting of 10 members, all with skills, abilities and professionalism appropriate to the tasks entrusted to them, was appointed by the Ordinary Shareholders' Meeting on 7 May 2024 for a period of three years, i.e. until the approval of the Financial Statements for the year ending as at 31 December 2026.

In particular, it should be noted that the majority list (presented by the shareholder TGH S.r.l., at the time holder of 68,000,000 (sixty eight million) shares of the Company corresponding to 33.78% of the share capital) was voted by 70.94% of the share capital with voting rights and all the Directors were selected from it, with the exception of Francesco Umile Chiappetta who was selected from the minority list (submitted by Studio Legale Trevisan & Associati on behalf of a group of investors holding a total of 9,966,667 (nine million nine hundred and sixty six thousand six hundred and sixty seven ordinary shares of the Company, equal to 4.95% of the share capital), which was voted by 28.91% of the share capital with voting rights.

A significant component of non-executive directors (5 of 7) possesses the independence requirements pursuant to the combined provisions of Articles 147-ter, paragraph 4 and 148, paragraph 3, of the Consolidated Finance Law, as well as the Corporate Governance Code.

At the date of this Report, the Chief Executive Officer Nerio Alessandri, the Deputy Chair Pierluigi Alessandri and the Director Carlo Capelli are executive directors. The following directors qualify as non-executive directors: Erica Alessandri, Maurizio Cereda, Francesco Umile Chiappetta, Chiara Dorigotti, Melissa Ferretti Peretti, Vincenzo Giannelli and Maria Cecilia La Manna. Non-executive directors have personal and professional skills capable of ensuring a significant weight in the adoption of board resolutions and ensuring effective management monitoring.

Table 2 in the Annex provides the relevant information on each member of the Board of Directors in office at the date of this Report.

\*\*\*

We provide below a short curriculum vitae for each member of the Board of Directors, which show their competencies and experience in the corporate management area.

#### **Nerio Alessandri**

After training and working as industrial designer, in 1983 he started Technogym, leading its development for more than 30 years, until today (see Chapter 5, paragraph 5.1.5, of the Registration Document). After approximately 20 years of experience in the fitness and the wellness sectors, in 2002, Nerio Alessandri sets up the Wellness Foundation, a non-profit organisation that promotes wellness as a social opportunity for governments, companies and individuals; one of the key projects of the Foundation is the Wellness Valley, which aims at turning the Romagna region into an important district for competencies on wellness and quality of life. He received an honorary degree (*laurea honoris causa*) from the Faculty of Motor Sciences at the University of Urbino, in April 2004, and an honorary degree (*laurea ad honorem*) from the Faculty of Biomedical Engineering at the University of Bologna. Lastly, in February of 2014, he received a Master's Degree *honoris causa* in Business Administration from the CUOA Foundation. His capacities as entrepreneur were recognised also with several awards and accolades at the Italian and international level, among which the appointment as "*Cavaliere del Lavoro*" [Knight of Labour] in 2001, the "*Premio Leonardo Qualità Italia*" [Leonardo Award for

Italian Quality] in 2004 as well as, in 2010, the Guido Carli Award for corporate social responsibility. In addition, in November 2007, the US Chamber of Commerce named Nerio Alessandri as entrepreneur of the year in the economics category.

### **Pierluigi Alessandri**

He co-founded Technogym in 1983 together with Nerio Alessandri, overseeing the development of its manufacturing and property activities for more than 30 years until today (see Chapter 5, paragraph 5.1.5, of the Registration Document). Member of the Board of Directors of the Issuer since 1986. He is also the Chair of the Board of Directors and Chief Executive Officer of TGB S.r.l. (formerly Technogym Building S.r.l.), a role in which, since 2000, he has been supervising and completing the project for the construction of the Technogym Village (see Chapter 6, Paragraph 6.1.4, of the Registration Document). In 2006, he also managed the start and completion of the plant of the Technogym Group in Slovakia (see Chapter 6, paragraph 6.1.4, of the Registration Document).

### **Erica Alessandri**

She graduated in Business Management from the Queen Mary University of London in July 2012. After completing a series of international work and volunteering experiences, she worked for the Luxottica Group from September 2014, first as Global Brand Manager Assistant and then as Junior Product Manager until August 2016. After a short period of experience at Technogym, in January 2018 she started the Master's in Business Administration (MBA) at the INSEAD Business School in France and Singapore, completed in December 2018. Since May 2019 she has been a member of the Board of Directors of TGB S.r.l. and since December 2019 she has also been Director of Wellness Foundation. She lends her support to the Family Office of the family as Business Developer and as Digital Product Manager at Technogym S.p.A.

### **Carlo Capelli**

He graduated in Economics and Commerce from the University of Bologna in 1985. In 1982, he worked at the Credito Romagnolo (now Unicredit) in Ravenna. In 1985, he worked at Barclays Intermediazioni in the asset management sector. In 1986, he joined Arthur Young (now Ernst & Young) as Senior Partner, in charge of the service to customers of budget audits and of the organizational analysis for administrative procedures and management controls. From 1990 to 1994, he worked at the parent company of the Ferruzzi Group/Montedison, with gradually increasing responsibilities, among which Manager in charge of the preparation of the consolidated financial statements of the Ferruzzi and Montedison Group, becoming Manager in charge of the execution of the restructuring plan of the Ferruzzi Group in support of Mediobanca. In 1994, he joined the Trombini Group as Head of Administration, Finance and Control. In 2002, he worked at the Issuer, as Head of Business Development. In 2008, he joined the Board of Directors of the Issuer. He is also a director of Alfin S.r.l. and from 2006 to 2023 of Enervit S.p.A., a company listed on the MTA of Borsa Italiana. Until May 2019 he was the Chief Financial Officer of Wellness Holding (now Alfin S.r.l.); currently he is Chief Corporate Officer at Alfin S.r.l. (former Wellness Holding S.r.l.).

### **Maurizio Cereda**

He graduated in Business Economics at the Bocconi Business University in Milan in 1989. From October 1989 to January 1992, he worked with RASFIN at the primary market desk. On 1 February 1992, he joined the Financial Service of Mediobanca, of which he became an executive in July 1999, before moving on to the position of Central Co-Director and Head of the Equity Capital Markets area on 1 April 2000. In November 2003, he was appointed as a Co-Head of the Coverage and Corporate Finance area, then since March 2006, Central Director and since June, sole director of the Corporate Finance and Coverage Large Corporation area. Appointed Deputy General Manager in May 2007, he was also appointed as a member of the Board of Directors of Mediobanca from 2007 until October 2014. He left his Mediobanca positions at the end of March 2015. He is currently a consultant to entrepreneurs, family offices, companies and financial institutions as well as a promoter and partner

of FIEE, the Italian Energy Efficiency Fund. He also holds the role of director of Nexi S.p.A., Enervit S.p.A., FIEE SGR S.p.A., Wealthness S.r.l. and Nutramis S.r.l.

### **Francesco Umile Chiappetta**

Graduated in Law, with the highest grades and honours, at the La Sapienza University of Rome, he began his professional career in 1983 at CONSOB, holding various positions, including that of head of the Regulatory Office. He was Deputy General Manager of Assonime with responsibility for the corporate law and securities market sector, and subsequently Secretary of the Board of Directors and General Counsel of Telecom Italia S.p.A. and General Counsel and Director of General and Institutional Affairs of Pirelli & C. S.p.A. From 2001 to 2020 he was Chair of the "Company Law Working Group" of Business Europe – The Confederation of European Business. Since 2014, he has sat on the Board of Directors of Armònia SGR S.p.A., of which he became Chair in April 2024. He has been on the Board of Directors of Webuild since April 2024. Over the years he has been a member of the Board of Directors of listed companies such as Pirelli Real Estate, Autogrill and Reply as well as unlisted companies such as Monte Titoli, Camfin and IEO (European Institute of Oncology). Since 1989, he has held courses and seminars on corporate law and corporate governance at leading Italian universities, including Luiss University in Rome, Bocconi University in Milan and Sacred Heart University in Milan. He has published numerous essays on company law and the securities market and, in particular, he is the author of the volume *"Diritto del Governo Societario"* (Corporate Governance Law), in its sixth edition in 2024.

### **Chiara Dorigotti**

After graduating in Business Economics at the Bocconi University in 1993, she worked in London and Paris with Paribas Capital Markets (BNP Paribas Group), dealing with stock market flotations and share and bond issues, becoming head of the Italian market segment. In 2000, she joined the Fininvest Group, reporting directly to the chief executive officer of the holding, working on the development activities of the group and its investees. In 2003, she joined Tiscali S.p.A. as Investor Relations and Corporate Finance Manager, with responsibility for communications with investors, analysts and market authorities, and for overseas funding and development of the company.

In 2011 she joined SEA S.p.A., the second largest airport operator in Italy, carrying out corporate and business development activities; in 2014 she became General Manager and in 2019 Chief Executive Officer of SEA Prime S.p.A., leader in business and general aviation in Italy and the rest of Europe, where she oversaw the re-branding and infrastructural development process at the Linate and Malpensa airport, and a director of Vega SpA, a company specialising in Urban Air Mobility.

She has been an independent director of Enervit S.p.A. since 2017, Chair of the Related Parties Committee and, since 2023, independent director of Brunello Cucinelli S.p.A., Chair of the Appointment and Remuneration Committee and a member of the Control and Risk Committee.

### **Melissa Ferretti Peretti**

She graduated in Economics and Commerce from La Sapienza University of Rome in 1997 with full marks. In the same year she began working at Accenture following several strategic projects, including the acquisition of IP by Agip Petroli. Three years later she joined the dot.com division where she dealt with the launch of various digital start-ups, M&As and MOUs for sales purposes. In 2001 she returned to school, earning an MBA from Bocconi University in Milan and then joining Vodafone as Product Manager. In 2003 she began her career at American Express where she held, over the years, roles of increasing responsibility: in 2009 she was appointed Vice President of Products and Communications, later heading the partnership and CRM. In 2013 she became head of the Small Business segment and in September 2014 she was appointed Vice President, Head of Proprietary Card Services Italy, dealing with the development of the consumer and small business market, also through the launch of co-branded products in Italy. Shortly thereafter, in March 2015, she became CEO of American Express Italia, bringing the market to double-digit growth and greatly accelerating its digital transformation. In 2018 she further expanded her responsibilities by becoming Head of Consumer Business for Germany and Austria and since 2021, following the promotion to Senior Vice President, she has also been

responsible for the Swiss, Middle East and Saudi Arabia markets. She was the main sponsor of American Express' Inclusion & Diversity initiatives and of the Group's projects aimed at increasing female leadership and promoting the presence of women in the company: a commitment that, in 2016, led to her winning the Bellisario Award. In September 2022, she left American Express after 18 years and became the Chief Executive Officer of Google Italy.

### **Vincenzo Giannelli**

He graduated with honours in Business Administration from Bocconi University in Milan in 1988, where he then also obtained a Master's in Corporate Tax Law (CERTI). After his first work experience at Italtel from 1989 to 1994, covering international assignments at Italtel-Siemens in the following three years, in 1998 he became Group Controller and later Chief Financial Officer of the Manuli Rubber Group, then listed. In 2001 he joined Fiat Auto, gradually taking on tasks and holding positions of greater responsibility, up to holding the position of Chief Information Officer from December 2004 until March 2007. From April 2007 to August 2009, he was the Chief Financial Officer of Fiat Powertrain Technologies. From September 2009 to August 2010, he was Chief Financial Officer of Fiat Group Automobiles. From September 2010 to December 2014, he was Chief Financial Officer of the Safilo Group with global responsibility for all corporate functions supporting business development. He subsequently held the position of Chair and Chief Executive Officer at Iveco Defense Vehicles (a company of the CNH Industrial group) where he successfully led a 4-year cycle of restructuring, renewal of the product range and international development culminating in the assignment of multi-year contracts in Europe and the United States. Since 2020 he has been Managing Director of Techedge S.p.A. which, in 2023, following a transformation and rebranding process, took on the new name of Avvale S.p.a., with the role of General Manager of the Avvale Group, an international player in the IT and Digital Transformation consulting sector.

### **Maria Cecilia La Manna**

She graduated in Economics from the University of Bologna in 1988, and in the same year earned an Audit Master's Degree delivered jointly by the University of Bologna and PricewaterhouseCoopers. She has been enrolled in the Register of Chartered Accountants since 1990 and in the Register of Statutory Auditors since 1999. Between 1989 and 1996, she laid the foundations for her professional career working with the auditing company PricewaterhouseCoopers, first as a financial statements auditor and subsequently acquiring experience in the Transaction Services Division in the United Kingdom and Italy, where she strengthened her business and financial background. She went on to work with the Titan International Inc. Group, a company listed on the New York Stock Exchange, as financial director in Italy and later in Europe, where she gained extensive professional experience in acquisition, reorganisation, integration and change management processes and in the disposal of non-strategic assets. In 2004, as Finance Director, she managed the listing process of Titan Europe Plc on the AIM of the London Stock Exchange, in subsequent years holding the position of Chief Operating Officer of the group. In 2005 she led the acquisition of the Italtractor ITM S.p.A. Group, a global player in the field of designing, production and distribution of components for farming, mining and construction machinery and from 2007 was the group's Chief Executive Officer.

She is currently Deputy Chair of Titan ITM Holding S.p.A., a group that includes the Italtractor ITM S.p.A. Undercarriage Division and the Titan Italia S.p.A. Since 2016, she has been a member of the Board of Directors of Technogym S.p.A. as independent Director and Chair of the Control, Risk and Sustainability Committee. Since 2020, she has been a member of the Board of Directors of Brunello Cucinelli S.p.A. as Independent Director and Chair of the Control and Risk Committee. Since December 2024, she has been a member of the Board of Directors of Comau Group S.p.A. as an Independent Director.

For specific skills in the field of sustainability, please refer to Sustainability Reporting 2024, Paragraph "Sustainability Governance".



### ***Diversity policies of the Board and corporate organisation***

In compliance with the provisions of Recommendation No. 8 of the Corporate Governance Code, on 7 March 2022, the Board of Directors, with the favourable opinion of the Appointment and Remuneration Committee expressed on 15 February 2022, approved the diversity policy of the Board of Directors and the Board of Statutory Auditors (the “**Diversity Policy**”) with the aim of providing criteria and indications, albeit not binding, regarding the composition of the management and control bodies, in order to guarantee a diversified and inclusive composition of their corporate bodies, in line with applicable laws and regulations, as well as the Articles of Association, the Code and the values that have always distinguished Technogym.

The Policy provides indications, in the form of non-binding examples, regarding aspects related to the diversity of the composition of the Board of Directors and Board of Statutory Auditors, in order to ensure an effective and functional performance of the tasks and responsibilities entrusted to the corporate bodies, taking into account the nature and complexity of the Company's activities, as well as the fundamental principles that underpin the corporate philosophy.

The Diversity Policy is published on the Company's website at <https://corporate.technogym.com/en/governance/reports-and-documents#2022>.

On 17 February 2023, subject to opinion in favour from the Appointment and Remuneration Committee and also taking into account the provisions of Recommendation No. 8 of the Corporate Governance Code, the Board of Directors approved the Diversity and Inclusion Policy for the entire company organisation (“**D&I Policy**”), establishing the general principles of a proactive approach to diversity and inclusion, aimed at contributing firmly and proactively to the continuous and constant improvement of company practices through respect for the individual, the protection of work, diversity and equal opportunities, promoting the well-being of employees, social development and the working environment, also in order to create value for stakeholders and for the entire community.

The D&I Policy is published on the Company's website at <https://corporate.technogym.com/en/governance/reports-and-documents#2023>.

Furthermore, the Company's Code of Ethics clarifies Technogym's commitment to guaranteeing a working environment without racial, cultural, ideological, sexual, physical, moral, religious, or other discrimination and to offering equal opportunities on equal terms. At all stages of the employment relationship, the Group constantly pays attention to respect for diversity and equal opportunities and to the prevention of all types of discrimination, as described in the Sustainability Reporting, to which reference is made for all additional information.

### ***Maximum number of directorships that may be held at other companies***

In application of the recommendations contained in application criterion 1.C.3 of the Self-Governance Code (as proposed in Recommendation No. 15 of the Corporate Governance Code for “large” companies), on 6 March 2017, the Board of Directors approved a document which expresses the guidelines of the Technogym Board of Directors regarding the maximum number of offices that the relative members can hold in the management and control bodies of other large companies, in order to ensure that interested parties have adequate time available to guarantee an effective fulfilment of the role they hold on the Company's Board of Directors.

The Directors of the Company promptly notify the legal and corporate affairs function and the Chair of the Board of Directors and of the Board of Statutory Auditors of any changes in the positions they hold in the management and control bodies of other large companies. If the limits indicated are exceeded, the Directors promptly inform the Board, which assesses the situation in the light of the interest of the Company and invites the Director to take the necessary decisions.

The Board of Directors, on the basis of the information provided by its members, records and discloses in the annual Report on Corporate Governance and Ownership Structure the positions held by the Directors of the Company in the board of directors and board of statutory auditors of other large companies<sup>(1)</sup>.

The Executive Directors of the Company cannot hold:

- a. more than 3 Executive Director positions in large companies; and
- b. more than 5 positions as Non-Executive Director and/or Standing Auditor in large companies.

The Non-Executive Directors of the Company cannot hold:

- a. more than 4 Executive Director positions in large companies; and
- b. more than 7 positions as Non-Executive Director and/or Standing Auditor in large companies.

The positions indicated in the previous paragraphs do not include those held in companies controlled, directly and/or indirectly by the Company, or affiliated to this, or controlling the Company or exercising on it direction and coordination activities. In addition, the positions held in different companies within the same group are considered a single mandate.

The Board of Directors may grant derogations (even on a temporary basis) to the above limits to the number of positions held. In granting these derogations, the Board of Directors shall take into account the following:

- a. the specific characteristics of the positions occupied by the director in question, as well as the nature and the size of the companies in which such positions are held;
- b. the commitment required by (i) any professional activity carried out by the director in question and (ii) any office in an association held by the director;
- c. the commitment required of the director in question in the Board of Directors of the Company (with special reference to the case of a Non-Executive Director who does not sit on any Committee).

Any derogation thus granted by the Board of Directors shall be reported in the annual report on corporate governance and ownership structure.

We note that, at the date of this Report, there were no cases of “cross-directorship”: in fact, the Chief Executive Officer of Technogym, Nerio Alessandri, does not hold administration positions in companies outside the Group in which another director of Technogym is Chief Executive Officer. This Report contains, as an attachment, the list of all the offices held by the Directors in other companies at the date of this Report, according to the criteria established in the aforementioned document, which are therefore complied with.

---

<sup>(1)</sup> By "large companies" we intend: (i) companies with shares listed in regulated markets, in Italy and abroad; (ii) banking, insurance or financial companies, in Italy and abroad, with financial companies defined for the purposes of this guideline as financial intermediaries pursuant to Art. 106 of Italian Legislative Decree No. 385 dated 1993 (Consolidated Banking Law, TUB) and companies carrying out activities and services of investment or collective asset management pursuant to Italian Legislative Decree No. 58 dated 1998 (Consolidated Finance Law, TUF), being understood that, in the case of foreign companies, an assessment of substantial equivalence is required; (iii) other companies, in Italy and abroad, with shares not listed in regulated markets and that, even operating in sectors other than those indicated under b) above, have net assets above Euro 10 billion.

#### **4.4 Operation of the Board of Directors (pursuant to Art. 123-bis, paragraph 2, letter d) of the Consolidated Finance Law)**

Pursuant to Art. 20 of the Articles of Association, the Board of Directors elects from among its members a Chair, unless this is done by the Shareholders' Meeting, and a Secretary, who may or may not be a member. The Board of Directors may also appoint a Deputy Chair.

Pursuant to Art. 24 of the Articles of Association the Board of Directors may appoint one or more Chief Executive Officers, with joint or individual powers, and grant other directors special powers and, after hearing the Board of Statutory Auditors, set their remuneration. In addition, it may appoint one or more General Managers, setting their powers, or grant special power of attorney.

Lastly, the Board of Directors may appoint an Executive Committee pursuant to Art. 2381 of the Italian Civil Code, setting the number of members and their duration in office.

Pursuant to Art. 25 of the Articles of Association, the Board of Directors, after mandatory opinion of the Board of Statutory Auditors, appoints the Financial Reporting Manager, granting this appropriate resources and powers for the execution of their tasks, sets their remuneration and resolves on their revocation.

The Board of Directors meets regularly: in 2024 it met seven times in total. The average meeting length was approximately three hours, with attendance by directors above 91% and that by independent directors above 81%. At least 7 meetings have been scheduled for 2025 (3 of which had already been held at the date of this Report).

The Board of Directors will meet in the place designated in the Notice of Calling in the Company's Registered Office or outside the municipality in which the Registered Office is located in Italy or abroad, including outside the European Union, whenever the Chair of the Board of Directors considers it necessary or appropriate or if the latter receives a written request to call the meeting by the Board of Statutory Auditors, by any of the permanent members of the Board of Statutory Auditors or by at least 3 directors and such request contains an indication of the business to be dealt with.

Without prejudice to the powers reserved by the legal and regulatory provisions in force at the time to the Board of Statutory Auditors and to each Standing Auditor, the call is made by the Chair of the Board of Directors. The call notice is sent by registered mail, telegram, fax, email, or by hand, or with any suitable means, at least 3 days before the meeting, to the domicile of the directors and standing auditors. In cases of urgency the calling may be carried out by means of registered letter, by hand, telegram, fax, electronic mail or any other appropriate means at least 1 day prior to the meeting. In the absence of a formal call, the meeting of the Board of Directors is deemed duly established when all directors in office and all Standing Auditors are present.

The presence of the majority of Directors holding office is required for the resolutions of the Board of Directors to be deemed valid. The resolutions are made by absolute majority of the Directors in attendance. In the event of a tied vote, the vote of the Chair of the Board of Directors will serve as tie breaker.

The Chair of the Board meeting may invite professionals or other parties to the meeting, in an advisory capacity. In 2024, the Financial Reporting Manager in office at the date of the meeting participated in six of the seven meetings of the Board of Directors. The Manager of the Investor Relations function as well as the Chief People Officer and the Chief Revenue Officer were also invited to attend certain meetings of the Board of Directors; these last two executives attended a number strategic business meetings, providing their contribution and participating in board discussions. At the invitation of the Chair, other Company managers directly interested and involved in the discussion of certain meeting agenda items, in particular regarding the approval of the Business Plan, also attended the board meetings.



If the call notice indicates it or if all directors are present, the meetings of the Board of Directors may be duly held in video-conference or audio-conference, provided all participants can be identified by the chair of the meeting and other participants, all participants can follow the discussion, intervene in real time, and exchange documents on the topics under discussion and all of the above is recorded in the corresponding minutes. If the above conditions are satisfied the meeting of the Board of Directors will be deemed to have been held in the place where the Chair and Secretary of the meeting are present.

The meetings of the Board of Directors are chaired by the Chair of the Board of Directors. In the event of absence or inability to act of the Chair of the Board of Directors, the meeting will be chaired by the Deputy Chair or, in the event of the latter's absence or inability to act, by the director chosen by the absolute majority of the directors present. The minutes of the meetings of the Board of Directors are drafted, approved and signed by the meeting Chair and by the Secretary, and transcribed in the corporate records as prescribed by law. The vote cannot be given by proxy.

In order to comply with the provisions of Recommendation No. 11 of the Corporate Governance Code, the Board of Directors, during the meeting of 30 June 2021, approved the regulations of the Board of Directors which define the rules for the functioning of the Board and its committees, including the procedures for taking meeting minutes and the procedures for the management of the disclosure to the Directors (the **"Regulation of the Board of Directors"**).

Art. 7 of the Regulations of the Board of Directors, entitled *"Documentation submission"* indicates that any supporting documentation relating to board meetings as well as the information necessary to allow the Directors to express themselves with knowledge of all the matters subject to resolution be provided to the directors no later than the third day preceding the meeting. For the financial year 2024, and at the date of this Report, the aforementioned deadline has always been met. It should be noted, however, that (i) for the Board of Directors' meeting on 9 May 2024, the Board of Directors received the notice and documentation on 7 May 2024, following the meeting of the Shareholders' Meeting, held on the same day, which appointed the new Board of Directors; (ii) the Board of Directors' meeting convened on 2 August 2024 received the periodic report of the Control, Risk and Sustainability Committee on 1 August 2024, the date on which the results of the meeting of the Committee held on the same day were incorporated into the document.

The meeting minutes are drawn up objectively, impartially and transparently by the Secretary in a timely manner and such that they reflect the results of the Board meetings. A copy of the meeting minutes, once signed by the Chair and the Secretary, is made available to the Directors and Statutory Auditors in the special repository dedicated to sharing documents in support of the meetings of the Board of Directors.

In general, the meetings of the Board of Directors and of the Committees are held in a spirit of complete and honest collaboration, promoting quality dialogue and decision-making processes, and a solid due diligence process that takes account of top management's decisions and innovative ideas. The decision-making processes are effective and thorough, and the result of thoughtful and conscious choices.

#### 4.5 Role of the Chair of the Board of Directors

Pursuant to Art. 20 of the Articles of Association, if the Meeting has not done so, the Board of Directors, in the first meeting following its appointment, elects a Chair, and possibly a Deputy Chair from among its members.

Pursuant to Art. 26 of the Articles of Association, the Chair of the Board of Directors and, in the case of their absence or impediment, the Deputy Chair, legally represents the Company before third parties and in court, with the right to commit the Company and lodge actions and legal and administrative petitions in any instance and also for revocation and Court of Cassation proceedings or before arbitrators (of any type whatsoever) and to appoint, for that purpose, arbitrators, lawyers and special attorneys to appear before the court, also determining their remuneration.

The Chair oversees the Meeting (with full powers to regulate its work) and convenes and oversees the Board of Directors, playing a role in coordinating the functions of the management body. They also ensure that adequate information - both from a qualitative and a quantitative point of view - on the agenda items is provided to all the Directors, in order to allow the Board to express itself with knowledge of the matters submitted to its evaluation and approval, as well as organises and coordinates the work of the Board of Directors.

Since the Shareholders' Meeting which appointed him on 7 May 2024 (as well as up to the Shareholders' Meeting and also as at the date of this Report), the role of Chair of the Board of Directors has been held by Nerio Alessandri. In order to ensure continuity in the management and especially in consideration of the skills and in-depth knowledge of the Company of which he is the founder and controlling shareholder, on 9 May 2024, the Board assigned to Mr. Alessandri also the position of Chief Executive Officer of the Company, conferring on him the powers listed in the following Paragraph 4.6 of this Report. At the date of this Report, the Chair of the Board of Directors (and Chief Executive Officer) is therefore the main person responsible for the management of Technogym.

Also with reference to the Financial Year, the Chair of the Board of Directors carried out the tasks envisaged for this role by the Corporate Governance Code or ensured, also availing himself of the support of the Secretary of the Board of Directors, as well as of other corporate functions, as warranted: (i) that the pre-meeting information and complementary information provided during the meetings was suitable to allow the directors to act in an informed manner in the performance of their role; (ii) that the activity of the Committees was coordinated with the activity of the Board; (iii) that the executives of the Company and those of the other Group companies, responsible for the competent corporate functions according to the matter, attend the Board meetings, also at the request of individual Directors, in order to provide appropriate in-depth information on the agenda items; (iv) the adequacy and transparency of the self-assessment process of the Board of Directors and the Committees as required by the Code, with the support of the Appointment and Remuneration Committee.

In consideration of the in-depth knowledge of the trends and the organisation of the Company by the Directors who have now been in office for several years, in 2024, specific induction activities were not organised, with the exception of those conducted for Director Chiappetta, elected for the first time by the Shareholders' Meeting of 7 May 2024. However, to coincide with Board meetings and meetings of the Committees, initiatives were also organised for induction purposes.

The Chair also ensures that the Board of Directors is informed, by the first possible meeting, of any significant contents of dialogue conducted with shareholders.

### **Secretary of the Board of Directors**

Art. 8 of the Regulations of the Board of Directors, entitled "Secretary", provides that the Board of Directors, on the proposal of the Chair, will decide on the appointment and dismissal of the Secretary of the Board. Pursuant to the provisions of the Articles of Association, the Secretary can also be selected from outside the members of the Board of Directors.

The Secretary supports the activities of the Chair and provides assistance and advice, with impartiality of judgement, to the Board of Directors on any relevant aspect for the proper functioning of the corporate governance system.

In particular, the Secretary supports the Chair: (i) in the obligations associated with the convening, organisation and conduct of meetings and the provision of the necessary documentation for the conduct of the meetings; and, (ii) in order to ensure that (a) the activity of the Committees is coordinated with the activity of the Board of Directors; (b) all Directors can participate, after their appointment and during the Board's mandate, in specific induction activities, and, (c) the self-assessment process is adequate and transparent.

In any case, pursuant to the Art. 8 of the Regulation of the Board of Directors above, the Secretary must meet the necessary requirements of professionalism and have adequate experience in the field of law concerning listed companies and regulated markets.

In compliance with the provisions of the Regulations of the Board of Directors (as well as Recommendation No. 18 of the Corporate Governance Code), the Board of Directors on 09 May 2024 confirmed the appointment of Chiara Benvenuto, J.D., as Secretary of the Board, as she met the professionalism requirements indicated above and in consideration of the experience honed in the field of law concerning listed companies and regulated markets.

#### **4.6 Delegated bodies**

Art. 24 of the Articles of Association gives to the Board of Directors the power to delegate, within the limits set forth in Art. 2381 of the Italian Civil Code, some of its powers to one or more of its members, specifying their powers and, after hearing the opinion of the Board of Statutory Auditors, the corresponding remuneration.

In addition, the Board of Directors may appoint one or more general managers or grant special power of attorney for individual actions or categories of actions, specifying the corresponding powers, which may include the power to represent the company, and any fee. The Board of Directors elects from among its members a chair and, possibly, a Deputy Chair, unless this has been done by the Shareholders' Meeting.

The delegated bodies ensure that the organisational, administrative and accounting structure is appropriate to the nature and the size of the Company and report to the Board of Directors and the Board of Statutory Auditors, at least every 3 months, on the general operating performance and on its foreseeable evolution as well as on the transactions of greater relevance, owing to their size or characteristics, carried out by the Company and by its subsidiaries.

The Issuer believes that, as described below, the attribution of the powers of the Chair and Chief Executive Officer Nerio Alessandri (who holds, indirectly, through Oiren S.r.l., a company he fully owns, an equity investment with 75% of the voting rights in THG, the company that directly controls the Issuer), the Deputy Chair Pierluigi Alessandri (who holds, indirectly through a fully owned company, an equity investment equal to 25% of the voting rights in THG, the company that directly controls the Issuer) and the member of the Board of Directors, Carlo Capelli (who is an employee of Alfin S.r.l., a company imputable to Nerio Alessandri) should not deviate from the provisions of Article 2 of the Corporate Governance Code, in the section concerning the composition of the corporate bodies.

#### **Chief Executive Officer and Chair of the Board of Directors**

- On 7 May 2024, the Shareholders' Meeting nominated and appointed Nerio Alessandri (who holds, indirectly, through a wholly-owned company, an equity investment equal to 75% of the voting rights in the Company that directly controls the Issuer) as Chair of the Board of Directors until the approval of the financial statements as at 31 December 2026. On 9 May 2024, the Board of Directors appointed the Chair as Chief Executive Officer. He was chosen by virtue of his role as founder and his central role in corporate management and in defining the related strategies and medium- to long-term objectives, regarding his in-depth knowledge of the business, as no obstacles were seen to the Chair carrying out his role of coordination of Executive and Non-Executive Directors, or to his role of effective oversight of the operations of the Board (Principle 10 of the Corporate Governance Code). The Shareholders' Meeting also delegated to him - up to the date of approval of the Company's Financial Statements at 31 December 2026 - all powers of ordinary administration, in any case within the limits set by the law, including the limits set by Art. 2381 of the Italian Civil Code, related to the taking of commitments and the execution of payments up to Euro 25,000,000 (twenty-five million), or its equivalent in another currency, for each individual transaction, unless otherwise specifically required below, and that do not pertain exclusively to the Board of Directors, as well as all powers

identified below, with the limits set for each, to be exercised severally and with the broadest powers to grant mandates and special and general powers of attorney, investing the proxy and/or attorney with signatory powers, severally or jointly, with all powers necessary, useful or appropriate to ensure the best performance of the Company, including that to sub-delegate:

#### Supervision and coordination

- ❖ Supervision of the correct operation of the corporate governance rules, to report to the Board of Directors, which has exclusive authority on the definition of the corporate governance system;
- ❖ Management and coordination of external relations with institutions, authorities, entities and third parties, in Italy and abroad, and trade associations, in compliance with the current procedure for the internal handling and external communication of documents and information on the Company approved by the Board of Directors and in force at the time (the “**Procedure**”);
- ❖ Management and coordination of the relations with the market, the financial community, the shareholders, the investors and all stakeholders of the Company, in compliance with the Procedure;

#### Strategic management

- ❖ Proposing to the Board of Directors guidelines for the preparation of the strategic, business and financial plans;
- ❖ Proposing to the Board of Directors the operating plan and the annual budget, the approval of which is reserved to the Board of Directors;
- ❖ Verifying, in regular meetings with management, that the operating performance is in line with budget targets and with the strategies defined in the plans;
- ❖ Carrying out all transactions and activities planned in the budget approved by the Board of Directors, according to the limits and the procedures there specified;
- ❖ Establishing, acquiring, selling or transferring (at any title and under any form), and acquire or establish rights in rem and/or use, securities, encumbrances, restrictions or rights of third parties of any type (also in rem) on equity investments or interests, also controlling interests, in companies, other legal persons or other entities, and business units, to offer and accept them as collateral, to carry out transactions according to current practices on the stock market and the securities market in general, for an amount not exceeding Euro 25 million (twenty-five million), or its equivalent in other currency, for each individual transaction, with the exception of the provisions below on real estate companies;

#### Operating management

- ❖ Acquiring the use of goods and services instrumental to the management of the activity of the Company and the Group headed by it (“**Group**”), also by drawing up agreements, including, merely by way of example, agreements of sale, lease (also of duration exceeding 9 (nine) years) of any kind, rental, charter, loan, lease, exchange, contracts for work, contracts and services, shipping, transport, subcontracting, storage, administration, brokerage and any other agreement having as object the supply of work or services for an amount not exceeding Euro 25,000,000 (twenty-five million), or its equivalent in another currency, for each individual transaction, with the exception of the provisions on real property transactions below;

- ❖ Selling and exporting the products of the Company and the Group, also guaranteeing the correct management of trade credit, also concluding supply framework agreements with expected sales not exceeding Euro 25,000,000 (twenty-five million), or its equivalent in another currency, per year;
- ❖ Signing contracts and/or confidentiality agreements;
- ❖ Carrying out purchases and sales of tangible or intangible fixed assets for an amount not exceeding Euro 10,000,000 (ten million), or its equivalent in another currency, for each individual transaction;
- ❖ Carrying out transactions for the purchase of ownership rights or rights of use of brands, patents, designs, domain names or other intellectual property rights of any nature on the same, or any deed of disposal on brands, patents, designs, domain names or other intellectual property rights or purchase or establishment of rights in rem and/or of use, guarantees, encumbrances, restrictions or rights of third parties of any type (also in rem) on the same, for an amount not exceeding Euro 10,000,000 (ten million), or its equivalent in another currency, for each individual transaction, with the exception of the provisions below;
- ❖ Transactions to grant licences or other rights of use of brands, patents, designs, domain names or other intellectual property rights of any nature, for an estimated amount not exceeding Euro 10,000,000 (ten million), or its equivalent in another currency, for year each;
- ❖ Carrying out real estate transactions of any type, including the purchase and/or sale and/or transfer (at any title and under any form) of property, the purchase or establishment of rights in rem and/or use on the property (including lease, rent or loan agreements, with duration that may exceed 9 (nine) years) and/or the purchase or establishment of guarantees, encumbrances, restrictions or rights of third parties of any type (also in rem) on these, the establishment and/or purchase and/or sale and/or transfer (at any title and under any form) of, and the purchase or establishment of rights in rem and/or use, guarantees, encumbrances, restrictions or rights of third parties (also in rem) of any type on equity investments or interests, controlling and not, in real estate companies, for an amount not exceeding Euro 10,000,000 (ten million), or its equivalent in another currency, for each individual transaction or, in the case of lease agreements, for an amount not exceeding Euro 2,000,000 (two million) a year;
- ❖ Signing and terminating insurance contracts against risk of any type, with power to carry out whatever is necessary for their management, renewal, amendment, etc.; settling claims and collect the corresponding indemnities, issuing receipts and discharges;
- ❖ Signing agreements for the distribution of the products of the Company and the Group, by way of example, but not limited to, franchising, agency and referral agreements (i) with expected sales not exceeding Euro 15,000,000 (fifteen million) per year each, or its equivalent in another currency, if concluded with companies outside the Group and (ii) with expected sales also exceeding the limit per point (i) if entered into with companies of the Group; paying taxes, duties and charges, ask for their repayment and collect it, issuing a receipt, and arrange payments to social security agencies in the public sector;
- ❖ Giving consulting assignments to third parties for an amount not exceeding Euro 5,000,000 (five million), or its equivalent in another currency for each individual transaction;

#### Financial management

- ❖ Signing, amending and terminating mortgage and loan agreements, credit lines, factoring agreements, loans in general, financial leases in the different forms available, to be repaid even after 9 (nine) years, or other financial activities with principal not exceeding Euro



25,000,000.00 (twenty-five million), or its equivalent in another currency, for each individual transaction;

- ❖ Giving personal guarantees and sureties and accept bills for an amount not exceeding Euro 10,000,000.00 (ten million), or its equivalent in another currency, for each individual transaction;

#### Communication, marketing and promotional activities

- ❖ Specifying, managing and coordinating the internal and external communication, in compliance with the Procedure;
- ❖ Managing and coordinating relations with the press and the media in compliance with the Procedure;
- ❖ Supervising marketing and promotion activities, by concluding and terminating agreements for the purposes of communication, advertising and sales promotion, including, merely by way of example but not limited to, work and service contracts, sponsorship, sale, merchandising, contracts for the purchase and granting of rights to use images, leases and other agreements aimed at the organisation of events, for an amount not exceeding Euro 5,000,000 (five million), or its equivalent in another currency, for each individual transaction;

#### Intellectual property rights, authorisations and licences

- ❖ Carrying out all acts deemed necessary, useful or appropriate to apply for, obtain and renew patents, designs, trademarks, domain names or other intellectual property rights; to sign all deeds necessary for the exercise of the powers conferred; appointing for this purpose agents specialised in patents or other intellectual property rights, in Italy and abroad, providing them with the corresponding mandates;
- ❖ Carrying out, at government agencies, entities and public and private offices, in Italy and abroad, all acts and transactions necessary to obtain concessions, licences, authorisations in general; conclude and sign regulations, conventions, acts of submission and any other act in preparation for those measures; fulfilling all corresponding requirements, including those related to tax rules, manufacturing and consumption taxes, duties and monopoly rights;
- ❖ Submitting applications and carrying out, at any public or private office, in Italy and abroad, any act deemed necessary, preparatory, functional, or in any case related, to registering, amending, renewing, and terminating patents, designs, trademarks, domain names or other intellectual property rights;
- ❖ Conferring and withdrawing consulting mandates to experts on intellectual property for the purposes of the procedures required for the filing and renewal of all intellectual property rights of the Company, such as trademarks, patents, designs and domain names;
- ❖ Conferring and withdrawing consulting mandates to consultants and solicitors on intellectual property for administrative and judicial protection and in all proceedings aimed at invoking the active and passive legal capacity, in Italy and abroad, to invoke all intellectual property rights of the Company;

#### Human resources

- ❖ Submitting to the Board of Directors general policies on the organisation and management of human resources;
- ❖ In execution of the remuneration policy approved by the Board of Directors, establishing, amending and terminating the employment contracts of employees and executives, carrying

out all management activities concerning hiring, promotion, firing, disciplinary measures, decisions on powers and financial conditions, transfers and secondments at other companies of the Group, without prejudice to the proposal and advisory functions of the appointment and remuneration committee;

- ❖ Signing, amending and terminating company agreements with trade unions and workers' associations;
- ❖ Managing the human resources policy of the Company, the human resource development plans and the career plans, executing the remuneration policy approved by the Board of Directors;
- ❖ Appointing and dismissing the person handling and coordinating the relations with the shareholders ("Investor Relator");

### Representation

- ❖ Representing the Company in front of any judicial, administrative, tax, ordinary and special authorities in any procedure, at any level and in any court, as well as in front of mediation bodies, with power to sign petitions, appeals, negotiated settlement requests pursuant to Italian Legislative Decree No. 218 of 19 June 1997, as amended, verbal and written requests for exemptions and refunds, for any object, initiating and supporting actions in civil, criminal, and administrative proceedings of any kind, including actions for the granting of relief, actions brought to enforce a judgement, actions brought to enforce bills of exchange, joining in civil proceedings, and bankruptcy proceedings, compositions with creditors and moratorium and receiverships, attending to the corresponding formalities and therefore also to the issues of special power of attorney to solicitors, representatives *ad litem*, mediators, experts and arbitrators, choose a domicile, settle in arbitrated proceedings, in and out-of-court, any dispute in which the Company has an interest;
- ❖ Proposing and validly signing settlements, both in and out of court, and conciliation minutes also pursuant to Art. 48 of Italian Legislative Decree No. 546 of 31 December 1992, as amended, provided the charge for the Company does not exceed Euro 5,000,000 (five million), or its equivalent in another currency, for each dispute;
- ❖ Representing the Company in any tax dispute or question, in front of all authorities and offices, including tax courts, customs and boards of experts;
- ❖ Representing the Company in Italy and abroad in its relations with the competent authorities, administrations and public bodies, public and private offices, banks and financial institutions and investors;
- ❖ Representing the Company in front of trade unions and corporate organisation in general, economic and trade associations and consortia;
- ❖ Representing the Company in the ordinary and extraordinary Shareholders' meetings of other companies of which the Company is a shareholder, exercising the corresponding voting rights, exercising the other rights pertaining to the Company as a shareholder of the investees and to issue statements concerning the direct and indirect equity investments of the Company and their changes;

### Powers of the Deputy Chair

- ❖ All powers that the Board has granted the Chair, in the alternative, in the case of absence and/or impediment of the latter.

In exercising the powers granted, the Chair and Chief Executive Officer will have the power to negotiate, agree, sign, conclude, renew, terminate, rescind and amend all agreements and documents related to the powers granted. The Chair must follow the relevant procedures approved by the Board of Directors, including the procedure for transactions with related parties.

### **Executive Committee**

Pursuant to Art. 24 of the Articles of Association, the Board of Directors may also decide to establish an Executive Committee consisting of some of its members.

At the date of this Report, no Executive Committee has been established.

### **Disclosure to the Board of Directors by the directors/delegated bodies**

In compliance with statutory and regulatory provisions, Art. 24 of the Articles of Association requires the delegated bodies to report to the Board of Directors and the board of statutory auditors, at least once every 3 months, on general operations and their foreseeable evolution, as well as on the transactions of greater relevance, in terms of size or characteristics, carried out by the Company and its subsidiaries.

The Articles of Association also provide for the directors to report promptly, at least once a quarter, to the Board of Statutory Auditors on the activity carried out and the transactions of greater relevance, in economic and financial terms, carried out by the Company or its Subsidiaries and, in particular, on the transactions in which these have an interest, on their own behalf or on behalf of third parties, or that are influenced by the party who possibly exercises direction and coordination. The information will be provided normally at the meetings of the Board of Directors. When it is considered appropriate in particular circumstances, the information may be provided to the Chair of the Board of Statutory Auditors in writing.

To allow the Directors to gain in-depth knowledge of corporate processes and operations, during the Financial Year, managers of the Company were invited to take part in the meetings of the Board of Directors, the Appointment and Remuneration Committee, the Control, Risk and Sustainability Committee and the Board of Statutory Auditors.

## **4.7 Other Executive Directors**

In line with the recommendations of Art. 2 of the Corporate Governance Code, the Board of Directors of the Issuer includes both Executive and Non-Executive Directors. The number and standing of Non-Executive Directors are such that their opinion carries a significant weight in the decision-making process of the Board and their specific competencies and their professionalism make a significant contribution to the discussions of the board, ensuring that decisions are taken in the interest of the company.

At the date of this Report, the Chief Executive Officer Nerio Alessandri, the Deputy Chair Pierluigi Alessandri and the Director Carlo Capelli are Executive Directors.

### **Powers of the Deputy Chair**

On 9 May 2024, the Deputy Chair, Pierluigi Alessandri, was assigned to manage the General Services and Facility Management areas, including property management. He has been granted all powers of ordinary administration for the management of these services, areas and activities, within the limits of law, including the limits set forth in Art. 2381 of the Italian Civil Code, on the assumption of commitments and the execution of payments up to Euro 10,000,000 (ten million), or its equivalent in another currency, for each individual transaction, with the exception of the provisions below, provided they are not assigned exclusively to the Board of Directors, as well as all powers specified below, within the limits set for each power, with individual signature and with the broadest power to grant



mandates and special and general powers of attorney, investing proxies and/or attorneys with signatory powers, separately or jointly, with all powers necessary, useful or appropriate to ensure the best performance of the Company, including the power to sub-delegate. Merely by way of example, the Deputy Chair, Pierluigi Alessandri, has therefore been granted, in the General Services, Facility Management and property areas, to:

- ❖ carry out real estate transactions of any type, including, by way of example, the purchase and/or sale and/or transfer (at any title and under any form) of property, the purchase or establishment of rights in rem and/or rights of use (including lease, rent or loan agreements, with duration that may exceed 9 (nine) years) and/or the purchase or establishment of guarantees, encumbrances, restrictions or rights of third parties of any type (also in rem), the establishment and/or purchase and/or sale and/or transfer (at any title and under any form), and the purchase or establishment of rights in rem and/or use, guarantees, encumbrances, restrictions or rights of third parties of any type (also in rem) on equity investments or interests, controlling and not, in real estate companies, for an amount not exceeding Euro 5,000,000 (five million), or its equivalent in another currency, for each individual transaction or, in the case of lease agreements, for an amount not exceeding Euro 2,000,000 (two million) a year;
- ❖ supervise the maintenance of the real estate used and/or held by the Company at any title, signing all necessary or appropriate agreements, including work and service contracts, agreements for the supply of goods or services and/or any other agreement that may be functional to the management of movable and/or immovable property of the Company, excluding agreements concerning machinery, systems and/or equipment to be used in the production process;
- ❖ create and discharge pledges, mortgages and real guarantees on the movable and immovable property of the Company (with the exception of the equity investments or interests held in companies other than real estate companies, for companies or business units and brands, patents, designs, domain names or other intellectual property rights), for an amount not exceeding Euro 5,000,000 (five million), or its equivalent in another currency, for each individual transaction;
- ❖ manage the corporate gym, located in Via Calcinaro No. 2861, Cesena, and the area known as “Wellness Center” and its appurtenances, and therefore to negotiate, agree, sign, conclude, renew, terminate, rescind and amend all those agreements, including purchase, exchange, free loan, rental, lease, work and/or service contracts, etc., aimed at managing the activity of the gym and at providing fitness and wellness services, both to the employees of the Company and to the third parties granted access to the “Wellness Center”;
- ❖ carry out any activity necessary, useful or appropriate to provide customer and supplier reception, gardening and cleaning services, concluding the corresponding agreement;
- ❖ prepare, sign and submit any deed, document, form, card, register, sign the SCIA [*Segnalazione Certificata Inizio Attività*, Certified Announcement of the Commencement of Business] forms and fulfil all administrative requirements to ensure that the offices, the Wellness Center and the other buildings, including those for industrial uses, comply with fire prevention regulations.

The Deputy Chair was also granted all powers that the Board has granted the Chair, in the alternative, in the case of absence and/or impediment of the latter.

In the area of environmental protection and public safety, the Deputy Chair has been granted all powers to implement and guarantee compliance with and fulfilment of all legal and regulatory requirements (including, merely by way of example but not limited to, Italian Legislative Decree No. 152 of 3 April 2006, as amended), as well as of all implementing criteria in this area, in regard to the Technogym Village and any other building or land for which the Company is legally liable, including the

production facilities, as well as buildings or lands (both inside and outside the Technogym Village) private or private for public use, fulfilling all obligations, performing all tasks and functions deriving from this in term of environmental protection and anti-pollution measures, with full independence in the decision-making and expense process. The Deputy Chair will, therefore, merely by way of example, have the following tasks and functions:

- ❖ verify that the sewage of the production facilities, or related to this, is authorised and within the limits in force at the time, arranging the necessary upgrade measures (also technical) and the regular controls, also ensuring their regular maintenance;
- ❖ arrange and supervise the set-up, operation and maintenance of systems, machinery and equipment that generate atmospheric emissions, as well as of emission-reducing systems, ensuring that the legal limits on atmospheric emissions in force are met, ensuring also the appropriate and regular maintenance of the systems, so that the limits set for atmospheric emissions and air quality can be respected;
- ❖ arrange and supervise the waste disposal process (with regular checks on its type) to ensure compliance with the laws and regulations in force at the time and the necessary authorisations; this both under the legal and regulatory aspect (administrative and criminal law) and in regard to the logistic aspects;
- ❖ arrange the appropriate and necessary activities to keep noise levels within the limits specified by laws or municipal regulations and/or any other provision in force at the time, both during the day and at night, regularly checking for changes;
- ❖ to ensure that all administrative requirements made for environmental protection purposes have been met, both before operation (applications, authorisations, concessions and similar) and during operation;
- ❖ promote and ensure the adoption of measures for the protection of the natural environment and in general the respect of the environmental laws and regulations in force and to fulfil the administrative formalities and the technical building activities related to the property and the plants, in compliance with the laws, provisions and procedures in force at the time, using all necessary skills and resources, also financial, in full independence and under their total and exclusive responsibility to ensure the timely, correct and exhaustive application of these laws and regulations, in the interest of the Company, also as owner, lessee or user, at any title, of buildings, systems, machinery, equipment and furnishings, accessories and fixtures;
- ❖ ensure that the disposal of the waste and sewage produced during operation takes place as specified by the necessary authorisations and in the respect of the laws and regulations in force at the time, including the activities and responsibilities related to the recycle or disposal of the products used;
- ❖ negotiate, agree, sign, conclude, renew, terminate, rescind and amend work contracts and/or supply agreements for works that are found to be necessary to correctly manage the assigned tasks in terms of environmental protection and to keep up to code the facilities, buildings and systems;
- ❖ fulfil all necessary requirements for the awarding of the work or supply contracts, including the corresponding work authorisations;
- ❖ carry out any activity, take any decision and implement any initiative to ensure compliance with all laws and regulations and with common principles of prudence in regard to environment protection, in its broadest meaning.

The Deputy Chair may take part in the organisation of the work and the disciplinary measure in this regard, with independent decisional and budgetary power for the initiatives required and by this decided and arranged, including urgent initiatives. The Deputy Chair may, by virtue of the powers granted, with full autonomy, if deemed necessary and/or appropriate, choose employees also specialised, to whom to confer specific functions with related management powers, setting independently the scope of the individual activity and the decision-making and budgetary autonomy. In any case, the Deputy Chair continues to be responsible, both in front of the Company and in front of the control bodies and the Judicial Authorities, for the fulfilment of the obligations so far indicated, related and depending from their powers.

In the exercise of the powers granted (also pursuant to the previous paragraph) the Deputy Chair may negotiate, agree, sign, conclude, renew, terminate, rescind and amend all agreements and documents related to the powers granted. The Deputy Chair must follow the relevant procedures approved by the Board of Directors, including the procedure for transactions with related parties.

The Board of Directors has also delegated to the Deputy Chair all powers to implement and guarantee the compliance with environmental protection and public safety laws and regulations and the fulfilment of all requirements in this field.

In the area of personal data processing, the Board of Directors has also delegated to the Deputy Chair all necessary, useful or appropriate powers to ensure the protection and correct processing of personal data in the context of the Company's business activities, with the power to sub-delegate where possible and appropriate. In particular, and by way of example and without limitation, the following powers regarding the processing of personal data have been delegated:

- ❖ approve and publish the Technogym Group Global Data Protection Policy prepared by the Data Protection Committee with the support of the DPO and Internal Privacy Representatives, so that the Technogym Group guidelines on the processing of personal data are adopted;
- ❖ appoint the Data Protection Officer (or "DPO"), giving him/her the task of covering this role for all the companies of the group;
- ❖ revoke the appointment and replace the DPO where necessary and/or appropriate, pursuing the best interest of the Company;
- ❖ appoint and/or replace Internal Privacy Representatives, identifying them within the following company areas: (i) Digital Security Area; (ii) IT and (iii) Legal, and assigning them the task of acting as permanent members of the Data Protection Committee together with the DPO and the Head of the Internal Audit function, according to the indications already expressed by the Board of Directors by resolution of 7 March 2022;
- ❖ with the support of the Human Resources area, appoint and/or replace the Privacy Managers, identifying them in all those who, based on a principle of accountability, hold the position of area or function manager and who, therefore, due to experience, skills and reliability, provide a suitable guarantee of full compliance with the provisions in force at the time on the processing of personal data, attributing to them the responsibilities and obligations provided for in Regulation no. 679/2016 on the protection of personal data and the subsequent national adaptation legislation (hereinafter, collectively, the "GDPR") in relation to the area in which they exercise their managerial functions, and delegating to them all the necessary or even appropriate powers, so that, in the name and on behalf of the same Company, merely by way of example, each of them shall:
  - prepare, update and disseminate, in the forms required by the applicable laws, the disclosures on personal data processing and ensure, if required, the collection of any consent necessary for personal data processing;

- appoint the person(s) in charge of processing, who will operate under their direct authority, as well as, if necessary, the manager(s) of a unit for which the scope of the processing that the operators of the unit are allowed to carry out is identified, to give them the necessary instructions to ensure they operate in the respect of the laws and regulations in force at the time and to train them;
- prepare and sign, with the support and approval of the Internal Privacy Representatives and/or the DPO, contracts relating to the processing of personal data (or "Data Processing Agreements" – DPA) (a) with suppliers of goods or services that, within the functional area covered, carry out personal data processing on behalf of Technogym; (b) with Technogym's customers and/or business partners who, in the context of the provision of services and digital applications, entrust Technogym with the processing of personal data on their behalf; and (c) with any joint controllers;
- organise activities to store and control personal data to be processed, reducing to a minimum, through the adoption of suitable and preventive security measures, the risks of deletion or loss of data, even accidental, unauthorised access or processing not allowed or not in line with the purposes of the data collection;
- adopt, in compliance with the legislation in force for the time being, the minimum measures to guarantee the security of the processing, liaising with the *Internal Privacy Representatives* and/or with the DPO, including with reference to the applicable legislation on the transfer of personal data;
- send the request to the DPO for the compilation and/or periodic updating of the Data Processing Register in relation to the personal data processing activities that take place in their area of competence and, where provided for and/or requested by the DPO, carry out the Data Protection Impact Assessment (or "Data Protection Impact Assessment" – DPIA) in accordance with the provisions of the GDPR and within the terms of the law, using the technical support of the *Internal Privacy Representatives* and/or the Data Protection Committee and obtaining the opinion of the DPO;
- send the DPO, without delay, the notification of any *personal data breaches*, following the procedure for managing data breaches and requesting the recording of the event in the breach register by the DPO;
- cooperate with the DPO of the Technogym Group to execute their monitoring and consulting tasks, ensuring the constant flow of information on the processing activities that fall within their area of responsibility;
- plan and carry out, in agreement with the Data Protection Committee and with the DPO, the audits required by the laws and regulations in force at the time, in particular on the application of minimum security measures and the requirements specified in the measures adopted by the Personal Data Protection Authority;
- carry out all activities needed to correct any non-conformities observed during audit, adopting a constant improvement approach as demanded by the most recent security standards (e.g., ISO/IEC 27001);
- for all matters not expressly mentioned here, fully implement, in their area of responsibility, in cooperation with the Data Protection Committee, the *Internal Privacy Representatives*, the DPO, the GDPR and the measures adopted by the Italian Data Protection Authority or by any other Authority on personal data processing, in Italy and abroad, if applicable;
- in any case rigorously follow the directions provided to them, in detail and in writing, by the DPO, also through periodical checks, monitoring the compliance with the personal data

processing provisions in force, including those concerning data security, and with their own directions;

it being understood that the Privacy Managers will always be supported by the Internal Privacy Representatives, the Data Protection Committee and the DPO.

- ❖ Represent the Company, in Italy and abroad, in relations with the Supervisory Authorities and other competent authorities regarding the processing of personal data, on a residual basis with respect to the Privacy Manager(s), where such representation is not already the responsibility of the Privacy Manager(s) of the area(s) concerned.
- ❖ Co-operate with the DPO to manage relations with the Data Protection Authority, on behalf of the Company and submit notifications, appeals, complaints, requests for prior checks, opinions and others;
- ❖ at the request of the DPO and with the support of the Data Protection Committee, notify the competent Data Protection Authority and, where necessary, the data subjects of any personal data breaches;
- ❖ at the request of the competent Privacy Managers and with the support of the DPO, notify the competent Data Protection Authority of the processing of personal data for which such fulfilment is required.
- ❖ For all matters not expressly mentioned here, fully implement, in cooperation with the Data Protection Committee, the Internal Privacy Representatives, the DPO, the GDPR and the measures adopted by the Italian Data Protection Authority or by any other Authority on personal data processing, in Italy and abroad, if applicable;
- ❖ in any case rigorously follow the directions provided to them, in detail and in writing, by the DPO, also through periodical checks, monitoring the compliance with the personal data processing provisions in force, including those concerning data security, and with their own directions.
- ❖ At the request of the DPO and/or the Data Protection Committee, approve and publish the policies of the Technogym Group regarding the processing of personal data, adopting any measure deemed useful or even appropriate to make them known to the entire company population, including Group companies.
- ❖ Request studies, signing the corresponding agreements and documents, confer and withdraw professional mandates concerning all of the activities specified above.
- ❖ Carry out any activity, take any decision and implement any initiative to ensure compliance with all laws and regulations and with common principles of prudence in regard to personal data protection, in its broadest meaning.

Considering also the type and the structure of the current corporate organisation and to ensure an even more efficient and thorough fulfilment of the legal obligations on health and safety in the workplace, the Deputy Chair was also identified from the Board of Directors also on 9 May 2024, as the party who, due to the powers granted to him and his position in the company organisation chart, as well as due to his experience and professional qualifications, may be suited to hold the position of “Employer”, as defined by Art. 2, paragraph 1, letter b) of Italian Legislative Decree No. 81 of 9 April 2008, as amended, for all areas of company activity and workplaces and their appurtenances that are or will be in the legal availability of the Company, having all the foreseen prerogatives, confirming to the same all the necessary decision-making and spending powers for all aspects relating to the safety and health of workers, meaning that the Employer may dispose at his discretion of the assets of the Company, without any constraint, for interventions deemed necessary by the same to guarantee the best



conditions of safety and health of workers. In this capacity, he has, among other things, the power to represent the Company, in social security and accident prevention matters with respect to all competent bodies, including supervisory bodies and the judicial authority, as well as with respect to workers, their representatives, suppliers, contractors and collaborators of the Company in general. Furthermore, the right of the Employer to delegate certain of its functions, within the limits and under the conditions provided for in Articles 16 and 17 of the Consolidated Law, remains unaffected.

#### Powers of Director Carlo Capelli

- The following powers were delegated to Carlo Capelli, member of the Board of Directors of the Issuer, by resolution of 9 May 2024, to be exercised severally and with the broadest powers to grant mandates and special and general powers of attorney, investing the proxy and/or attorney with signatory powers, severally or jointly, with all powers necessary, useful or appropriate to ensure the best performance of the Company, including that to sub-delegate:
  - ❖ carry out wire transfers and payment orders, issue cheques and money orders, bank checks and drafts, postal checks, pay and settle accounts and invoices received, repay advance payments or issue credit notes, within the limit of Euro 5,000,000 (five million), or its equivalent in another currency, for each transaction;
  - ❖ settle expense claims up to a maximum of Euro 50,000 (fifty thousand) each, or its equivalent in other currency;
  - ❖ arrange payments to public entities, insurance and social security institutions, employees, the Revenue Agency and tax offices in general and third parties according to orders of the Judicial Authorities within the limit of Euro 5,000,000 (five million), or the equivalent in other currency for each transaction;
  - ❖ also beyond the limits set in the previous paragraph, pay taxes, duties and charges, ask for their refund and collect it, issuing a receipt;
  - ❖ representing the Company in the ordinary and extraordinary Shareholders' meetings of other companies of which the Company is a shareholder, exercising the corresponding voting rights, exercising the other rights pertaining to the Company as a shareholder of the investees and to issue statements concerning the direct and indirect equity investments of the Company and their changes;
  - ❖ sign agreements for the granting of credit lines and, in general, to borrow from credit institutions, both in Italy and abroad, also in foreign currency, for a principal amount not exceeding Euro 25,000,000 (twenty-five million), or its equivalent in another currency, for each transaction;
  - ❖ request the use and disbursement of the credit lines granted to the Company within the limit of Euro 25,000,000 (twenty-five million), or its equivalent in another currency, for each transaction;
  - ❖ renew and discharge loans with credit institutions, in the limits of the value of the agreement already outstanding;
  - ❖ represent the Company in dealings with competent authorities, institutions, entities and third parties, on matters of corporate governance, in compliance with the current Procedure for the internal handling and external communication of documents and information on the Company approved by the Board of Directors and in force at the time.



In exercising the powers granted, Director Capelli shall have the power to negotiate, agree, sign, conclude, renew, terminate and amend all agreements and documents related to the powers granted above, following the relevant procedures approved by the Board of Directors, including the procedure for transactions with related parties.

#### **4.8 Independent Directors**

With reference to the Board in office at the date of this Report, Technogym has fully implemented the recommendations of Art. 2 of the Corporate Governance Code.

On 7 May 2024, the Shareholders' Meeting of Technogym appointed 5 directors who meet the independence requirements, pursuant to the combined provisions of Art. 147-ter, paragraph 4, and Art. 148, paragraph 3 of the Consolidated Finance Law and the Recommendation No. 7 of the Corporate Governance Code, and namely: Francesco Umile Chiappetta, Chiara Dorigotti, Vincenzo Giannelli, Maria Cecilia La Manna and Melissa Ferretti Peretti. The independence requirements as set forth in Recommendation No. 7 of the Corporate Governance Code and in Art. 148, paragraph 3, of the Consolidated Finance Law for said members of the Board of Directors had already been verified, in the presence of the Board of Statutory Auditors, at the board meeting held on 9 May 2024; they were verified again by the Board of Directors on 12 February 2025, again in the presence of the Board of Statutory Auditors (which verified the correct application of criteria adopted without comment), based on written statements and information provided by the independent directors (the Company not being aware of elements to the contrary).

The Company, with a total of five independent directors out of the ten in office, complies with the provisions of Recommendation No. 5 of the Corporate Governance Code according to which, in large companies with concentrated ownership (such as Technogym), the independent directors make up at least one-third of the management body (with arithmetic rounding in the event that this share does not correspond to an integer number).

Art. 19 of the Articles of Association provides for the Board to regularly verify that its members met the requirements, including those of independence and integrity, set by the legal and regulatory provisions in force at the time and by the Articles of Association, as well as the absence of any cause of ineligibility and forfeiture.

Any director who, after the appointment, ceases to satisfy the necessary or previously declared pre-requisites must inform the Board of Directors immediately of the same. The loss of independence pre-requisites laid down by the law in force applicable to independent directors will result in disqualification from the office, save where such pre-requisites remain satisfied by the minimum number of directors who, according to the law in force for the time being, must satisfy such pre-requisites. Without prejudice to these provisions, if a director does not meet or no longer meets the independence requirements (if this involves the forfeiture according to the provisions above) or integrity stated and required, or there are cause of ineligibility or forfeiture, the Board of Directors declares the forfeiture of the Director and carries out their replacement in compliance with the applicable regulatory provisions and the provisions of the Articles of Association of the Issuer.

With reference to the independence criteria referred to in Recommendation No. 7 of the Corporate Governance Code for Directors - which are also required for Statutory Auditors in accordance with the provisions of Recommendation No. 9 of the Code - it was decided to consider significant, for the purposes of the provisions of letter c) and d) of the aforementioned Recommendation No. 7, any additional relationship/remuneration indicated therein that entails an annual revenue equal to or greater than Euro 70,000.

The Independent Directors met in the absence of the other directors on 30 January 2024, to discuss issues relating to 2023 and on 23 January 2025 to discuss issues relating to 2024. The meetings of the Independent Directors were coordinated by the Lead Independent Director in office at the date of each meeting, with assistance from the Secretary of the Board of Directors to organise the meetings.

#### 4.9 *Lead Independent Director*

In compliance with Recommendation No. 13 of the Corporate Governance Code - which requires the Board of Directors to appoint an Independent Director as Lead Independent Director, in the event that (i) the Chair of the Board of Directors is the Chief Executive Officer or holds significant management powers; or (ii) the office of Chair is held by the person who controls the Company, even jointly - on 9 May 2024 following the appointment of the new Board of Directors by the Shareholders' Meeting of 7 May 2024, the Issuer's Board of Directors' meeting designated the Independent Director Francesco Umile Chiappetta as Lead Independent Director, replacing the Independent Director Maria Cecilia La Manna, who previously held that role. To the Independent Director Francesco Umile Chiappetta, as Lead Independent Director, the Board of Directors has assigned the duties referred to in Recommendation no. 14 of the Corporate Governance Code, namely:

(a) represent a point of reference and coordination for the requests and contributions of Non-Executive Directors and, in particular, Independent Directors; and

(b) coordinate the meetings of the Independent Directors only.

The Lead Independent Director performed their functions during the Financial Year in line with the recommendations of the above mentioned Corporate Governance Code.

Director Chiappetta also holds the offices Deputy Chair of the Appointment and Remuneration Committee and member of the Committee for Transactions with Related Parties.

### 5. **PROCESSING OF COMPANY INFORMATION**

#### **Procedure for management of Insider Information**

The Board of Directors, in the meeting held on 16 March 2016, approved the procedure for the processing of privileged information, subsequently amended following the entry into force of EU Regulation No. 596/2014 on market abuse on 4 August 2016 and on 28 March 2018 (the "**Insider Information Procedure**"). The aforementioned procedure is available on the Company's website at <https://corporate.technogym.com/en/governance/reports-and-documents#2018>.

The Insider Information Procedure aims to prevent its disclosure from coming at the wrong moment, being incomplete or inadequate and, in any case, resulting in disclosure asymmetries among the public.

In particular, the disclosure of insider information protects the market and the investors, ensuring they have a suitable knowledge of the facts concerning the Issuer, on which they can base their investment decisions.

The Insider Information Procedure also aims at preventing some parties or categories of parties from making use of information not known by the public to carry out speculative transactions on the markets at the expenses of the investors, who are not aware of this information.

The main elements of the Insider Information Procedure are briefly described below.

The Insider Information Procedure applies to all those who have access to Confidential Information, Relevant Information or Insider Information as defined by the same and, in particular: (a) the members of the administration, direction and control bodies and the committees of the Company and/or the Subsidiaries; (b) the employees of the Company or the Subsidiaries; (c) the persons, both natural and legal, that, because of their working or professional activity, or because of the functions carried out, have access to Insider Information; and (d) the persons, both natural and legal, that, because of their working or professional activity, or because of the functions carried out, have access, on a regular or occasional basis, to Insider Information.

**“Confidential Information”** is defined as any information or news that cannot be qualified as Insider Information, concerning, directly or indirectly, the Company and/or the Subsidiaries, that is not in the public domain or else that is, because of its nature, reserved or exclusive property of the Company and/or its Subsidiaries, acquired by the addressees of the Insider Information Procedure in the performance of their tasks and/or functions.

**“Relevant Information”** means any information or news that still does not qualify as Insider Information, which the Company considers relevant, given that it relates to data, events, projects or circumstances that, on a continuous, repetitive, periodic, or intermittent, occasional or unforeseen basis, directly concern the Company itself and which may, at a subsequent time, including in the near future, assume the nature of insider information.

**“Insider Information”** means information of a precise nature, that has not been made public, directly or indirectly relating to the Company or financial instruments which are relevant for the purposes of Art. 3, paragraph 1, letter 1) of the MAR issued by the Company, and that could have a significant impact on the financial instruments or prices of the related derivatives, if made public. The Insider Information Procedure refers to the provisions of Art. 7 of the MAR for a more accurate identification of the area of application of this definition.

The employees and the members of the board of directors of the Company or its Subsidiaries must inform the Company of the information that, in their opinion, represents or could represent Relevant Information or Insider Information, in compliance with the rules specified below:

- (a) the employees of the Company or its Subsidiaries must inform their direct superior of the information on the Company and/or its Subsidiaries that, in their opinion, represents Relevant or Insider Information, of which they have become aware;
- (b) the managers of the corporate functions of the Company, as well as the executive directors (or other parties delegated to this purpose) of the Subsidiaries must inform without delay the Chief Executive Officer of the Company (or, in the case of absence or impediment of them, the Chair of the Board of Directors of the Company or, in the case of absence or impediment also of the latter, the Deputy Chair of the Board of Directors of the Company) of all information on the Company and/or the Subsidiaries that, in their opinion, represents Relevant or Insider Information, of which they have become aware.

The assessment of whether the information concerning the Company and/or the Subsidiaries represents Relevant or Insider Information and whether there is a need to proceed as per the provisions of the Insider Information Procedure, in the various cases, falls within the competence of the following parties:

- (a) information emerging from the meetings of the Board of Directors of the Company: under the responsibility of the Board of Directors;
- (b) information emerging from the Company’s Shareholders’ Meeting: under the responsibility of the Chair of the Board of Directors;
- (c) other information: under the responsibility of the Chief Executive Officer of the Company (or, in the case of absence or impediment of this, of the person delegated by the CEO or, in the case of their absence or impediment, of the Chair of the Board of Directors of the Company or, in the case of absence or impediment also of the latter, of the Deputy Chair of the Board of Directors of the Company) or of the person delegated by the Chief Executive Officer of the Company.

Where the information is classified as Relevant Information, it must be recorded in the appropriate section of the Register of Relevant Information (“**RIL**”), established and updated by the Company, pursuant to the legal and regulatory provisions in force at the time. This is a list of the persons that, because of their working or professional activity or their functions, have access to Relevant Information.

If the information is found to represent Insider Information pursuant to Art. 7 of the MAR, it must be made public as soon as possible, as specified in Art. 7 of the Insider Information Procedure, and in compliance with the legal and regulatory provisions in force from time to time.

The Company has created, pursuant to the legal and regulatory provisions in force from time to time, and shall update, a register (“**Register**”), carrying a list of those who, because of their working or professional activity or their functions, have access to Insider Information, even with a delay. The procedures to set up, manage and update the RIL and the Register are regulated in the corresponding procedure attached to the Insider Information Procedure (the “**Register Procedure**”).

The internal management of Relevant and Insider Information, even with a delay, must take place in compliance with the rules below:

- (a) the Top Management (as defined in the Insider Information Procedure) and the managers of the corporate functions concerned from time to time must constantly monitor the stage of evolution of information qualified as Relevant Information and, if the conditions are met, re-initiate the assessments required by the Insider Information Procedure with regard to the decisions to be taken in the event that the aforesaid information takes the nature of insider information;
- (b) the manager of each corporate function must ensure that the Relevant and Insider Information, even with a delay, is disclosed only to the employees of the units for which this knowledge is needed to carry out their working functions; these employees must be listed in the aforementioned Register;
- (c) those who have acquired Insider Information, even with a delay, must be informed, with the procedures specified in the Register Procedure, of the confidential nature of this information and the obligations deriving from this knowledge, as well as of the possible penalties for the offences in this area specified by applicable legal and regulatory provisions.

### **Internal Dealing Procedure**

The procedure on internal dealing adopted by the Company pursuant to Art. 19 of the MAR, Delegated Regulation No. 522 and Delegated Regulation No. 523 and national legislation, as amended by the Board of Directors on 4 August 2017 to reflect the amendments made to Consob regulations by means of Resolution No. 19925 of 22 March 2017, and, more recently, on 09 May 2024, to implement some changes to the MAR, regulates the methods and terms of fulfilment of the disclosure obligations of relevant persons to the Company and the market, with reference to transactions performed involving Technogym shares or related instruments (the “**Internal Dealing Procedure**”).

The Internal Dealing Procedure defines, in line with the applicable regulations, both the relevant persons required to fulfil communication obligations pursuant to the MAR and implementing regulations (i.e. members of the Company’s management and control bodies and persons that perform Company management functions and executives who have regular access to insider information and have the power to adopt management decisions that may impact the evolution and future prospects of the Company), and persons closely related to them.

Having identified the addressees of the regulation, the Internal Dealing Procedure identifies the relevant transactions for the different addressees of the Procedure in light of the regulations applicable.

Pursuant to the Procedure, it is prohibited for Relevant Persons to carry out - on own behalf or on behalf of third parties, directly or via third parties - relevant transactions under the Procedure in the 30 (thirty) calendar days prior to the market communication of approval, by the Board of Directors, of the draft annual financial statements, of the half-yearly report, of any quarterly financial reports prepared on a voluntary basis, that the Company is required to, or has decided to, make public according to (i) the rules of the regulated market, multilateral trading system or organised trading system, the venue in which the Company shares are admitted to trading, (ii) the Italian law; or (iii) any requests from Consob (the “**Blocking Period**”).

Relevant Transactions whose total amount does not reach Euro 20,000.00 in a calendar year, or the greater amount required by applicable legal and regulatory provisions on internal dealing, are not subject to the obligations of communications specified in this Procedure. These obligations of communication apply instead to all Relevant Transactions carried out, once this amount has been reached in one calendar year.

The Internal Dealing Procedure also regulates the management, handling and communication of the information related to these transactions.

In compliance with the provisions of the Internal Dealing Procedure, the Board of Directors on 16 February 2016 conferred upon the Head of the Corporate Affairs function the mandate of person in charge of the implementation of the Procedure.

The Internal Dealing Procedure is available on the website of the Company at <https://corporate.technogym.com/en/governance/corporate-documents#2023>.

## 6. COMMITTEES WITHIN THE BOARD OF DIRECTORS

In compliance with the Corporate Governance Code, which recommends listed companies to create committees within the Board of Directors, with competencies on specific areas, Art. 24 of the Articles of Association gives to the Board of Directors the power to set up internal committees with functions of advice and proposal, specifying their powers also for the purposes of ensuring the compliance of the corporate governance system with codes of conduct promoted by management companies of regulated markets.

On 16 February 2016, the Board of Directors set up, from among its members, an Appointment and Remuneration Committee, a Control and Risk Committee, and a Committee for Transactions with Related Parties (see Paragraphs 8, 10 and 12 below). On 25 February 2021, the Board of Directors decided to assign the Control and Risk Committee the task of assisting the Board of Directors with investigative, proposal and consultative functions, in evaluations and decisions relating to sustainability and in the supervision of the achievement of the objectives set in this regard, until the end of the current mandate of the Board of Directors in office. Following the appointment of the Board of Directors on 5 May 2021, on 7 May 2021 the Board expanded the powers of the Control and Risk Committee to ESG matters by establishing the Control, Risk and Sustainability Committee.

In the performance of their functions, the committees set up within the Board of Directors have the power to access the information and the corporate functions as needed for the performance of their respective tasks. The committees may also make use of external consultants paid by the Company, within the limits of the budget approved by the Board of Directors.

The Board of Directors, most recently on 9 May 2024, adopted the Regulations of the Appointment and Remuneration Committee and the Regulations of the Control, Risk and Sustainability Committee, which describe the criteria and principles for the appointment and functioning of the committees. The aforementioned regulations of the Board committees govern the methods of recording the meeting minutes and the procedures for managing disclosures to the directors who compose them, specifying the terms for the prior sending of the information and the methods of protecting the confidentiality of data and information provided in such a way as not to jeopardise the timeliness and completeness of



information flows. The aforementioned regulations are published on the Company's website at <https://corporate.technogym.com/en/governance/reports-and-documents#2024>.

No committees have been set up other than the Appointment and Remuneration Committee, the Control, Risk and Sustainability Committee and the Committee for Transactions with Related Parties.

## **7. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS - APPOINTMENT AND REMUNERATION COMMITTEE**

### **Directors' Self-Assessment**

At the meeting of 14 February 2024, the Board of Directors: (i) opting for the simplification envisaged in Recommendation No. 22 of the Corporate Governance Code, did not consider it necessary to renew the board self-assessment for 2024, considering the fact that, in compliance with the provisions of Art. 4 of the Corporate Governance Code and with the help of an external consultant, in 2023 the Board of Directors carried out the assessment of operations of the Board and the Internal Board Committees; and (ii) in compliance with the principle of proportionality referred to in the Corporate Governance Code, which in Recommendation No. 23 requires such compliance only by companies other than those with concentrated ownership (and therefore unlike Technogym) did not consider it necessary to provide guidance on the optimal quantitative and qualitative membership for the incoming board.

At the meeting of 12 February 2025, the Board of Directors, with the favourable opinion of the Appointment and Remuneration Committee – considering that the management body was renewed on 7 May 2024 and that, pursuant to Recommendation no. 22 of the Corporate Governance Code, self-assessment must be carried out at least every three years, in view of the renewal of the management body itself – decided not to proceed with the assessment of the Board, as the self-assessment had been carried out, most recently, in March 2023, also for the purposes just mentioned, and therefore postponing the start of the new self-assessment process to the last quarter of the current year, when the methods for the assessment will be decided.

### **Succession plans**

Implementing the recommendations of the Self-Discipline Code, on 8 February 2019, following a preliminary investigation by the Appointment and Remuneration Committee, the Board of Directors of the Company approved a procedure to manage the transition in the event of a departure of the Chair and Chief Executive Officer before the natural end of their term of office (“**Contingency Plan**”) and to avoid a power vacuum and/or deadlock.

Pursuant to this procedure, in the event of sudden departure of the Chair or the Chief Executive Officer, their powers will be temporarily assigned, respectively, to the Deputy Chair, if any, or to the Chair, or, if the Chair also holds the office of Chief Executive Officer, to another director preferably selected among those already granted executive powers. The Appointment and Remuneration Committee shall promptly start the selection of the new Chair and/or Chief Executive Officer – in the latter case also making use of consultants specialised in this sector, which shall provide a short list of candidates – and express their opinion to the Board of Directors on the most suitable candidate.

In compliance with Recommendation No. 24 of the Corporate Governance Code, over the years the Board of Directors has also ascertained the existence of adequate procedures for top management succession.

## **8. APPOINTMENT AND REMUNERATION COMMITTEE**

In view of the organisational requirements of the Company, the operating procedures and size of its Board of Directors as well as the best practice, in 2016 the Company has created a single Appointment and Remuneration Committee, in compliance with the provisions of Art. 4, 5 and 6 of the Self-Discipline Code and Recommendation No. 19 of the Corporate Governance Code.



The provisions concerning the tasks, composition, organisation and operation of the Appointment and Remuneration Committee are found in the regulations of the Committee available at the registered office and on the website of the Company, <https://corporate.technogym.com/en/governance/committees#2024>.

### **Composition and operation of the Appointment and Remuneration Committee**

On 9 May 2024, the Board of Directors appointed the new members of the Appointment and Remuneration Committee of the Company, who are in office at the time of this Report.

The current composition of the Committee also complies with Recommendation No. 20 of the Corporate Governance Code, pursuant to which the Committee is made up of mostly independent directors.

In particular, the following were appointed members of the Appointment and Remuneration Committee: Vincenzo Giannelli, independent director (Chair), Francesco Umile Chiappetta, Independent Director (Deputy Chair) and Melissa Ferretti Peretti, Independent Director.

Pursuant to the Regulations of the Appointment and Remuneration Committee, at least one member of the Committee must have adequate knowledge and experience of financial matters or remuneration policies, to be assessed by the Board of Directors at the time of the appointment. The Chair of the Committee currently meets this requirement.

The duration of the mandate granted to the Committee is set each time by the Board of Directors or, if this does not take care of it, coincides with duration of the mandate of the Board of Directors that has set it up. If the mandate of Board of Directors ends early, for whatever reason, the mandate of Committee is also terminated.

Each member of the Committee may be revoked by resolution of the Board of Directors, which at the same time shall find a replacement. If a member of the Committee becomes unavailable, for any reason, including resignation from the office of director, the Board of Directors appoints a new member without delay, at the first possible meeting. The mandate of the members of the Committee appointed to replace outgoing members expires at the same time as the mandate of the members already in office at the time of the replacement, unless otherwise resolved by the Board of Directors.

At the time of its first meeting, the Committee appoints a Chair and a Deputy Chair from among its members, unless the Board of Directors has not already done so. The Chair is selected from the directors who meet the independence requirements set forth in the Corporate Governance Code.

The Chair (or, in the case of their absence or impediment, the Deputy Chair) oversees the meetings of the Committee, prepares its activity, and directs, coordinates and moderates the discussion. The Chair (or, in the case of absence or impediment of this, the Deputy Chair) reports to the Board of Directors on the activity carried out by the Committee and on the corresponding proposals and guidelines in the most appropriate ways and, in any case, at the first possible meeting of the Board of Directors. The Committee also reports to the shareholders on the procedures followed for the exercise of its functions and, to this purpose, the Chair or another member of the Committee attends the annual Shareholders' Meeting.

The Committee is called by the Chair (or, in the case of absence or impediment of this, by the Deputy Chair) every time a meeting is deemed appropriate to its functions and also every time a meeting is requested in writing by one of the members of the Committee to the Chair or the Deputy Chair, specifying the topics to be added to the agenda. The meetings of the Committee are called by giving at least 3 (three) days' notice, by email, fax, telegram, registered mail, or by hand, or by other suitable means, specifying the location, date, time and the items on the agenda. In urgent cases, the Committee may be called by giving only 1 (one) day's notice. The meeting is in any case duly established, even in the absence of a formal call, if attended by all members of the Committee. The call notice must be

sent to the standing members of the Board of Statutory Auditors of the Company, with a courtesy copy being sent to the Chair of the Board of Directors. The meetings of the Committee may be duly held also via suitable audio or videoconference systems, provided all those entitled can take part and be identified, follow the discussion, intervene in the discussion in real time, and receive, send or view documents, with simultaneous review and decision/resolution. The Committee, upon proposal of the meeting Chair, appoints a meeting secretary for each meeting, who may, or may not, be a member. The Committee may meet in any location, provided it is in Italy. For the meetings of the Committee to be valid, the presence of the majority of members in office is required. The decisions/resolutions of the Committee are taken with an absolute majority of those attending. The vote cannot be given by proxy and each member has the right to one vote.

The Secretary prepares the minutes for every meeting of the Committee. The minutes are signed by the Chair of the meeting and the Secretary. The book of the minutes of the Committee is filed with the Corporate Affairs function and available to all members of the Board of Directors and the Board of Statutory Auditors.

In 2024, a total of three meetings of the Appointment and Remuneration Committee were held, each lasting an average of one hour, duly minuted, and which were also attended by the Board of Statutory Auditors. The Chair of the Board of Statutory Auditors attended all the meetings, and all the meetings were attended by the entire Board of Statutory Auditors. At the invitation of the Chair, Director Carlo Capelli always attended the Committee meetings. Certain managers of the Company's HR function were invited to meetings of the Committee. The Secretary to the Board of Directors participated in all the meetings of the Committee, to act as meeting secretary and to offer advice on any relevant aspect related to corporate governance. The Chief Executive Officer has always been made aware of the conduct of the meetings and the participation in them by the representatives of the competent corporate functions. In the context of these meetings, in the exercise of its functions, the Committee in particular, after relative investigations, analysed the following issues: (i) verification of the independence and integrity requirements of the Directors; (ii) guidelines on diversity policies pursuant to Art. 123-bis of the Consolidated Law on Finance; (iii) management incentive plans (including the medium-long term monetary incentive plan called "Challenge"); (iv) plan for the free assignment of rights to receive Company's ordinary shares referred to as the "2024-2026 Performance Shares Plan"; (v) assessments of the adequacy, overall consistency and concrete application of the remuneration policy and verification of the achievement of MBO results; (vi) Report on Remuneration Policy and Compensation Paid; (vii) proposal regarding the remuneration to be attributed to the Board of Directors as a whole and to the directors vested with particular offices; and (viii) fulfilment of the conditions for the allocation of the shares referred to in the plan for the free assignment of ordinary shares of the Company called "2021-2023 Performance Shares Plan";

For its evaluations concerning the remuneration policies, the Committee did not make use of the services of external consultants. With regard to the percentage attendance at the meetings by the individual members of the Committee, refer, as already indicated, to Table 2 of the Annex to this Report. In 2025, the Appointment and Remuneration Committee expects to meet whenever it is deemed necessary for the purposes of the correct and effective performance of its tasks. At the date of this Report, the Committee had already met twice, mainly focusing on the assessment and approval of the remuneration plan based on financial instruments and the report on the remuneration policy and compensation paid, as well as on other issues subject to annual verification by the Committee.

### **Functions of the Appointment and Remuneration Committee**

The Committee was assigned proposal and advisory functions, in terms of appointments, as follows:

- a. expressing opinions to the Board of Directors on its size and composition - as well as on the composition of the internal Board committees - and make recommendations regarding the professional figures whose presence within the Board of Directors is deemed appropriate, if requested by the Board of Directors;

- b. making recommendations to the Board of Directors on the maximum number of positions of Director or Statutory Auditor in other listed companies in regulated markets (including abroad), in financial, banking and insurance companies or large companies, which may be considered consistent with the effective performance of the office of director of the Company, taking into account the participation of directors in the committees established within the Board of Directors;
- c. making recommendations to the Board of Directors if difficulties arise in the application of the non-competition obligation specified for the directors by Art. 2390 of the Italian Civil Code;
- d. in accordance with the laws and Articles of Association in force, proposing to the Board of Directors candidates for the position of director in cases of co-option;
- e. carrying out the investigation on the preparation (and updating) of a plan for the succession of the Company's executive directors, if the Board of Directors decides to adopt this plan and, in this case, assisting the Board of Directors in implementing this plan;
- f. examining and assessing the adequacy of the procedures for the succession of top management, if the Board of Directors decides to adopt them;
- g. carrying out the investigation and formulating opinions and proposals to identify the group of candidates from which those who will make up the list submitted by the outgoing Board will be chosen, if the outgoing Board of Directors, compatible with the current provisions of law and the Articles of Association, considers submitting a list of candidates for the renewal of the management body; and
- h. assisting the Board in relation to the self-assessment of the Board of Directors and the internal Board committees.

The Committee was assigned proposal and advisory functions in terms of remuneration, as follows:

- a. periodically assessing the adequacy, overall consistency and concrete application of the policy for the remuneration of directors and Key Managers, using the information provided by the Chief Executive Officers and verifying, in particular, the effective achievement of the performance objectives;
- b. making proposals to the Board of Directors in matter of remuneration policy;
- c. submitting proposals or expressing opinions to the Board of Directors on the remuneration of Executive Directors and other directors holding particular offices as well as on setting performance objectives related to the variable component of such remuneration.

The Committee, in the person of its Chair, may invite to its meetings the chair and deputy chair of the Board of Directors, the other members of the Board of Directors and the members of the administration and control bodies of the companies of the group with regard to all or some agenda items. Any other person whose presence is believed to be useful to improve the performance of the functions of the Committee, with regard to all or just a few items on the agenda, may also be invited to the meetings.

The Appointment and Remuneration Committee has the right to access the information and company functions necessary to perform its duties, and may avail of external consultants, within the limits established by the Board of Directors.

In line with Recommendation No. 26 of the Corporate Governance Code, no Director may take part in meetings of the Appointment and Remuneration Committee, when proposals are made to the Board of Directors concerning their remuneration.

The meetings of the Appointment and Remuneration Committee and the decisions taken were duly recorded.

In support of the activity of the Appointment and Remuneration Committee during the year, the Board of Directors has offered to provide the Committee with all the resources that will be required for the correct performance of the Committee functions during the year.

For more information on the composition and the functions of the Appointment and Remuneration Committee, we refer to the Regulation of the Committee and to the Remuneration Report, both available at the registered office and on the Company website (<https://corporate.technogym.com/en/governance/reports-and-documents>).

## 9. DIRECTORS' REMUNERATION

### Remuneration policy

For information on the remuneration policy for the Financial Year relating to the executive and non-executive directors and Key Managers, as well as the share-based remuneration plans and any indemnities due to directors in the case of resignation, dismissal or termination of employment, refer to the Report on the Remuneration Policy and Compensation Paid prepared by Technogym pursuant to Art. 123-ter of the Consolidated Finance Law and made available to the public in the terms and with the procedures specified by the legal and regulatory provisions, including by publication on the website <https://corporate.technogym.com/en/governance/shareholders-meetings>. This policy has also been drafted by taking into account the recommendations of the Corporate Governance Code as better specified in the above mentioned report.

We point out that, in any case, there are no agreements between the Company and any director specifying indemnities, of insurance or other nature, in the case of resignation or dismissal without just cause or if the employment relationship ends after a public purchase offer.

For information regarding the application of the 2024 remuneration policy, reference is also made to the second section of the Report on remuneration and compensation paid by the Company pursuant to Art. 123-ter of the Consolidated Finance Law, approved by the Board of Directors on the same date of approval of this Report (which is expected to be made available to the public according to the terms and modalities prescribed by applicable legal and regulatory provisions, including by publication on the website at <https://corporate.technogym.com/en/governance/shareholders-meetings>). Reference is also made to the first section of this Report, relating to the proposed remuneration policy for the year 2025.

## 10. CONTROL, RISK AND SUSTAINABILITY COMMITTEE

The Control, Risk and Sustainability Committee has been given functions of investigation, advice and proposal to support the Board of Directors in the analysis, identification, monitoring and solving of the issues related to the internal control and risk management system, as well as in terms of issues concerning sustainability. This Committee also provides advice and makes proposal on the adoption of corporate governance standards in the Company.

The Committee meets regularly and receives input from managers responsible for ESG issues, who provide updates on ongoing projects and initiatives.

The provisions concerning the tasks, composition, organisation and operation of the Control, Risk and Sustainability Committee are found in the regulations of the Committee – carrying also provisions aimed at implementing Recommendation No. 35 of the Corporate Governance Code – available at the registered office and on the Company website <https://corporate.technogym.com/en/governance/reports-and-documents>.

## Composition and operation

On 9 May 2024, the Board of Directors appointed the members of the Control, Risk and Sustainability Committee, who are in office at the time of this Report.

In compliance with Recommendation No. 35 of the Corporate Governance Code, the Control, Risk and Sustainability Committee is currently composed of the following three non-executive directors, mostly independent: Maria Cecilia La Manna, Independent Director (as Chair), Maurizio Cereda (as Deputy Chair) and Chiara Dorigotti, Independent Director.

Pursuant to the Regulation of the Control, Risk and Sustainability Committee, at least one member of the Committee must be deemed to have adequate knowledge and experience of financial issues or risk management. Currently all members meet other requirements.

If a member of the Committee becomes unavailable, for any reason, including resignation from the office of director, the Board of Directors appoints a new member without delay, at the first possible meeting. The mandate of the members of the Committee appointed to replace outgoing members expires at the same time as the mandate of the members already in office at the time of the replacement, unless otherwise resolved by the Board of Directors.

At the time of its first meeting, the Committee appoints a Chair and a Deputy Chair from among its members, where the Board of Directors has not already done so.

Each member of the Committee may be revoked by resolution of the Board of Directors, which at the same time shall find a replacement. The duration of the mandate granted to the Committee is set each time by the Board of Directors or, if this does not take care of it, coincides with duration of the mandate of the Board of Directors that has set it up. If the mandate of Board of Directors ends early, for whatever reason, the mandate of Committee is also terminated.

The Chair (or, in the case of their absence or impediment, the Deputy Chair), chairs the meetings of the Committee, prepares its activity, directs, coordinates and moderates the discussion and reports to the Board of Directors on the activity carried out by the Committee and on its proposals and guidelines in the most appropriate ways and, in any case, at the first possible meeting of the Board of Directors.

The Committee meetings are called by its Chair (or, in the case of their absence or impediment, the Deputy Chair) for the execution of its functions and tasks with a frequency appropriate to the correct performance of these functions and tasks. The Committee also meets every time a meeting is requested by one of its members who shall send a written request to the Chair or the Deputy Chair, indicating the topics to be placed on the agenda.

The meetings of the Committee are called by giving at least 3 (three) days' notice, by email, fax, telegram, registered mail, or by hand, or by other suitable means, specifying the location, date, time and the items on the agenda. In urgent cases, the Committee may be called by giving only 1 (one) day's notice. The meeting is in any case duly established, even in the absence of a formal call, if attended by all members of the Committee. The call notice must be sent to the standing members of the Board of Statutory Auditors of the Company, with a courtesy copy sent also to the chair of the Board of Directors and the Director in charge of the Internal Control and Risk Management System. The meetings of the Committee may be duly held also via suitable audio or videoconference systems, provided all those entitled can take part and be identified, follow the discussion, intervene in the discussion in real time, and receive, send or view documents, with simultaneous review and decision/resolution. The Committee, upon proposal of the meeting Chair, appoints a meeting secretary for each meeting, who may, or may not, be a member. The Committee may meet in any location, provided it is in Italy. For the meetings of the Committee to be valid, the presence of the majority of members in office is required. The decisions/resolutions of the Committee are taken with an absolute majority of those attending. The vote cannot be given by proxy and each member has the right to one vote.



The meeting Secretary prepares the minutes for every meeting of the Committee. The minutes are signed by the meeting's Chair and the Secretary. The book of the minutes of the Committee is filed with the Corporate Affairs function and available to all members of the Board of Directors and the Board of Statutory Auditors.

### 10.1 Functions of the Control, Risk and Sustainability Committee

The Control, Risk and Sustainability Committee assists the Board of Directors as it pertains to the following functions:

- a. to assess, together with the financial reporting manager as set forth in Art. 154-*bis* of Italian Legislative Decree No. 58, of 24 February 1998, as amended and supplemented, the independent auditor (or auditing company) and the Board of Statutory Auditors, the correct application of the accounting principles and their uniformity for purposes of the preparation of the consolidated financial statements;
- b. to evaluate the suitability of periodic financial and non-financial information to correctly represent the business model, the Company's strategies, the impact of its business and the performance achieved;
- c. to evaluate the contents of periodic non-financial information relevant to the internal control and risk management system;
- d. to express opinions on specific aspects relating to the identification of the main business risks and supports the assessments and decisions of the Board of Directors relating to the management of risks deriving from prejudicial facts of which the latter has become aware;
- e. to review the regular reports on the assessment of the internal control and risk management system and the reports of special significance prepared by the internal audit department;
- f. to monitor the independence, adequacy, effectiveness and efficiency of the internal audit function;
- g. to ask the internal audit function to conduct assessments on specific operational areas, at the same time informing the chair of the Board of Statutory Auditors in this regard;
- h. to report to the Board of Directors, at least every six months, at the time of the approval of the annual and half-yearly financial reports, about the activity carried out, as well as on the adequacy of the internal control and risk management system.

The Committee also supports the Board of Directors, if necessary by issuing its prior opinion to the latter on the following matters:

- i. definition of the guidelines for the internal control and risk management system in line with the Company's strategies, and assessment of the adequacy of the system at least annually with respect to the characteristics of the company and the risk profile assumed, as well as its effectiveness;
- j. appointment and dismissal of the Head of the Internal Audit Function, defining their remuneration in line with company policies, and making sure that it is provided with adequate resources to carry out their duties. If it decides to entrust the Internal Audit Function, as a whole or by operational segments, to a person external to the Company, it ensures that the function meets the requirements of professionalism, independence and organisation, and provides adequate reasons for this choice in the corporate governance report;
- k. approval, at least annually, of the work plan prepared by the head of the internal audit function,



after consulting the Board of Statutory Auditors and the Chief Executive Officer;

- l. assessment of the advisability of adopting measures to ensure the effectiveness and impartiality of judgement of the other corporate functions involved in the controls (such as, risk management and legal risk and non-compliance), verifying that they have adequate capabilities and resources to this end;
- m. attribution of supervisory functions to the Board of Statutory Auditors or to a specially constituted body, pursuant to Art. 6, paragraph 1, letter b) of Italian Legislative Decree 231/2001. If the body is not the Board of Statutory Auditors, the Board of Directors evaluates the advisability of appointing within the body at least one non-executive director and/or a member of the Board of Statutory Auditors and/or a member of the legal or of the control functions of the Company, in order to ensure coordination between the various parties involved in the internal control and risk management system;
- n. evaluation, after consulting the Board of Statutory Auditors, of the results presented by the statutory auditor (or auditing company) in any letter of suggestions and in the additional report addressed to the Board of Statutory Auditors;
- o. description, in the corporate governance report, of the main characteristics of the internal control and risk management system and of the methods of coordination between the subjects involved in it, indicating the reference models and national and international best practices, expressing its assessment overall on the adequacy of the system itself, and accounting for the choices made regarding the composition of the supervisory board referred to in letter e) above.

Finally, the Committee carries out proposing and consulting functions with regard to the Board of Directors on matters of sustainability. In particular, the Committee assists the Board of Directors with investigative, proactive and consultative functions, in evaluations and decisions relating to sustainability and in the supervision of the achievement of the objectives set in this regard.

The Committee may invite to its meetings the chair and the deputy chair of the Board of Directors, the Director in charge of the Internal Control and Risk Management System and the other members of the Board of Directors, the statutory auditor or the representatives of the independent auditors and the members of the auditing firm with regard to all or just a few items on the agenda. The Committee may also invite to its meetings the Head of the Internal Audit function, the Financial Reporting Manager, the executives in charge of the different functions and any other person whose presence is believed to be useful to improve the performance of the functions of the Committee, with regard to all or some items on the agenda. The Chair of the Board of Statutory Auditors or another statutory auditor indicated by this takes part in the activity of the Committee; the other auditors may also take part.

Without prejudice to the powers of the individual members of the Committee in their capacity as directors of the Company, in the performance of its functions, the Committee may access corporate information and functions as necessary for the performance of its tasks and make use of external consultants to the extent specified by the Board of Directors.

The Committee carries out its activity making use of the information provided by the Board of Directors, the Director in charge of the Internal Control and Risk Management System, the Head of the Internal Audit function, the Financial Reporting Manager, the supervisory board specified by Legislative Decree 231/2001, as amended and integrated, and the statutory auditor or the representatives of the independent auditors, as well as of the results of the activity carried out by the other committees established by the Board of Directors. The Committee and the Board of Statutory Auditors promptly exchange the information relevant to the execution of the respective tasks. In addition, the Committee may activate, through the Director in charge of the Internal Control and Risk Management System and the Head of the Internal Audit function, all other information channels necessary for the execution of its activity and receives the support of the corporate affairs function.

During 2024, the Control, Risk and Sustainability Committee met six times, with an average duration of meetings of about three hours. The meeting attendance record of each member is indicated, in percentage terms, in [Table 2](#) attached to this Report. In 2024, the Control, Risk and Sustainability Committee mainly evaluated: (i) the progress of the implementation of the organisational model for the purposes of the regulatory requirements pursuant to Italian Law No. 262/2005, the project to define an Enterprise Risk Management model; (ii) the progress of the audit activities carried out by the Company, also with reference to its subsidiaries; (iii) the correctness and adequacy of the accounting principles used by the Company to draft the accounting documents, periodically meeting with the Independent Auditors; (iv) the correctness and adequacy of the internal control and management system adopted by the Company and by its main subsidiaries as well as the organisational, administrative and accounting structure adopted by the Company and its practical functioning; (v) the correct use of the standards adopted for the purposes of drafting the non-financial statement prepared pursuant to the Italian Legislative Decree No. 254/2016, as well as the completeness and reliability of the statement itself; (vi) the activities carried out by the Company's Supervisory Board set up pursuant to Italian Legislative Decree 231/2001; (vii) the activities carried out by the company in relation to privacy issues and compliance with the GDPR; (viii) the impacts of the Russia-Ukraine conflict on the business of the Company and of the Group; (ix) the implementation and development of the various projects launched by the Company; (x) the aspects relating to the sustainability policy and the non-financial declaration (DNF) pursuant to Italian Legislative Decree No. 254/2016 and the entry into force of Italian Legislative Decree 125/2024, transposing the EU Directive on Corporate Sustainability Reporting; (x) certain aspects relating to privacy, through meetings with the DPO; (xi) the aspects relating to whether the "NIS 2" Directive on cybersecurity is applicable to the Company; and (xii) the procedure for selecting the new Independent Auditors for the financial years 2025-2033. The Control, Risk and Sustainability Committee expects to hold at least five meetings for 2025, two of which already held at the date of this Report. In particular, at these meetings the Committee examined and monitored: (i) the progress of internal audit function projects and the Audit Plan for 2025; (ii) activities carried out by the Supervisory Board; (iii) the organisational, administrative and accounting structure; (iv) correct application of the accounting principles for preparation of the corporate accounting documents and the Corporate Sustainability Report, meeting with the Independent Auditors as appropriate, and correct application of the principles for the performance of impairment testing; (v) the internal control and risk management system; (vi) the updated version of the Organisation, Management and Control Model pursuant to Italian Legislative Decree 231/2001; (vii) the progress and implementation of the ERM project. The meetings of the Control, Risk and Sustainability Committee and the decisions taken were duly recorded.

One meeting was chaired by the Deputy Chair of the Committee due to the justified absence of the Chair of the Committee. The members of the Board of Statutory Auditors and the Director in charge of the Internal Control and Risk Management System, Carlo Capelli, have always been invited to participate in the work of the Committee. All members of the Board of Statutory Auditors attended all meetings of the Committee. The Director in charge of the Internal Control System also attended all the meetings. At the invitation of the Chair of the Committee, the head of the internal audit function also participated in all the meetings relating to matters falling within their purview. At the invitation of the Chair of the Committee, the Financial Reporting Manager always attended the Committee meetings. At the invitation of the Chair of the Committee, the managers in charge of the administration, finance and control functions, and other Company managers involved in the discussion of some issues on the agenda also attended some meetings, limited to matters within their purview. The Secretary of the Board of Directors participated in all the meetings of the Committee, to perform the functions of secretary of the meeting and to offer advice on any relevant aspect related to corporate governance. The Chief Executive Officer was also made aware of the progress of the Committee's meetings and of the participation in them by the representatives of the competent corporate functions.

On 25 February 2021, the Board of Directors decided to assign the Control and Risk Committee the task of assisting the Board of Directors with investigative, proposal and consultative functions, in evaluations and decisions relating to sustainability and in the supervision of the achievement of the objectives set in this regard, until the end of the current mandate. Following the appointment of the new Board of Directors by the Shareholders' Meeting of 5 May 2021, on 7 May 2021 the Board established the Control, Risk and Sustainability Committee.

In support of the activity of the Control, Risk and Sustainability Committee during the year, the Board of Directors offered to provide the Committee with all the resources that will be required for the correct performance of the functions of the Committee. For more information on the composition and the functions of the Control and Risk Committee, refer to the regulation of the committee, available at the registered office and on the website of the Company <https://corporate.technogym.com/en/governance/reports-and-documents>.

## 11. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The Company has adopted an internal control and risk management system, in compliance with the recommendations of Art. 6 of the Corporate Governance Code, as well as best practices.

The result is a coordinated and unitary system of rules, procedures and organisational structures designed to allow, via an appropriate process of identifying, measuring, managing and monitoring the main risks relating to the company and its subsidiaries, sound and proper management of the company, in line with its strategic objectives. The internal control and risk management system involves, each within the scope of their responsibilities:

- the Board of Directors, which sets the guidelines and assesses the adequacy of the internal control and risk management system;
- the Control, Risk and Sustainability Committee, which has the tasks described in Paragraph 10.1 above of supporting, with appropriate investigation and proposal activity, the assessments and decisions of the Board of Directors on the system, as well as those relative to the approval of the regular financial reports;
- the Director in charge of the Internal Control and Risk Management System, Carlo Capelli, who as specified in Paragraph 11.1 below is responsible for identifying the main types of corporate risk and implementing the guidelines defined by the Board of Directors;
- the Head of the Internal Audit function, Giuliano Boccanegra, responsible for verifying that the internal control and risk management system is functioning and adequate, according to the detailed tasks indicated in the Paragraph 11.2 below. Also note that on 12 February 2025, after consulting the Board of Statutory Auditors and the Director in charge of the internal control system, the Board of Directors approved the audit plan for 2025 prepared by the head of the internal audit function;
- the Board of Statutory Auditors that, also in the capacity of internal control and audit committee pursuant to Art. 19 of the Italian Legislative Decree No. 39/2010, monitors the effectiveness of the internal control and risk management system.

Considering the complexity of the management activities and taking into account that exposure to risk represents a fundamental and unavoidable component of the activity of the company, the Board of Directors has recognised the need to identify and map, ex ante, before they arise, the main types of risk, and to adopt suitable instruments, to manage them and reduce their impact.

The Company has adopted a governance system that provides for constant monitoring of the main corporate risk areas, in order to identify and map out, in advance, the main risks and to adopt suitable tools to prevent and manage them.

On 24 March 2024 and, most recently, on 26 March 2025, the Board of Directors assessed the adequacy of the internal control and risk management system, deeming it effective and not identifying significant critical areas. Therefore, some time ago the Company started a process for the definition of an integrated risk management model, based on the principles indicated by the Committee of Sponsoring Organisations of the Treadway Commission (COSO WBCSD, formerly COSO III), a framework already used in the design of both the system of internal financial controls, in compliance

with the requirements of Italian Law No. 262/2005 and the organisational model adopted pursuant to Legislative Decree 231/2001.

During 2024, the Company continued the activities relating to defining and implementing an integrated risk governance system called Enterprise Risk Management or ERM, which was then approved by the Board of Directors on 2 August 2024.

In particular, in 2024 the Company arranged internal training activities and the dissemination of a risk management and monitoring culture compliant with the principles described in the Risk Policy, with the aim of promoting and supporting the adoption of a risk-based approach in conducting Company activities, creating a common framework to identify and classify corporate risks, defining the behaviour and actions for their mitigation, guaranteeing an adequate monitoring and management system, as well as defining the role and responsibilities of the individual risk owners involved.

For 2025, the activities for the continuous monitoring of Key Risk Indicators (KRIs) through a periodic reporting system are planned to continue, allowing a structured risk management in line with the Risk Policy.

The risk assessment activities carried out during 2024 confirmed the methodological arrangement based on the following four macro-categories of risk:

- strategic risks, related to the corporate strategies aimed at achieving a competitive advantage consistent with the objectives set out in the business plan;
- financial risks, related to the financial market, credit and liquidity management and interest rates;
- operational risks, which are related to the Group's organisational structure, control processes and IT systems;
- compliance risks, related to compliance with changes in the regulatory framework, codes of conduct and internal standards.

In particular, in the area of operational risks, an in-depth review of insurable risks was carried out, which made it possible - where necessary - to integrate existing insurance policies and to stipulate additional ones, to cover the new risks recently emerged following the evolution of the business and the regulatory and geo-political context in which the Company operates.

In view of the introduction of the CSRD and with the aim of strengthening the management of risks related to sustainability reporting, a project dedicated to the "Internal Control System on Sustainability Reporting" was launched in 2024. This project involved an in-depth analysis, in which, starting with the assessment of risks and the relevance of quantitative and qualitative information, a risk-based approach was adopted to identify the main KPIs related to sustainability reporting with the highest level of risk.

During the year, following the introduction of the CSRD, the formal procedure governing the process of reporting on the relevant topics in the Sustainability Reporting was expanded. This document formalises the information collection process and assigns responsibilities for data management and quality (*GOV-I 22 c iii*).

The risk assessment carried out in 2024 to define the "Tier 1" KPIs will be updated to progressively include the information contained in the Sustainability Reporting within the internal control framework.

For more information, see the Sustainability Reporting, Section "Sustainability Governance" (Internal Control System on Sustainability Reporting).

## **Main characteristics of the internal control and risk management system with regard to the financial reporting process pursuant to Art. 123-bis, paragraph 2, letter b) of the Consolidated Finance Law**

The internal control system for the financial reporting process is an integral part of the wider context of the internal control and risk management system. In general, the internal control system implemented by the Company is aimed at ensuring the protection of the company's assets, as well as ensuring compliance with the laws and regulations, efficiency and effectiveness of corporate transactions as well as the reliability, accuracy and timeliness of financial disclosures.

The internal control system for the financial reporting process aims at identifying and assessing the events that can jeopardise, in the event they occur, the accuracy, reliability and timeliness of financial disclosures and whether the process of preparation of the financial statements as a whole can produce financial reports in compliance with reference accounting principles.

The approach adopted in the design of the control model for the financial reporting process was inspired by international standards and industry best practices, and by the guidelines issued by the Committee of Sponsoring Organisations of the Treadway Commission (COSO WBCSD, formerly COSO III).

The Financial Reporting Manager defines the administrative-accounting procedures for the preparation of the financial statements and other financial disclosures. Together with the Chair of the Board of Directors, the Financial Reporting Manager ensures that these procedures are appropriate and actually applied when preparing the annual separate and consolidated financial statements and the interim financial report of the Company.

## **Current stages of the internal control and risk management system with regard to the financial reporting process**

During 2024, the Group carried out the routine activities of aligning and updating the control mechanisms relating to the financial reporting process, in compliance with the provisions of Italian Law No. 262/2005, and sustainability reporting, in compliance with Italian Legislative Decree 125/2024.

The analysis of the scope and the risk related to financial and sustainability disclosures actually requires regular updates to identify the main changes occurred in the structure of the administrative-accounting and non-financial reporting processes as a result of the natural evolution of the business and organisation of the Group.

Therefore, the significant items of the financial statements and the corporate processes that provide data to them were identified, by defining the processes and controls to mitigate the risks connected with the untrue and unfair view of the financial information.

In general, the control objectives for the financial reporting process concern the financial statements and the corporate control and organisation environment, such as the controls on the separation of the tasks, on compliance with the rules of conduct and the authorisation limits, on physical safety of goods, on diligent documentation and tracking of transactions.

## **Roles and functions involved**

The internal control and risk management system of the financial reporting process is coordinated and managed by the Financial Reporting Manager, William Marabini, appointed by the Board of Directors on 16 November 2022 in compliance with legal and statutory provisions in force.

The Financial Reporting Manager is supported by the Internal Audit function, in the execution of assessments on the operation of the control system, and by the managers of the functions, who, within



their area of competence, provide complete and reliable information for the preparation of the financial reports.

The Financial Reporting Manager is directly responsible for verifying the correct and prompt execution of management activities in the administrative, accounting and financial area, being required to supervise on an ongoing basis all stages of the monitoring and assessment of risk concerning the financial reporting process.

The Financial Reporting Manager regularly reports to the Board of Statutory Auditors on the adequacy, also in terms of organisation, and reliability of the administrative-accounting system and reports to the Control, Risk and Sustainability Committee and the Board of Directors on the activity carried out and on the effectiveness of the internal control system with regard to risks concerning the information in the financial statements.

After carrying out these activities and controls, the Financial Reporting Manager issues the statements and certifications required by Art. 154-*bis* of the Consolidated Finance Law.

In particular, pursuant to:

- (i) Art. 154-*bis*, paragraph 2, of the Consolidated Finance Law, the acts and communications of Technogym S.p.A., disclosed to the market and related to the interim and annual financial statements are accompanied by a written statement from the Financial Reporting Manager, confirming they correspond to the supporting documents and to accounting books and records;
- (ii) Art. 154-*bis*, paragraph 5, of the Consolidated Finance Law, the Financial Reporting Manager and the Chief Executive Officer issue a report on the annual financial statements, the condensed half-yearly financial reports, and the consolidated financial statements:
  - a) the administrative and accounting procedures were adequate and actually applied in the period to which the documents refer;
  - b) the documents are drafted in compliance with the international accounting standards recognised pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and the Council of 19 July 2002;
  - c) the documents correspond to the evidence provided by accounting books and records;
  - d) the documents provide a true and fair representation of the economic, financial and capital situation of the issuer and of the companies included in the scope of consolidation;
  - e) for the separate and consolidated financial statements, the Report on Operations provides a reliable analysis of the operating performance and financial position of the Issuer and the companies included in the scope of consolidation, together with a description of the main risks and uncertainties to which they are exposed;
  - f) for the Condensed Interim Financial Reports, the Interim Report on Operations provides a reliable analysis of the information pursuant to Art. 154-*ter*, paragraph 4 of the Consolidated Finance Law.
- (iii) Art. 154-*bis*, paragraph 5, of the Consolidated Law on Finance, the Financial Reporting Manager and the Chief Executive Officer certify, through a specific report, that the Sustainability Reporting included in the Report on Operations has been drawn up in accordance with the reporting standards applied pursuant to Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 and the Legislative Decree adopted in implementation of Article 13 of Law no. 15 of 21 February 2024 and with the specifications adopted pursuant to Article 8,



paragraph 4, of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020.

### **11.1 Director in charge of the Internal Control System**

In support of the internal control and risk management system, on 9 May 2024 the Board of Directors of the Company - while acknowledging that Recommendation No. 32, letter b) of the Corporate Governance Code identifies the chief executive officer as the person in charge of establishing and maintaining the internal control and risk management system - appointed Carlo Capelli as Director in charge of the internal control and risk management system, in continuity with the past and above all in consideration of the powers assigned to him and the relative participation in the Company's top management, with a view to ensuring effective and efficient performance of the functions assigned to this office.

In execution of their functions, the Director in charge of the Internal Control and Risk Management System, with the support of the executives in charge of the different reference areas:

- identifies the main business risks, taking into account the characteristics of the activities carried out by the Company and its subsidiaries, and periodically submits them for examination by the management body;
- implements the guidelines defined by the management body, overseeing the design, implementation and management of the internal control and risk management system and constantly verifying its adequacy and effectiveness, as well as ensuring its adaptation to the dynamics of the conditions operational and legislative and regulatory landscape;
- may entrust the internal audit function to carry out checks on specific operational areas and on compliance with internal rules and procedures in the execution of corporate operations, simultaneously notifying the chair of the management body, the chair of the control and risk committee and the chair of the supervisory board;
- promptly reports to the control and risk committee concerning problems and critical issues that emerge in the performance of the corporate business or of which it has in any case become aware, so that the committee can take appropriate actions.

Mr. Capelli may ask the Internal Audit function to carry out assessments on specific operating areas and on compliance with internal rules and procedures in the execution of corporate transactions, informing the Chair of the Board of Directors, the Chair of the Control, Risk and Sustainability Committee and the Chair of the Board of Statutory Auditors.

In the exercise of their functions, the Director in charge of the Internal Control and Risk Management System has not observed so far, nor has been informed of, issues that needed to be promptly brought to the attention of the Control, Risk and Sustainability Committee and the Board of Directors.

### **11.2 Head of the Internal Audit function**

On 11 May 2016, the Company's Board of Directors appointed Giuliano Boccanegra as head of the Internal Audit function, in compliance with the recommendations of Standard 7.P.3 b) and Criterion 7.C.5. of the Self-Discipline Code in force at the time.

At the time of the appointment, the Board set the remuneration of the Head of the Internal Audit function in line with corporate policies, assigning an annual general budget to the Internal Audit function.

The Head of the Internal Audit function, who is not in charge of any business area and who reports to the Board of Directors, in the exercise of his functions, provides the information required by the

Director in charge of the Internal Control and Risk Management System, the Board of Statutory Auditors and the Control, Risk and Sustainability Committee. In particular, the Head of the Internal Audit function:

- a) verifies, both on a continuous basis and for special requirements and in compliance with international standards, the effectiveness and suitability of the internal control and risk management system, through the audit plan prepared by this, approved by the board of directors, based on a structured process of analysis and prioritising the main types of risk;
- b) prepares periodic reports containing adequate information on its activities, on the ways in which risk management is conducted as well as on compliance with the plans defined for their containment. The periodic reports contain an assessment of the suitability of the Internal Control and Risk Management System;
- c) also at the request of the supervisory board, promptly prepares reports on events of particular importance;
- d) transmits the reports referred to in letters b) and c) to the chairs of the control Body, the control and risk committee and the administrative body, as well as to the chief executive officer, except in cases where the subject of such reports specifically concerns the activity of these subjects;
- e) verifies, within the audit plan, the reliability of the IT system including the accounting data systems.

The Head of the Internal Audit function has direct access to all information useful for the performance of the mandate and, if necessary, may also access the documents produced by third parties with control positions in the Company or in other subsidiaries.

During the Financial Year, the Internal Audit function carried out and was involved in the following activities:

- a) audit activities in accordance with the Audit Plan, presented and approved by the Board of Directors on 14 February 2024;
- b) activity on behalf of the Supervisory Board, according to the contents of Technogym's Organisational and Management Model pursuant to Legislative Decree 231/2001.

The head of the Internal Audit Function periodically reported on the activity carried out during the year to the Board of Directors, the Board of Statutory Auditors, the Control, Risk and Sustainability Committee and the Director in charge of the Internal Control and Risk Management System, with reports dated 1 August 2024 (report to the Control, Risk and Sustainability Committee and the Director in charge of the Internal Control and Risk Management System) and 2 August 2024 (report to the Board of Directors), regarding the activity carried out in the first six months of 2024 and until the date of the report, as well as on 11 February 2025 (report to the Control, Risk and Sustainability Committee and the Director in charge of the Internal Control and Risk Management System) and 12 February 2025 (report to the Board of Directors), concerning the activities carried out during 2024 and until the date of the report.

### **11.3 Coordination Measures**

To ensure the coordination of the parties involved in the internal control and risk management system, the Company requires that meetings take place, at least once every quarter, on a day known as control day. These meetings are attended by all managers of the control functions or the functions that are in any case involved in the internal control and risk management system. The Board of Statutory Auditors

and the Control, Risk and Sustainability Committee cooperate effectively and profitably, promptly exchanging relevant information for the performance of their respective duties. The Chair of the Board of Statutory Auditors and, more generally, all the members of the Board, actively participate in the meetings of the Control, Risk and Sustainability Committee.

The bodies and the functions in charge of Technogym's Internal Control and Risk Management System met regularly during the year.

#### 11.4 Organisational Model pursuant to Legislative Decree 231/2001

The Company has adopted its own Organisation and Management Model pursuant to Italian Legislative Decree 231/2001, approved by the Board of Directors on 28 May 2013 and subsequently updated by the Board of Directors on 3 December 2013, 7 March 2016, 4 August 2016, 23 October 2019, 25 February 2021, 11 May 2022 and 14 February 2024 (hereinafter the “**Model**”). The revisions to the Model approved on 14 February 2024 concerned: (i) the transposition of the of the regulatory changes introduced by Italian Legislative Decree No. 24/2023 on “the protection of persons who report breaches of Union law and containing provisions on the protection of persons reporting violations of national regulatory provisions”, adopted in implementation of Directive (EU) 2019/1937, which amended and updated the whistleblowing regulations to make them autonomous; (ii) the transposition of regulatory changes introduced by Italian Decree Law No. 105/2023 which introduced the cases of “Bid rigging” (Art. 353 of Italian Criminal Code), “Corruption and collusion in the tender design process” (Art. 353-bis of Italian Criminal Code), and “Fraudulent conveyance” (Art. 512-bis of Italian Criminal Code) in the catalogue of predicate offences. On the basis of specific assessments carried out by the Supervisory Board, the new predicate offences did not require expansion of the mapping of areas and activities at risk of offences and/or the Special Parts of the Model, except for the regulatory references indicated in paragraph 1 of Special Part A (Public Administration) of the Model. Technogym's Model comprises two sections. The first section, of a general nature, describes the aims, addressees, components of the system of ex-ante control of the Model itself and, again in line with the requirements of Italian Legislative Decree 231/2001, the structure, operation and tasks of the Supervisory Board, which, pursuant to Art. 6 of Italian Legislative Decree 231/2001, oversees the operation and compliance of the Model.

The first part of the Model deals with the validity and application of Italian Legislative Decree 231/2001, the composition and functioning of the Supervisory Board, the system of reporting to the Supervisory Board, the methods of managing confidential information (“whistleblowing”), the penalty code applicable in the event of breaches of the rules of conduct of the Model pursuant to Italian Legislative Decree 231, as well as the training and information activities of the Company's personnel regarding the content of the Model.

The second section of the Model, more specific, provides a description of the types of offences specified by Italian Legislative Decree 231/2001 relating to the areas and Company activities considered to be applicable with respect to the effective business activities conducted. For each section, the Special Parts contain a reference to the general rules of conduct and protocols required by the Company's Internal Control System to monitor the risks of potential commission of offences.

The offences that the Model, based on the results of the risk mapping carried out for the purposes of its adoption, aims to prevent, are:

- crimes against the Public Administration and false declarations to Judicial Authorities;
- cyber offences and unlawful data processing;
- organised crime and crimes with the purpose of terrorism or subversion of the democratic order;
- forgery of identification instruments or marks and offences against industry and commerce;

- corporate offences;
- offences of corruption between private individuals;
- crimes against the individual and the employment of illegally staying third-country nationals;
- offences of market abuse;
- crimes of involuntary manslaughter and involuntary serious or grievous injuries, committed in violation of accident prevention regulations and the protection of hygiene and safety in the workplace;
- crimes of receiving stolen goods and money laundering, use of money, goods or benefits of illicit origin, as well as self-laundering;
- offences involving violation of copyright laws;
- environmental offences;
- racism and xenophobia;
- tax crimes.

The provisions of the Model are integrated by those of the Technogym S.p.A.'s Code of Ethics, approved by the Board of Directors at its meeting on 28 May 2013 and most recently updated at the meeting of 3 March 2023. The Code of Ethics describes the ethical commitments and responsibilities in carrying out company business and activities, by which all employees must abide in the performance of their activity, in the belief that ethics in the conduct of the business is required for the success of the company activity.

The Model is available on the Company's website at <https://corporate.technogym.com/en/governance/reports-and-documents#2022>.

The Code of Ethics is available on the Company's website at <https://corporate.technogym.com/en/governance/reports-and-documents#2023>.

The Supervisory Board has the task of monitoring the operation of and compliance with the Code of Ethics, which includes the issues of anti-corruption and corporate ethics. The Board currently in office was appointed by the Board of Directors on 9 May 2024. Given the type of business and organisation of the Company, it was considered appropriate to set up the Supervisory Board in collective form. The members of the Supervisory Board are:

- Andrea Ciani, J.D. (Chair);
- Riccardo Pinza, J.D.;
- Giuliano Boccanegra (also Head of the Company's Internal Audit function, appointed to ensure coordination between the various parties involved in the Internal Control and Risk Management system).

To ensure full compliance with Legislative Decree 231/2001, the Supervisory Board reports directly to the top management of the Company and does not have any hierarchical link to company operations to ensure its full autonomy and independence in the execution of its functions.

The Supervisory Board submitted (i) the interim report on activities carried out in the first half of 2025 to the Board of Directors on 2 August 2024, after its submission to the Control, Risk and Sustainability Committee on 1 August 2024. and (ii) the Annual Report relating to 2024 to the Board of Directors on

12 February 2025, after its submission to the Control, Risk and Sustainability Committee on 11 February 2025.

### 11.5 Independent Auditors

Taking into account the guidelines most recently provided by Consob in its Communication No. 0098233 of 23 December 2014, concerning the granting of the audit mandate at the time of the assumption of the status of public-interest entity pursuant to Art. 16 of Italian Legislative Decree No. 39 of 2010, the Ordinary Shareholders' Meeting of the Issuer, on 16 February 2016, has granted to the Independent Auditors, effective from and conditional to the presentation of the request for the shares to be admitted to trading on the Mercato Telematico Azionario, a new audit mandate (which includes the verification that the accounts are duly kept, and that the operating performance is correctly recorded) pursuant to Art. 13 and 17 of Italian Legislative Decree No. 39 of 2010, for the years 2016-2024, for the separate financial statements of the Company and the consolidated financial statements of the Technogym Group, to replace the ongoing mandate given to PricewaterhouseCoopers S.p.A. itself on 17 July 2014.

By means of its resolution on 16 February 2016, the Ordinary Shareholders' Meeting of the Issuer granted to the Independent Auditors, with effectiveness subject to the presentation of the request for the shares to be admitted to trading on the Mercato Telematico Azionario, an engagement for the limited audit of the condensed consolidated half-yearly financial statements of the Technogym Group for the six-month periods ending 30 June in the 2016-2024 period, an engagement for the audit of the separate and consolidated financial statements of the Issuer, pursuant to the provisions of Art. 14 and 16 of Italian Legislative Decree No. 39/2010, for the years from 2013 to 2021, inclusive, and the engagement for the limited audit of the Condensed Consolidated Half-Yearly Financial Statements of the Issuer for the six-month periods ending 30 June in the years from 2014 to 2021, inclusive, in compliance with the recommendations of CONSOB by means of communication DAC/RM/97001574 dated 20 February 1997. According to the mandate granted to the Independent Auditors, in the case of exceptional or unexpected circumstances that require a time commitment in excess to what had been estimated in the mandate, the parties must identify the unexpected activities and quantify the corresponding fees. The mandate also makes specific reference to the difficulty of quantifying the effect, in terms of time commitment for the execution of the mandate, of the coming into force of European Regulation No. 537/2014 and the adoption of European Directive No. 2014/56/EU as well as the Italian Legislative Decree No. 139/2015.

At the beginning of 2018, therefore, the Independent Auditors sent to the Company a proposal to integrate the mandate, to take into account the new laws and regulations that are coming into force. The proposal to supplement the mandate and the fees received from the Independent Auditors was brought to the attention of the Board of Statutory Auditors. Pursuant to Art. 13, paragraph 1 of the Italian Legislative Decree No. 39/2010 as subsequently amended, this in turn submitted a proposal to the Shareholders' Meeting in regard to the request to supplement the fees received from the Independent Auditors. With resolution of 8 May 2018, the Ordinary Shareholders' Meeting of the Issuer approved the supplementation of the mandate to the Independent Auditors.

On 22 February 2022, the Independent Auditors submitted a proposal to the Company to supplement the assignment as a result of additional auditing activities due to the entry into force of the requirement - introduced by the Delegated Regulation of the European Commission No. 2019/815 of 17 December 2018 ("**ESEF Regulation**", European Single Electronic Format) - to prepare the financial reports for the year 2021 in XHTML (Extensible Hypertext Markup Language) format and to mark up the consolidated financial statements in accordance with the Inline XBRL (Extensible Business Reporting Language) specifications. The proposal to supplement the mandate and consideration received from PricewaterhouseCoopers S.p.A. was brought to the attention of the Board of Statutory Auditors, which in turn, pursuant to Art. 13, paragraph 1 of Italian Legislative Decree No. 39/2010, as amended, submitted a proposal to the Shareholders for their evaluation of the independent auditors' request at the Shareholders' Meeting. By resolution of 4 May 2022, the Ordinary Shareholders' Meeting of the Issuer approved the integration of the mandate to the Independent Auditors.



Lastly, on 11 January 2023, the Independent Auditors sent a further proposal for "one-off" supplement (and therefore in a single amount for the entire residual duration of the mandate) to assignment-related fees for additional audit activities resulting from the entry into force, from 1 September 2022, of a new version of audit standard ISA 315 (Identifying and Assessing the Risk of Material Misstatement). The proposal to supplement the mandate and consideration received from PricewaterhouseCoopers S.p.A. was brought to the attention of the Board of Statutory Auditors, which in turn, pursuant to Art. 13, paragraph 1 of Italian Legislative Decree No. 39/2010, as amended, submitted a proposal to the Shareholders for their evaluation of the independent auditors' request at the Shareholders' Meeting. By resolution of 5 May 2023, the Ordinary Shareholders' Meeting of the Issuer approved the integration of the mandate to the Independent Auditors.

During 2024, the Control, Risk and Sustainability Committee assessed, in the presence of the Board of Statutory Auditors, the results of the audits carried out by the Independent Auditors, at the preparatory meetings for the approval of the annual and interim financial report.

The appointment conferred on PricewaterhouseCoopers S.p.A. by the Shareholders' Meeting of 16 February 2016, will expire with the approval of the financial statements for 2024 by the Shareholders' Meeting. It follows that, on that date, the appointment to PricewaterhouseCoopers S.p.A. will not be further renewable.

Consistent with a practice now widespread among numerous listed companies, the Company considered it appropriate to start in 2024, one year before the expiry of the mandate of PricewaterhouseCoopers S.p.A., the procedure to select the new Independent Auditors for the financial years 2025-2033. Moving up this action has allowed a more efficient rotation between the outgoing and incoming auditors, ensuring in any case compliance with the cooling-in period rule introduced by Article 5 of the European Regulation to safeguard the independence of the incoming auditors.

Therefore, the Shareholders' Meeting of 7 May 2024, on the basis of the reasoned recommendation made by the Board of Statutory Auditors regarding the appointment of the Independent Auditors for Technogym for the financial years 2025-2033, pursuant to Article 13 of Italian Legislative Decree no. 39/2010 and Article 16 of European Regulation no. 537/2014, resolved to appoint the Independent Auditors EY S.p.A. as Independent Auditors for the nine-year period 2025-2033.

## **11.6 Financial Reporting Manager**

On 16 November 2022, in compliance with the provisions of Art. 154-*bis* of the Consolidated Finance Law and the requirements set by Art. 25.2 of the Articles of Association, and after obtaining the favourable opinion of the Board of Statutory Auditors, the Board of Directors appointed the current Chief Financial Officer, William Marabini, as Financial Reporting Manager.

The Financial Reporting Manager has the following tasks:

- to specify appropriate administrative and accounting procedures for the preparation of the separate financial statements and the consolidated financial statements, as well as of any other financial disclosure;
- to issue written statements certifying that the acts and communications of the Company disclosed to the market and related to the annual and interim financial disclosures correspond to the supporting documentation, accounting books and records;
- to issue, together with the Chief Executive Officer, the statements required by Art. 154-*bis*, paragraph 5 and 5-*bis* of the Consolidated Finance Law, with a special report drafted according to the model by the CONSOB regulation, attached to the separate financial statements, the half-yearly condensed financial statements and the consolidated financial statements;

- to take part in the meetings of the Board of Directors of the Company when the agenda includes the review of the Company's economic-financial data;
- to report without delay to the Chief Executive Officer and the Board of Directors, also through the Control, Risk and Sustainability Committee, any significant aspect that, if incorrect, should be declared in the statements specified by Art. 154-bis of the Consolidated Finance Law;
- to report, every six months, to the Board of Directors, the Control, Risk and Sustainability Committee and the Board of Statutory Auditors on the activity carried out.

The financial reporting manager must meet not only the integrity requirements set by the legal and regulatory provisions in force at the time for those carrying out administration and direction functions, but also the professional qualification requirements set forth in Art. 25, paragraph 2, of the Articles of Association of the Company, consisting in specific competences on administration, finance or control. In particular, they must have:

- (a) obtained a degree in economic or financial disciplines or in a subject connected with business management and organisation; and
- (b) gained overall experience of at least three years in the conduct of: (i) activities of administration, finance or control or management duties with managerial functions with stockholding companies; or (ii) administrative or managerial functions or appointments as legal auditor or accountant working with entities in the credit, financial or insurance sectors or in sectors connected or inherent to the activities carried out by the Company described in Article 3 above of these Articles, entailing the management of economic and financial resources.

The Board of Directors verifies that the requirements of integrity and professionalism as set forth in previous points (a) and (b) above are met. The Board of Directors will ensure that the Officer responsible for the drafting of the Company's accounting documents possesses adequate powers and resources for the exercise of the duties assigned to him or her pursuant to the laws and regulations in force for the time being.

The Company's Board of Directors verified, at the time of the appointment, that Mr. Marabini satisfies the aforementioned requirements.

## 12. INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES

In compliance with the provisions of Art. 2391-*bis* of the Italian Civil Code and the Related Party Regulations, which implements Art. 2391-*bis* of the Italian Civil Code, and Art. 4 of which requires, among other things, the adoption of procedures ensuring the transparency and the substantial and procedural fairness of the transactions with related parties, the Board of Directors, in its meeting on 11 May 2016, set up the Committee for Transactions with Related Parties and approved the Procedure for Transactions with Related Parties, which regulates the execution of transactions with related parties, to ensure their transparency and substantial and procedural fairness. Art. 2.18 of the Procedure for Transactions with Related Parties was most recently updated on 17 February 2023, to align the name of the company function responsible for the role of “*Related Party Transactions Unit (or RPT Unit)*” with the current company organisation chart. This update was notified to the Committee for Transactions with Related Parties (which agreed with the update) before the Board meeting at which it was approved.

The Committee for Transactions with Related Parties in office at the time of this Report, as appointed after the election of the Board of Directors by the Shareholders' Meeting on 7 May 2024, consists of three Independent Directors, as indicated below: Maria Cecilia La Manna (Chair), Chiara Dorigotti (Deputy Chair) and Francesco Umile Chiappetta.

No meetings of the Committee for Transactions with Related Party were held in 2024.

In particular, the Procedure for Transactions with Related Parties in question dictates and governs the completion of transactions carried out directly by the Company, or through Subsidiaries, with counterparties that fall within the definition of “related party” of which accounting standards adopted in accordance with the procedure referred to in Article 6 of Regulation (EC) No. 1606/2002 in force from time to time and establishes the criteria for the distinction between transactions of greater significance, of lesser significance, ordinary transactions or transactions of a small amount, also indicating the criteria and methods for the related procedural regulations.

The Procedure for Transactions with Related Parties provides, *inter alia*, that the Company draws up and updates whenever necessary and in any case at least annually a specific register in which related parties are registered and all Transactions with Related Parties are filed, including transactions excluded from the application of the procedure, carried out by the Company also through its subsidiaries. Lastly, the Procedure includes provisions on public disclosure obligations for the Transactions with Related Parties that have been carried out and/or will be carried out.

The Procedure for Transactions with Related Parties is available on the website of the Company at <https://corporate.technogym.com/en/governance/corporate-documents/reports-and-documents#2023>.

### **13. APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

Pursuant to Art. 27 of the Company’s Articles of Association, the Board of Statutory Auditors is composed of 3 Standing Auditors and 2 Alternate Auditors. They shall remain in office for a period of 3 financial years and their term in office expires at the time of the Shareholders' Meeting called for the approval of the financial statements related to their third year of office. They may be re-elected.

The members of the Board of Statutory Auditors must meet the requirements of integrity, professionalism, independence and must respect the limit on the accumulation of positions set by the legal and regulatory provisions in force at the time. For the purposes of Article 1, paragraph 2, letters b) and c) of the Decree of the Minister of Justice no. 162 of 30 March 2000, as subsequently amended and supplemented, the following subjects will be considered to be strictly relevant to the Company’s scope of activities: matters inherent to commercial, company and taxation law, business economics, business finance, disciplines whose subject matter is analogous or similar to the above together with, finally, those matters and sectors inherent to the Company’s own sector activities.

Until the shares of the Company are listed in a regulated market in Italy or in another Member State of the European Union, the Board of Statutory Auditors is elected by the Ordinary Shareholders' Meeting on the basis of lists presented by the shareholders as specified below.

The lists may be presented by the shareholders who, alone or with others, at the time of the presentation of the list, hold a percentage equity investment at least equal to that specified for the Board of Directors. Each shareholder, shareholders that are parties to a Shareholders’ Agreement relating to the Company of relevance pursuant to Article 122 of the Consolidated Finance Law, the controlling party, subsidiary companies and those subject to common control and other parties between whom there is a relationship (including an indirect relationship) of connection pursuant to the laws and regulations in force for the time being, may not present or contribute to the presentation of, including by intermediary or trust company, more than one list nor may they vote for different lists.

The lists are divided into two sections: one for candidates for the office of Standing Auditor, the other for candidates for the office of Alternate Auditor. The first candidate for each section must be registered on the Register of Legal Auditors and have exercised the legal audit of accounts for a period of not less than 3 (three) years. The other candidates, if not satisfying the pre-requisites described in the preceding sentence, must satisfy the other professional pre-requisites laid down by the laws and regulations in force for the time being.

For the period of application of the legal and regulatory provisions in force at the time on gender balance, any list presenting no less than three candidates (considering both sections) must also include candidates of both genders, so that at least two-fifths (rounding up) of the candidates for the office of Standing Auditor and at least one candidate for the office of Alternate Auditor (if the list also includes candidates to the office of Alternate Auditor) belongs to the less represented gender.

In the lists that submit a number of candidates greater than or equal to three, each list for the appointment of a Standing Auditor and an Alternate Auditors must include a number of candidates belonging to the less represented gender which ensures, within such list, respect for gender balance at least to the minimum extent required by legislation and regulations in force at the time.

In the case of non-compliance with the obligations imposed by this paragraph, the list will be deemed not to have been presented.

The lists must be accompanied by the following:

- (a) the information relating to the identity of the shareholders presenting the lists with an indication of the total percentage shareholding owned, without prejudice to the fact that the certification showing the ownership of such shareholding may be produced subsequently to the filing of the lists, so long as within the time limit laid down for the publication of the lists by the Company;
- (b) a declaration of shareholders other than those owning, including jointly, a controlling or relative majority shareholding, attesting to the absence of relationships of connection, including indirect relationships, pursuant to the laws and regulations in force for the time being, with the latter;
- (c) exhaustive information on the personal and professional characteristics of the candidates, with specification of the administration and control positions held in other companies, as well as a statement by the candidates that the requirements set by the legal and regulatory provisions in force at the time and by the articles of association, including those of integrity, professionalism, independence and limit on the accumulation of positions are met, and that they accept the candidature and, if elected, the office;
- (d) any other additional or different statement, information and/or document required by the legal and regulatory provisions in force at the time.

If these obligations are not fulfilled, the list is deemed as not presented.

The election of the Board of Statutory Auditors takes place as follows:

- (a) 2 Standing Auditors and 1 Alternate Auditors are taken from the list that obtained the highest number of votes, in the progressive order with which they are listed in the corresponding sections of the list;
- (b) the remaining Standing Auditor and the remaining Alternate Auditor are taken, based on the progressive order with which they are listed in the corresponding sections of the list, from the list that obtained the second highest number of votes after the list under (a), votes given by shareholders who are not related in any way, not even indirectly, pursuant to the legal and regulatory provisions in force at the time, with the shareholders who have presented or voted the list that obtained the highest number of votes.

In case of parity between lists, priority is given to the list presented by the shareholders with the largest equity investment or, subordinately, by the largest number of shareholders.

The Articles of Association moreover regulates the following extreme case that could occur during the elections of the Board of Statutory Auditors.

If at the end of the voting, with the election of the candidates, the composition of the Board of Statutory Auditors does not ensure compliance with the laws and regulations in force for the time being concerning gender equality, the candidate of the gender with highest representation being the last to be elected based on the numerical order of the related section of the list receiving the most votes will be excluded and replaced by the first candidate not elected from the same section of the less represented gender based on such numerical order. If, on the completion of such replacement procedure, the composition of the Board of Statutory Auditors does not comply with the laws and regulations in force for the time being concerned with gender equality, the replacement will be carried out by resolution passed by the General Meeting by a majority relative to the votes represented therein following the presentation of candidacies of persons belonging to the less represented gender.

If the number of candidates elected on the basis of the lists presented is less than the number of the auditors to be elected, the remaining auditors are elected at the Shareholders' Meeting, with the relative majority of the votes there represented, in a way to ensure compliance with the legal and regulatory provisions in force at the time on gender balance. In the case of a parity of votes between candidates there will be a second ballot between them by means of a further vote of the Shareholders' Meeting, the candidate receiving the most votes being the winner.

If a single list is presented, the Shareholders' Meeting shall vote on this list: if the relative majority of the votes there represented is obtained, all members of the Board of Statutory Auditors shall be taken from this list in compliance with the legal and regulatory provisions in force at the time, also in regard to gender balance.

If no list is presented, or if a single list is presented without obtaining the relative majority of the votes represented in shareholders' meeting, or if only a part of the Board of Statutory Auditors needs re-appointing, or if it is not possible for any reason to appoint the Board of Statutory Auditors with the procedures described above, the members of the Board of Statutory Auditors shall be appointed by the shareholders' meeting, with the ordinary procedures and the relative majority of the votes there represented, without using the list vote mechanism, in a way to ensure compliance with the legal and regulatory provisions in force at the time on gender balance, without prejudice to the provisions of Art. 30 of the Articles of Association.

The Chair of the Board of Statutory Auditors is identified in the person of the standing auditor elected by the minority, except the case in which a single list was voted or no list was presented; in these cases, the Chair of the Board of Statutory Auditors is appointed by the shareholders' meeting that resolves with the relative majority of the votes there represented.

If during the year, a member of the Board of Statutory Auditors from the list that received most votes becomes unavailable, they are replaced, until the next shareholders' meeting, by the first Alternate Auditor taken from this list.

If the requirements made by legal and regulatory provisions are no longer met, the member of the Board of Statutory Auditors forfeits their office.

The Company is not subject to further rules on the composition of the Board of Statutory Auditors, beyond the provisions of the Consolidated Financial Law.

## **14. AUDITORS**

The Board of Statutory Auditors of the Issuer in office at the date of this Report, appointed by the Shareholders' Meeting on 4 May 2022 until the approval of the Financial Statements as at 31 December 2024, consists of 3 Standing Auditors (of which one from the less represented gender) and 2 Alternate Auditors (of which one from the less represented gender), notably: Francesca Di Donato, as Chair of the Board of Statutory Auditors, Pier Paolo Caruso and Fabio Oneglia, as Standing Auditors, and Laura Acquadro and Stefano Sarubbi, as Alternate Auditors.



In particular, note that the majority list (presented by the shareholder TGH S.r.l. who holds a stake equal to 33.78% of the share capital) was voted by 62.03% of the share capital with voting rights and statutory auditors Pier Paolo Caruso and Fabio Oneglia, as well as the alternate auditor Laura Acquadro, were selected from this list; while Standing Auditor Francesca Di Donato (Board Chair) and Alternate Auditor Stefano Sarubbi were selected from a minority list (submitted by Studio Legale Trevisan & Associati on behalf of a group of investors who held a total stake of 4.29% of the share capital) was voted by 37.42% of the share capital entitled to vote.

The current composition of the Board of Statutory Auditors is in compliance with the provisions aimed at guaranteeing compliance with the current regulations on gender balance in the Articles of Association.

The Shareholders' Meeting held on 4 May 2022 set the annual remuneration of the Board of Statutory Auditors at Euro 50,000 gross per year for the Chair and Euro 33,000 gross per year for each of the Standing Auditors, for the entire period of duration of the office, to be paid in proportion to the actual period in office. This remuneration is commensurate to the commitment required, the importance of the role held and the size and sectorial characteristics of the company.

We provide below some information on the members of the Board of Statutory Auditors currently in office.

### **Francesca Di Donato**

She graduated in 1997 in Economics and Commerce from the Luiss - Guido Carli University of Rome, where she also obtained a PhD in Business Information Systems. Associate Professor of Business Economics at the San Raffaele University in Rome, professor at the Luiss - Guido Carli University of Rome, and an Auditor, she has honed professional experience in a variety of sectors. In particular, she held the positions of member of the Board of Statutory Auditors of CDP Reti S.p.A. and member of the Board of Statutory Auditor and of the Supervisory Board of Banca Caripe and of MPS Leasing & Factoring, and member of the Board of Statutory Auditors of Tim S.p.A. Currently, among others, she also holds the position of Director of Banca IBL S.p.A., Chair of the Board of Statutory Auditors of some companies of the Lottomatica Group, and member of the Board of Statutory Auditors of Garofalo Health Care S.p.A. She deals with extraordinary transactions, valuations of companies and equity investment, banks, capital transactions and financial restructuring, transactions on regulated markets (e.g., takeover bids, public offerings of shares and IPOs), management control and performance measurement activities, evaluations of internal control systems and risk analysis and business planning.

### **Pier Paolo Caruso**

He carries out his professional business, administrative, fiscal, tax and corporate activities at the Caruso di Bologna associated accountants firm, founded by Paolo Caruso in 1937; from 1988, on enrolment in the register of accountants, he became a partner of the firm. He gained further experience in business consulting, covering the role of CFO under contract in a number of companies, also with specific assignments for the organisation and implementation of an IPO process, developing practical experience in the areas of corporate, contractual and tax consulting and in the field of M&A transactions in Italy and abroad, as well as in the context of extraordinary corporate reorganisations. He obtained the IPSOA Master's degree, specialising in International Tax Law (2004-2005 edition). Author of various specialist articles and speaker at several conferences on international taxation; former Chair of the International Tax Commission of the Order of Chartered Accountants of Bologna until 2021. He currently holds positions as Chair of the Finance and Stock Markets Commission, Standing Auditor, Independent Auditor, Director and member of the Supervisory Board of listed and unlisted commercial companies. In 2022, he obtained a specialisation from SDA Bocconi on Sustainability and ESG Risk Management.

### **Fabio Oneglia**

He graduated with honours in Business Economics from the Bocconi University in Milan in 1994. He has been enrolled in the Register of Chartered Accountants and Accounting Experts of Milan since 1995 and in the Register of Statutory Auditors since 1999. He has been Co-Managing Partner and Equity Partner of Fivelex, a law and tax firm, since January 2021. He began his professional career in 1994 with another leading tax and legal advisory firm, of which he was Equity Partner from 2006 and subsequently a member of the governance bodies. He specialises in business tax, extraordinary transactions and VAT, at national and international level, tax disputes and corporate controls. He is a member of the Board of Statutory Auditors and of the Supervisory Board of multinational group companies. He is a speaker at conferences and author of publications on tax and corporate matters. He is a member of the International Tax Commission of the Order of Chartered Accountants and Accounting Experts of Milan and participates in tax working groups of trade associations. For years he has been indicated by national and international directories as a reference professional for tax matters and has achieved awards in this area.

### **Laura Acquadro**

She graduated in Economics from the Bocconi Business University in 1991 and in Law from the Statale di Milano University in Milan in 1997. She is registered with no. 3757 in the Professional Association of Chartered Accountants and Accounting Experts of Milan. She is also a member of the Auditors Association according to the Official Journal Provision No. 87 of 2 November 1990, as well as member No. 9680 of the Expert Consultants Association of the Court of Milan. She is a partner of the Studio Acquadro e Associati of Milan, and mainly deals with corporate and tax consultancy for medium/large groups operating in the industrial, real estate, financial and service sectors; she also deals with drafting sworn appraisals, company and assets valuations as well as consultancy on extraordinary transactions and corporate reorganisations.

### **Stefano Sarubbi**

He graduated in Economics and Commerce from the Cattolica University of Milan in 1990. He is a chartered accountant, auditor and freelance journalist. He has been working for about 30 years in tax and corporate consulting for corporate groups, also operating internationally.

He has also gained considerable experience in corporate organisation and internal control, as well as in the implementation and optimisation of corporate procedures. He is one of the founders of the SIGMAGEST Group, which has been operating for many years in business areas related to corporate organisation, administrative outsourcing projects and risk consulting.

He is involved in an intense publishing activity in tax-related matters, collaborating with "*Corriere della Sera*" and with several magazines published by Ipsoa WKI, with hundreds of articles on current tax issues. He is the author of several in-depth papers on fiscal and budgetary issues.

He holds various positions as Chair of the Board of Statutory Auditors or Standing Auditor in companies, including listed companies, and is a member of various Supervisory Boards in major Italian companies.

For specific skills in the field of sustainability, please refer to Sustainability Reporting 2024, Paragraph "Sustainability Governance".

\*\*\*

The Board of Statutory Auditors, in compliance with the legal and regulatory provisions in force, oversees the process of financial disclosure, the effectiveness of the Internal Control and Risk Management System, the audit of individual and consolidated financial statements and the independence of the independent auditors, in particular with regard to the provision of non-auditing services. As part of their activities, the Auditors may ask the Internal Audit to perform assessments on specific operational areas or corporate transactions. In addition, with regard to Sustainability

Reporting, the Board of Statutory Auditors monitors compliance with the provisions established in Legislative Decree 125/24 and reports on it in the annual report to the Shareholders' Meeting.

In 2024, the Board of Statutory Auditors, in the performance of its activity, liaised with the Internal Audit function and with the Control and Risk Committee through participation in discussions on issues of specific interest. The Internal Audit function and the Financial Reporting Manager actively participate in the assessments carried out by members of the Board of Statutory Auditors.

All Auditors must meet the requirements of eligibility, integrity and professionalism specified by the legal and applicable regulatory provisions in force at the time.

In compliance with Art. 144-*novies* of the Issuers' Regulation and the aforementioned Application Criterion, the Board of Directors and the Board of Statutory Auditors assess that the members of the Board of Statutory Auditors meet the requirements indicated above:

- (i) after the appointment, making the results of this assessment public in a press release;
- (ii) annually, including these results in the report on corporate governance.

Following appointment of the Auditors in office at the date of this Report (as stated previously, at the Shareholders' Meeting of 4 May 2022), the Board of Directors, during its meeting of 11 May 2022, verified their compliance with requirements and restrictions and the Board of Statutory Auditors confirmed, most recently at the meeting of 19 November 2024, that the independence requirements pursuant to law and the Corporate Governance Code were met, as were other requirements prescribed for its members. The self-assessment of the Board of Statutory Auditors was also conducted taking into account the criteria set out in the Q.1.1 Standard of Conduct of the Board of Statutory Auditors of Listed Companies issued by the National Council of Chartered Accountants and Accounting Experts.

The Board of Statutory Auditors verifies the correct application of the criteria and the procedures of verification adopted by the Board to assess the independence of its members. The results of these assessments are disclosed to the market.

During 2024, the Board of Statutory Auditors met a total of 14 times; the average duration of the meetings was approximately 3 hours. The meeting attendance record of each member is indicated, in percentage terms, in Table 3 attached to this Report. At least 10 meetings are scheduled for 2025, 2 of which had already been held at the date of this Report.

With regard to diversity policy, as already reported in relation to the Board of Directors, on 7 March 2022 the Board of Directors, after obtaining the favourable opinion of the Appointment and Remuneration Committee expressed on 15 February 2022, approved the Diversity Policy of the Board of Directors and the Board of Statutory Auditors.

In view of the election of the new Board of Statutory Auditors by the Shareholders' Meeting of 4 May 2022, the outgoing Board of Statutory Auditors, in office at the date of this report, presented its guidelines to the shareholders on the composition of the Board of Statutory Auditors. On the subject of the adequacy of the remuneration paid to the Statutory Auditors, please refer to the aforementioned guidelines, available on the Company's website at <https://corporate.technogym.com/en/governance/shareholders-meetings#2022>.

In addition to what is already provided for in the Procedure for Transactions with Related Parties (for a description of which please refer to the preceding Chapter 11), it was not deemed necessary to formalise specific procedural indications regarding the case in which there is an interest, on one's own behalf or on behalf of third parties, of a member of the Board of Statutory Auditors in a given transaction.

## 15. RELATIONS WITH SHAREHOLDERS

Technogym has created on its website (<http://corporate.technogym.com>) two special sections, respectively, “Corporate Governance” and “Investor Relations”, easy to find and to access, which provide the information on the Issuer of interest to its shareholders (who are able to exercise their rights in an informed manner on the basis of this information), notably, the documents and information pertaining to the Shareholders' Meetings. The economic and financial documents for the period and the press releases to the market are published in the same way.

The Investor Relations function, reporting to the Chief Executive Officer, coordinates and manages the Company's communications to the financial markets and those addressed to institutional investors, analysts and retail investors. The Company has appointed Michele Bertacco as Investor Relations Director.

In compliance with Recommendation No. 3 of the Corporate Governance Code, the Board of Directors, on 27 October 2021, approved the policy for managing relations with shareholders and investors (“**Policy**”), drawn up also taking into consideration the principles set out in the Assonime Circular No. 23 of 19 July 2021, available on the Company's website at <https://corporate.technogym.com/en/governance/eports-and-documents#2021>.

This Policy is integrated into the processes and ordinary tools of communication already in place between the Company, on the one hand, and its Shareholders and Investors (as defined in the Policy) on the other, with the aim to govern, in particular, the direct dialogue between the Investors and the Board of Directors, in the areas for which the Board of Directors has responsibility (“**Direct Dialogue**”).

The Board of Directors generally gives authorisation to the Chief Executive Officer to manage Direct Dialogue, who, to this end and in operational terms, is assisted by the corporate functions involved on each occasion. The Investor Relations Function acts as the point of contact for initiating the Direct Dialogue.

The Chief Executive Officer must immediately inform the Board of Directors if there are any significant events that regard dialogue with the Shareholders and the other Investors, and especially Direct Dialogue, and in any event, must provide a periodic disclosure at least once a year on the performance and main developments of dialogue with Shareholders and other Investors, and in particular, of Direct Dialogue.

The Board of Directors shall monitor the application of the Policy, making any decisions considered advisable to promote and improve relations with the Shareholders and other Investors, including any changes and/or additions to this Policy.

From the date of approval of the Policy up to the date of this Report, a number of requests for Direct Dialogue were received from long-standing institutional investors of the Company. During 2024, these requests concerned, in particular, certain ESG issues as well as matters of corporate governance. The Board of Directors was informed, at the first available meeting and in any event in the periodic report of the Investor Relator, in agreement with the Chief Executive Officer. Also note that, in relation to the ordinary channels of dialogue with the financial community, no significant issues emerged that would require the involvement of the Board of Directors.

## 16. SHAREHOLDERS' MEETINGS

The Shareholders' Meeting is called whenever the Board of Directors believes it is appropriate or when the call is required by law. The Ordinary Shareholders' Meeting is called at least once a year within 120 days from the closing of the financial year. It may be called within 180 days from the closing of the financial year if the Company must draft consolidated financial statements, or when the longer term is necessary for special reasons related to the structure and the purpose of the Company. In the

latter cases, the directors must indicate the reasons for the postponement in the report prepared pursuant to Art. 2428 of the Italian Civil Code.

The Shareholders' Meeting may be called also outside the municipality in which the registered office is located, both in Italy and in other European Union countries. The notice of call must indicate the date, time and place of the Shareholders' Meeting, the list of the topics to be discussed and any other information which must be provided in the call notice pursuant to the legal and regulatory provisions in force at the time. The meeting shall be called by means of notice published on the Company's internet site together with the other procedures laid down by CONSOB according to the terms required by law. If required by law or by the Board of Directors, the notice is also published, also in abstract form if allowed, on the daily newspaper "*Il Sole 24Ore*".

The Shareholders' Meeting is chaired by the Chair of the Board of Directors or, in the case of absence or impediment of this, by the Deputy Chair of the Board of Directors (if appointed). If the latter is also absent or unable to act, the General Meeting will be chaired by the person appointed by the General Meeting itself by absolute majority of the votes represented therein. The Shareholders' Meeting appoints a Secretary, who may or may not be a shareholder, with an absolute majority of the votes there represented. The Chair may choose 2 or more vote counters, who may or may not be shareholders, if they believe it to be appropriate. The assistance of the Secretary will not be necessary when the minutes are taken by a Notary chosen by the Chair of the Shareholders' Meeting. The resolutions of the Shareholders' Meeting are reported in the minutes signed by its Chair and by the Secretary, if appointed by the Shareholders' Meeting. In cases required by law or considered appropriate by the Chair, the minutes will be taken by a notary chosen by the Chair.

The Shareholders' Meeting may be attended by those entitled to vote, provided their entitlement is proved with the procedures and in the terms set by the legal and regulatory provisions in force at the time. Shareholders may ask to be represented at the Shareholders' Meeting, issuing special proxies, according to limits and procedures of law, which are notified to the Company by sending these at the certified email address specified, for each Shareholders' Meeting, in the notice of call or, alternatively, through any other method of electronic notification indicated in the notice of call.

The Extraordinary Shareholders' Meeting of 3 December 2024 amended Art. 14.4 of the Articles of Association, stating that, where provided for and/or permitted by the law and/or applicable regulatory provisions in force for the time being, the Company may provide that the participation and exercise of voting rights in the Shareholders' Meeting by those entitled to do so may also take place exclusively through the granting of proxies (or sub-delegations) of voting rights to the designated representative of the Company pursuant to Article 135-*undecies* of the Consolidated Finance Law, in accordance with the procedures provided for by the same laws and/or regulatory provisions. In the event the Company makes use of the latter option, and where provided for and/or permitted by law and/or the applicable regulatory provisions in force for the time being, the Company may provide that the participation in the Shareholders' Meeting by the entitled parties may also or only take place by means of telecommunications that guarantee their identification without the need for the Chair, Secretary and/or Notary to be in the same place.

As above described, pursuant to Art. 7 of the Articles of Association, each shareholder may obtain increased voting rights. The Extraordinary Shareholders' Meeting of 3 December 2024 approved, *inter alia*, the amendments to Art. 7 of the Articles of Association aimed at introducing of the enhanced increased voting right system. The Board of Directors has established the special list for those entitled to the benefit of the increased vote and has appointed the person in charge of managing the special list, defining the criteria for keeping it in a specific regulation that will be amended and updated during 2025, in light of the introduction of the enhanced increased voting rights. The current version of the rules for increased voting is published on the Company's website at <https://corporate.technogym.com/en/governance/increased-rating>.



The same section contains the list of the shareholders relevant and present in the special list for the entitlement to the increased voting rights of Technogym pursuant to Art. 143-*quater* paragraph 5, of the Issuers' Regulation.

The Chair of the Shareholders' Meeting shall verify the regularity of the individual proxies and, in general, the right to attend the Shareholders' Meeting. Save as may be decided otherwise by the Board of Directors with regard to a specific Shareholders' Meeting with express indication of the same in the notice of call, the Company will not designate a person to whom the shareholders may grant a proxy for each Shareholders' Meeting with voting instructions for all or some of the items of business on the agenda.

Ordinary and Extraordinary Shareholders' Meetings take place on single call, except for what is specified by the next paragraph. The majorities required by the law in force at the time will apply with regard to the due establishment of Shareholders' Meetings and the validity of resolutions to be adopted.

The Board of Directors may decide to hold an Ordinary or Extraordinary Shareholders' Meeting after multiple calls, if it believes this to be appropriate, expressly mentioning it in the notice of call. The resolutions in first, second or third call are taken with the majorities required by the law in force at the time, both for the regular establishment of the Shareholders' Meetings and the validity of the resolutions to be taken.

For a description of the topics reserved to the exclusive authority of the Board of Directors, we refer to Paragraph 4.1 of this Report.

All directors take part in the Shareholders' Meeting and on these occasions the Board of Directors, in particular, reports on the activity carried out and scheduled and provides shareholders with appropriate information on the necessary elements to allow them to take the decisions under the responsibility of the Shareholders' Meeting in an informed manner.

The Articles of Association do not specify qualified quorums, and, therefore, for the validity of the constitution of the Shareholders' Meeting and the resolutions adopted by it, the legal provisions shall apply.

In compliance with the provisions of Art. 15 of the Articles of Association, the Shareholders' Meeting of Technogym on 16 February 2016 approved the Regulations on Shareholders' Meetings, which regulate the running of the Ordinary and Extraordinary Shareholders' Meetings of Technogym and can be found by shareholders and other entitled parties at the registered office of the Company and at the locations where the shareholders' meetings take place (the “**Regulations on Shareholders' Meetings**”). The Regulations are also available on the Company website <https://corporate.technogym.com/en/governance/reports-and-documents>.

The Regulations of the Shareholders' Meetings provide for the Chair to manage the discussion giving the floor to all those who take part in the Shareholders' Meeting being entitled to vote and who have asked to take the floor. The Chair must intervene to avoid abuse or disturbances to the correct, regular and orderly performance of the Shareholders' Meeting. During the discussion, all those entitled to vote may take the floor only once, making comments and requesting information. Those entitled to vote may also make proposals on the items on the agenda. Those who wish to take the floor must make a request to the Chair or, if instructed to do so by this, to the Secretary, the Notary or the Chair's office. To guarantee the correct, regular and orderly performance of the activity of the Shareholders' Meeting, the Chair may, at the opening or in the course of the discussion on individual topics, set a term for the presentation of the requests to intervene. These in any case cannot be made before the topic on the agenda to which the requests refer is read out and after the discussion on this topic has been declared closed. The Chair usually gives the floor to requesting shareholders according to the chronological order of the requests presented. If two or more requests are made at the same time, the Chair usually gives the floor to requesting shareholders in alphabetical order of surnames. The Chair may also authorise the presentation of requests for intervention by a show of hands. In this case, the Chair

usually gives the floor to requesting shareholders in alphabetical order of surnames. The members of the Board of Directors and the Board of Statutory Auditors may also ask to take part in the discussion.

During 2024, two Shareholders' Meetings were held, the first, in ordinary and extraordinary session, on 7 May 2024, in which 72.47% of the share capital participated; the second, in extraordinary session, on 3 December 2024, in which 81.48% of the share capital participated.

For both of the Shareholders' Meetings held in 2024, participation in the Shareholders' Meeting took place through the representative appointed pursuant to Art. 135-undecies of the Consolidated Finance Law, identified as Spafid S.p.A. as the Board has applied the option referred to in Art. 106, paragraph 4, Italian Law Decree No. 18 of 17 March 2020 - converted with amendments, into Italian Law No. 27 of 24 April 2020, the application of which was later extended. Those Shareholders' Meetings were attended by some members of the Board of Directors and by the Standing Auditors in office at the time. During the Shareholders' Meetings, the Board of Directors, through the Chair of the Board of Directors and the Chief Executive Officer, reported on its activity, carried out and scheduled, providing shareholders with the information needed to take the decisions under the responsibility of the Shareholders' Meeting in an informed manner, making available all prepared documents concerning the individual items on the agenda before the Shareholders' Meeting, in the terms and the forms required by law and by the Articles of Association.

In the year ended 31 December 2024, there were no significant changes in the market capitalisation of the Issuer's shares.

As of the date of publication of this Report, TGH S.r.l. held 33.78% of the Issuer's share capital (representing 50.49% of total voting rights), NIF Holding (Italy) S.r.l. held 6% of the Issuer's share capital (representing 4.48% of total voting rights), Ivan Glasenberg directly held 3.02% of the Issuer's share capital (representing 2.26% of total voting rights), and indirectly held, through SPAC S.A., 2.58% of the Issuer's share capital (representing 1.93% of total voting rights), while the remaining 54.62% of the Issuer's share capital saws free float on the EXM market managed by Borsa Italiana S.p.A.

## **17. OTHER CORPORATE GOVERNANCE PRACTICES**

The Company does not apply other corporate governance practices, besides its legal and regulatory obligations, in addition to those already indicated in the previous paragraphs of this Report.

In particular, refer to Paragraph 11.4 of this Report, for the model adopted by the Company pursuant to Legislative Decree 231/2001.

## **18. CHANGES AFTER THE END OF THE REFERENCE YEAR**

There were no changes in the Corporate Governance structure since the end of the year, with the exception of what may have been already specified in previous sections.

## **19. CONSIDERATIONS ON THE LETTER DATED 17 DECEMBER 2024 OF THE CHAIR OF THE CORPORATE GOVERNANCE COMMITTEE**

The recommendations made by the Chair of the Corporate Governance Committee in the letter of 17 December 2024, addressed to the Chairs of the management bodies of Italian listed companies, their Chief Executive Officers and Chairmen of the control bodies of Italian listed companies, after being assessed by the direct recipients, were brought to the attention of the Appointment and Remuneration Committee at the meeting of 7 February 2025, of the Control, Risk and Sustainability Committee at the meeting of 10 February 2025, as well as the Board of Directors and the Board of Statutory Auditors at the Board of Directors' meeting of 12 February 2025.

The first recommendation of the CG Committee concerns compliance with Recommendation 11 on the application of Principle IX of the Corporate Governance Code, which provides that the management body, within the framework of the operating regulations of the body itself and its committees, in defining the procedures for managing disclosure, identifies *"the terms for the prior submission of the disclosure and the methods of protecting the confidentiality of the data and information provided so as not to jeopardise the timeliness and completeness of the information flows"* and provides adequate information *"on compliance with the procedures relating to the timeliness and adequacy of the information provided to the directors"*.

With this recommendation, the CG Committee asked that companies provide all useful information on the methods of applying Recommendation 11, taking into account that the failure to determine the terms for the prior submission of the disclosure to the Board and the committees and/or the lack of information on actual compliance with the terms and/or the provision - either in the Board regulations or adopted in practice - of derogating from the timeliness of the disclosure for reasons of confidentiality may constitute the non-application of Recommendation 11 of the Corporate Governance Code. In the event of non-application, the CG Committee asks that companies clearly indicate this situation in the Corporate Governance Report, illustrating: the reasons for the non-application, how the decision not to apply the Recommendation was taken within the company and how it intends to ensure compliance with Principle IX of the Code.

In this regard, it should be noted that the Regulations of the Company's Board of Directors provide - in Art. 7 (*"Transmission of the documentation"*) - that *"The documentation is made available to Directors and Statutory Auditors with the suitable means to ensure its confidentiality, well in advance of the date of the Board meeting, normally no later than the third day prior to the date of the meeting, except in urgent cases in which the documentation is made available as soon as possible"*.

As specified in paragraph 4.4. of this Report, during 2024, the documentation supporting the Board meetings was always made available by the deadline. It should be noted, however, that (i) for the Board of Directors' meeting on 9 May 2024, the Board of Directors received the notice and documentation on 7 May 2024, following the meeting of the Shareholders' Meeting, held on the same day, which appointed the new Board of Directors; (ii) the Board of Directors' meeting convened on 2 August 2024 received the periodic report of the Control, Risk and Sustainability Committee on 1 August 2024, the date on which the results of the meeting of the Committee held on the same day were incorporated into the document.

The second topic addressed by the CG Committee in the letter concerns Recommendation 27 on the Policy for the Remuneration of Executive Directors and Top Management, applying Principle XV, letter c), which requires that the performance targets to which the provision of the variable components is linked must be *"predetermined and measurable"*.

The CG Committee asked companies to provide all useful information on how to apply Recommendation 27, considering that the provision in the Remuneration Policy of variable components linked to generic sustainability targets for which specific valuation parameters are not provided, and/or of one-off extraordinary disbursements whose nature and objectives are not identified and for which adequate decision-making procedures are not defined, may result in the non-application of Recommendation 27 of the Corporate Governance Code. In the event of non-application, the CG Committee asked companies to expressly indicate this in the Corporate Governance Report, illustrating: the reasons for this, how the decision not to apply the Recommendation was taken within the company and how it intends to ensure compliance with Principle XV of the Code.

In this regard, it should be noted that, as will be illustrated in the Report on the Remuneration Policy and Compensation Paid submitted for the approval of the Shareholders' Meeting convened on 7 May 2025, (i) the sustainability targets set out in the Performance Shares Plans (specifically, ESG Social Management and ESG Social Rewarding targets) are predetermined and measurable (see the related information documents); (ii) the sustainability targets envisaged for the MBOs (Management By Objectives) variable remuneration plans for top management are equally specific, predetermined and measurable, for each area of responsibility (specifically, Gender Pay Gap, ESG Social Management and Customer Satisfaction targets).

As for the incentive plan for the top management - the Challenge Plan - the Board of Directors, with the favourable opinion of the Appointment and Remuneration Committee, on approving the Challenge Plan, considered it appropriate to identify the targets of the plan with reference to economic and

financial parameters and indices to ensure a greater focus on financial performance, also in order to meet market expectations.

In relation to the provision of *una tantum* bonuses, the Board of Directors, with the favorable opinion of the Appointment and Remuneration Committee, deemed it appropriate, lastly, to delete from the Remuneration Policy the possibility of providing to Managers with Strategic Responsibilities any *una tantum* bonuses linked to extraordinary results and/or specific non-recurring project commitments.

The third recommendation of the Committee concerns Recommendation 4 on the application of Principle V of the Corporate Governance Code, which provides that, "*in the event that the Chair is assigned the position of Chief Executive Officer or is assigned significant management powers, the management body shall explain the reasons for this choice*". The Committee asked companies to provide all relevant information on how Recommendation 4 is applied, taking into account that the lack of an adequately reasoned explanation of the choice to assign the Chair significant managerial powers, whether he/she is CEO or not) may constitute a non-application of Recommendation 4 of the Code. In the event of actual non-application of Recommendation 4, the Committee asked companies to indicate this situation clearly in the Corporate Governance Report, illustrating: the reasons for the non-application, how the decision not to apply the Recommendation was taken within the company and how it intends to ensure compliance with Principles V and X of the Code.

In this regard, note that, as already stated in the previous versions of the Corporate Governance Report, the Board of Directors, having taken note of the appointment of the Chair by the Shareholders' Meeting of 7 May 2024, resolved (most recently during the meeting of 9 May 2024) to attribute to the Chair the office of Chief Executive Officer and, therefore, to attribute to him significant management powers by virtue of his role as founder and his central role in corporate management and in defining the related strategies and medium- to long-term objectives, in relation to his in-depth knowledge of the business. In assigning management powers to the Chair, the Board of Directors did not see this as an obstacle to either the Chair's role as a liaison between the executive directors and the non-executive directors or his role of effectively overseeing the operation of the Board's work (in accordance with the provisions of Principle X of the Corporate Governance Code).

\* \* \*

## TABLES

**TABLE 1**  
**RELEVANT SHARE CAPITAL HOLDINGS**

**Reference date:** 26 March 2025

<b>Declaring party</b>	<b>Direct shareholder</b>	<b>% share of ordinary capital</b>	<b>% share of voting capital</b>
Nerio Alessandri	TGH S.r.l.	33.78%	50.49%
Public Investment Fund	NIF Holding (Italy) S.r.l.	6%	4.48%
Ivan Glasenberg	Ivan Glasenberg	3.02%	2.26%
Ivan Glasenberg	SPAC S.A.	3.66%	2.74%



**TABLE 2**  
**BOARD OF DIRECTORS AND COMMITTEES STRUCTURE**

Board of Directors														Control, Risk and Sustainability Committee		Appointment and Remuneration Committee		Committee for Transactions with Related Parties	
Office	Members	Year of birth	Date of first appointment*	In office from	In office until	List (presenters) **	List (M/m) ***	Exec.	Non-Exec.	Independ. Code	Independ. Consolidated Finance Law	No. of other positions ****	BoD *****	(*)	(**)	(*)	(**)	(*)	(**)
Chair and Chief Executive Officer ◇	Nerio Alessandri	1961	31.12.2008	Lastly on 07.05.2024	Approval of Financial Statements as at 31.12.2026	S	M	X				9	6/7						
Deputy Chair	Pierluigi Alessandri	1965	31.12.2008	Lastly on 07.05.2024	Approval of Financial Statements as at 31.12.2026	S	M	X				14	7/7						
Director	Erica Alessandri	1990	16.03.2016	Lastly on 07.05.2024	Approval of Financial Statements as at 31.12.2026	S	M		X			2	6/7						
Director	Francesca Bellettini	1970	16.03.2016	Lastly on 05.05.2021	Approval of Financial Statements	S	M		X	X	X	-	0/3						

					as 31.12.2023	at													
<b>Director •</b>	Carlo Capelli	1962	18.09.2008	Lastly on 07.05.2024	Approval of Financial Statements as at 31.12.2026	S	M	X				7	7/7						
<b>Director</b>	Maurizio Cereda	1964	16.03.2016	Lastly on 07.05.2024	Approval of Financial Statements as at 31.12.2026	S	M		X			5	7/7	6/6	M				
<b>Director</b> ○	Francesco Umile Chiappetta	1960	07.05.2024	From 07.05.2024			m		X	X	X	13	3/4			1/1	M		M
<b>Director</b>	Chiara Dorigotti	1969	08.05.2018	Lastly on 07.05.2024	Approval of Financial Statements as at 31.12.2026	S	M		X	X	X	4	7/7	6/6	M				M
<b>Director</b>	Vincenzo Giannelli	1964	16.03.2016	Lastly on 07.05.2024	Approval of Financial Statements as at 31.12.2026	S	M		X	X	X	3	7/7			3/3	C		
<b>Director</b> ○	Maria Cecilia La Manna	1963	16.03.2016	Lastly on 07.05.2024	Approval of Financial Statements as at 31.12.2026	S	M		X	X	X	16	6/7	5/6	C				C

Director	Melissa Ferretti Peretti	1971	05.05.2021	07.05.2024	Approval of Financial Statements as at 31.12.2026	S	M		X	X	X	1	5/7			2/3	M		
Director	Luca Martines	1975	05.05.2021	05.05.2021	Approval of Financial Statements as at 31.12.2023	S	m		X	X	X	-	3/3			2/2	M		M
No. of Board of Directors meetings carried out during the reference year: 7					Control, Risk and Sustainability Committee: 6			Appointment and Remuneration Committee: 3				Committee for Transactions with Related Parties: 0					Executive Committee: N/A		

**Indicate the quorum required for the presentation of lists by minority shareholders for the election of one or more members (pursuant to Art. 148 of the Consolidated Finance Law): 1% fixed by Consob Executive Decision No. 123 of 28 January 2025.**

#### NOTES

• This symbol indicates the Director in Charge of the Internal Control and Risk Management System.

◊ This symbol indicates the main person responsible for management of the Issuer (Chief Executive Officer or CEO).

○ This symbol indicates the Lead Independent Director (LID). Note: Maria Cecilia La Manna served as LID until 7 May 2024. Francesco Umile Chiappetta has held the role of LID since 7 May 2024.

\* The date of first appointment of each Director is the date in which the Director was appointed for the first time ever in the Board of Directors of the Issuer.

\*\* This column indicates whether the list from which each Director was drawn was submitted by Shareholders (indicating “Shareholders”) or by the BoD (indicating “BoD”).

\*\* This column shows the list from which each Director was taken (“M”: majority list; “m”: minority list; “BoD”: list submitted by the Board of Directors).

\*\*\* This column shows the number of Director or Statutory Auditor positions held by the person in question in other companies listed in regulated markets, in Italy and abroad, in financial, banking, insurance, or large companies. In the Corporate Governance Report, the positions are indicated in full.

(\*) This column shows the attendance by the Directors of the meetings, of the Board of Directors and the committees respectively (indicate the number of meetings attended with respect to the total number of meetings which could have been attended; e.g. 6/8; 8/8 etc.).

(\*\*) This column shows the qualification of the director within the Committee: “C”: Chair; “M”: member.

**TABLE 3**  
**BOARD OF STATUTORY AUDITORS STRUCTURE**

<b>Board of Statutory Auditors</b>									
<i>Office</i>	<b>Members</b>	<b>Year of birth</b>	<b>Date of first appointment*</b>	<b>In office from</b>	<b>In office until</b>	<b>List (M/n) **</b>	<b>Indep. Code</b>	<b>Attendance of Board meetings ***</b>	<b>No. of other positions ****</b>
<b>Chair</b>	Francesca Di Donato	1973	08/05/2019	04/05/2022	Approval of Financial Statements as at 31.12.2024	m	X	100%	27
<b>Standing Auditor</b>	Pier Paolo Caruso	1966	04/05/2022	04/05/2022	Approval of Financial Statements as at 31.12.2024	M	X	100%	9
<b>Standing Auditor</b>	Fabio Oneglia	1968	04/05/2022	04/05/2022	Approval of Financial Statements as at 31.12.2024	M	X	100%	31
<b>Alternate Auditor</b>	Laura Acquadro	1967	16/03/2016	04/05/2022	Approval of Financial Statements as at 31.12.2024	M	X		27
<b>Alternate Auditor</b>	Stefano Sarubbi	1965	08/05/2019	04/05/2022	Approval of Financial Statements as at 31.12.2024	m	X		17
<b>Number of meetings carried out during the reference year: 14</b>									

**Indicate the quorum required for the presentation of lists by minority shareholders for the election of one or more members (pursuant to Art. 148 of the Consolidated Finance Law): 1% fixed by Consob Executive Decision No. 123 of 28 January 2025.**

## NOTES

\* The date of first appointment of each Statutory Auditor is the date in which the Statutory Auditor was appointed for the first time ever in the Board of Statutory Auditors of the Issuer.

\*\* This column shows the list from which each Statutory Auditor was taken (“M”: majority list; “m”: minority list).

\*\*\* This column shows the attendance by the auditors to the meetings of the Board of Statutory Auditors (indicate the number of meetings attended with respect to the total number of meetings that could have been attended; e.g. 6/8; 8/8 etc.).

\*\*\*\* This column shows the number of Director or Statutory Auditor positions held by the person in question pursuant to Art. 148-bis of the Consolidated Finance Law and the relevant implementing provisions contained in the CONSOB Issuers' Regulation. The full list of positions is published by CONSOB on its website pursuant to Art. 144-quinquiesdecies of the CONSOB Issuers' Regulation.



### List of Directors' offices

We provide below the list of the offices held by the Directors in other companies at the date of this Report, according to the guidelines adopted by the Board of Directors of Technogym specified in Paragraph 4.3 of this Report.

Director	Office	Company
Nerio Alessandri	Sole Director	OIREN S.R.L.
	Partner Director	AEDES 1770 S.S.
	Sole Director	NEXTREND S.R.L.
	Chair of the Board of Directors and Chief Executive Officer	TGH S.R.L.
	Sole Director	DUKE INVESTMENT S.R.L.
	Chair of the Board of Directors	WELLNESS FOUNDATION
	Chair of the Board of Directors and Chief Executive Officer	ALFIN S.R.L.
	Sole Director	ALNE S.R.L.
	Director	ALTAGAMMA
Pierluigi Alessandri	Sole Director	APIL S.R.L.
	Chair of the Board of Directors and Chief Executive Officer	TGB S.R.L.

	Sole Director	PATH S.R.L.
	Sole Director	POLO TECNOLOGICO S.R.L.
	Sole Director	CORTINA MARE S.R.L.
	Director	STARPOOL S.R.L.
	Sole Director	VIA DURINI 1 S.R.L.
	Sole Director	COUNT INVESTMENT S.R.L.
	Director	WELLNESS FOUNDATION
	Sole Director	DWL S.R.L.
	Deputy Chair of the Board of Directors	ALFIN S.R.L.
	Sole Director	MACERETTI S.S.
	Director	I LUPI S.S.
	Director	SIDEA S.r.l.
Erica Alessandri	Director	TGB S.R.L.
	Director	WELLNESS FOUNDATION
Carlo Capelli	Sole Director	TMC S.R.L.
	Director	WELLNESS FOUNDATION
	Deputy Chair	SIR S.R.L.
	Sole Director	AXON FINANCE S.R.L.

	Director	LQH SA
	Executive Director	ALFIN S.R.L.
	Director	WELLNESS PARTNERS LTD
Maurizio Cereda	Director	ENERVIT S.P.A.
	Director	FIEE SGR S.P.A.
	Director	WEALTHNESS S.R.L.
	Director	NUTRAMIS S.R.L.
	Director	NEXI S.p.A.
Francesco Umile Chiappetta	Chair	ARMÒNIA S.P.A.
	Director	ARMÒNIA HOLDING S.P.A.
	Chair	ARRIGONI S.P.A.
	Chair	ALBERTO ASPESI & CO. S.P.A.
	Chair	INDULPLAST S.P.A.
	Chair	AURORA X S.P.A.
	Chair	AURORA UNO S.P.A.
	Chair	AURORA DUE S.P.A.
	Chair	AURORA TRE S.P.A.
	Chair	AURORA TREDICI S.P.A.

	Chair	AURORA SEVENTEEN S.P.A.
	Director	AURORA VETICINQUE S.P.A.
	Chair	AURORA TWENTY-SEVEN S.P.A.
Chiara Dorigotti	Chief Executive Officer	SEA PRIME S.P.A.
	Director	ENERVIT S.P.A.
	Director	BRUNELLO CUCINELLI S.P.A.
	Director	VEGA S.P.A.
Vincenzo Giannelli	Chief Executive Officer and General Manager	AVVALE S.P.A.
	Director	AVVALE YUBIQ S.P.A.
	Independent Director	INTERCOS S.P.A.
Maria Cecilia La Manna	Deputy Chair of the Board of Directors and Chief Executive Officer	TITAN ITM HOLDING S.P.A.
	Chief Executive Officer	ITALTRACTOR ITM S.P.A.
	Chief Executive Officer	TITAN ITALIA S.P.A.
	Executive Director	TITAN EUROPE LTD.
	Supervisory Director	TITAN INTERTRACTOR GMBH
	Director	TITAN ASIA AS.
	Deputy Chair	INTERTRACTOR AMERICAN CORP.

	Director	AROS DEL PACIFICO S.A.
	Director	ITM LATIN AMERICA LTDA.
	Director	PYRSA
	Sole Director	ITM INDIA S.R.L.
	Chair	PT TITAN WHEELS INDONESIA
	Director	ITM MINING PTY LTD
	Director	ITM UNDERCARRIAGE SOLUTIONS INDIA PVT LTD
	Independent Director	BRUNELLO CUCINELLI S.P.A.
	Independent Director	COMAU GROUP S.p.A.
Melissa Ferretti Peretti	Country Manager and VP	GOOGLE ITALY S.R.L.