

ESPRINET S.p.A.

ORDINARY SHAREHOLDERS' MEETING

17/04/2025

Single Call

3.00 pm

At 3.06 pm on 17 April 2025 Maurizio Rota, Chairman of the Board of Directors of **Esprinet S.p.A.** ("**Esprinet**" or the "**Company**"), extends a cordial welcome to all those present, also on behalf of the colleagues of the Board of Directors, the Board of Statutory Auditors, the management and the staff of the Company. He then assumes the chairmanship of the Shareholders' Meeting pursuant to Article 12 of the Articles of Association and, in the absence of disagreement, proposes to the Shareholders' Meeting, pursuant to paragraph 3 of Article 12 of the Articles of Association as well as Article 5 of the Shareholders' Meeting Regulations, to entrust the functions of secretary to the notary Andrea De Costa, who accepts. The Chairman announced that:

- pursuant to Article 10 of the Articles of Association, Esprinet decided to avail itself of the option to provide that shareholders' attendance at the Shareholders' Meeting shall take place exclusively through the designated representative (the "Designated Representative"), pursuant to Article 135-undecies of Legislative Decree No. 58/1998 ("Consolidated Law on Finance" or "TUF"), without any physical participation on the part of the shareholders. Therefore, in particular:
- (i) the participation in the shareholders' meeting of those entitled to vote is exclusively through Studio Legale Trevisan & Associati, the Company's Appointed Representative pursuant to Article 135-undecies of the Consolidated Law on Finance, in the manner already indicated in the notice of call;
- (ii) the aforementioned Designated Representative is provided with powers and/or sub-delegations, pursuant to Article 135-novies, by way of derogation from Article 135-undecies, paragraph 4, of the Consolidated Law on Finance;
- (iii) the holding of the meeting is exclusively envisaged with remote participation methods, through telecommunication means that guarantee identification;
- all the persons entitled to participate the Chairman of the Board of Directors, the directors, the statutory auditors, the Designated Representative, the representatives of the auditing company, the notary, the employees of the Company to meet the technical and organisational needs of the works are connected by teleconference and the meeting is held exclusively by telecommunication means;
- the following members of the Board of Directors are connected, in addition to the Chairman: Cattani Alessandro (CEO), Rota Riccardo, Sanarico Angela, Ricotti Renata Maria, Cossellu Angela Maria, Miglietta Angelo, Basso Petrino Emanuela Teresa, Prandelli Emanuela;
- the following members of the Board of Statutory Auditors are connected: Muzi Silvia (Chairwoman of the Board of Statutory Auditors), Dallocchio Maurizio, Garbagnati Riccardo (Standing Auditors);
- Monti Marco (Vice Chairman) and Monti Luigi (director) are excused absent;
- the lawyer Dario Trevisan is connected, representing the Trevisan & Associati Law Firm, identified by the Company as Designated Representative;
- the shareholders' meeting is held in compliance with current legislation on the subject, the articles of association and the shareholders' meeting regulations approved by the ordinary shareholders' meeting;
- the shareholders' meeting was duly convened in ordinary session for 17 April 2025 in a single call, at 3.00 pm in accordance with the law and the Articles of Association, as per the notice published on the Company's website and, by



way of extract, in the newspaper II Sole 24 Ore, on 18 March 2025, as well as available at the storage mechanism, at www.emarketstorage.com, with the agenda set out *below*;

- the meeting has the following

agenda

- 1. Annual financial statements as at 31 December 2024:
- 1.1 Approval of the Financial Statements as at 31 December 2024, accompanied by the Directors' Report on Operations (including the consolidated sustainability report, prepared pursuant to Legislative Decree 6 September 2024, no. 125), the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the consolidated financial statements as at 31 December 2024.
- 1.2 Allocation of the result for the year.
- 1.3 Dividend distribution.
- 2. Report on the remuneration policy and Related Compensation.
- 2.1 Non-binding resolution on the second section pursuant to art. 123-ter, paragraph 4 of the TUF.
- 3. Proposal for authorisation to purchase and sell treasury shares, within the maximum number permitted and with a term of 18 months, subject to revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 24 April 2024 for the non-executed portion.
- 4. Integration of the Board of Statutory Auditors pursuant to Article 2401 of the Italian Civil Code:
- 4.1 appointment of a standing auditor;
- 4.2 appointment, if necessary, of a alternate statutory auditor.
- no requests for the integration of the agenda of the meeting, pursuant to and within the terms of Article 126-bis of the Consolidated Law on Finance, have been submitted by the shareholders, while a proposal for a resolution on matters already on the agenda has been submitted, pursuant to and within the terms of Article 126-bis of the Consolidated Law on Finance;
- since 86 persons attend by proxy, representing 21,100,038 ordinary shares equal to 41.850692% of the 50,417,417 ordinary shares constituting the share capital, the Shareholders' Meeting duly convened, is validly constituted in accordance with the law and the Articles of Association, and may pass resolutions on the items on the agenda; in this regard, taking into account the manner in which the shareholders attend the Shareholders' Meeting and the manner in which the voting demonstrations on all items on the agenda were transmitted to the Appointed Representative, there is a quorum in relation to all the aforementioned items of the Shareholders' Meeting in ordinary session;
- the notifications of the intermediaries for the purposes of the participation in this shareholders' meeting of the eligible parties were made to the issuer in the manner and within the time limits set forth by the applicable provisions of law;
- none of those entitled to vote submitted questions on the items on the agenda before the meeting pursuant to Article 127-ter of the Consolidated Law on Finance;
- no request for voting proxies pursuant to article 136 et seq. of the Consolidated Law on Finance has been promoted in relation to today's meeting;
- pursuant to Article 12 of the Articles of Association, Article 5 of the Shareholders' Meeting Regulations and the applicable provisions in force, the entitlement of those present to attend the Shareholders' Meeting was ascertained and, in particular, it was verified that the proxies brought by those present complied with the applicable provisions of law and the Articles of Association;



- pursuant to the so-called "GDPR" General Data Protection Regulation, the data of the participants in the meeting are collected and processed by the Company exclusively for the purposes of carrying out the mandatory shareholder and corporate obligations;
- the subscribed and paid-up share capital at today's date is EUR 7,860,651.00 divided into 50,417,417 shares with no par value;
- the Company's shares are admitted to trading on Euronext Star Milan organised and managed by Borsa Italiana SpA;
- as of today, the Company holds 974,915 treasury shares, for which voting rights are suspended, equal to 1.93% of the share capital;
- the Company qualifies as an SME pursuant to Article 1, paragraph w-quater.1 of the Consolidated Law on Finance, as amended by Decree-Law No. 91 of 24 June 2014, converted with amendments into Law No. 116 of 11 August 2014. Therefore, the relevant threshold for the purposes of the disclosure obligations of the relevant shareholdings pursuant to Article 120, paragraph 2, of the Consolidated Law on Finance, is 5%, instead of 3%;
- we provide the names of the parties that, as of today, directly or indirectly hold more than 5% of the subscribed share capital of Esprinet S.p.A., represented by shares with voting rights, according to the results of the shareholders' register, supplemented by the communications received pursuant to Article 120 of the Consolidated Law on Finance and other available information:

shareholder

Montinvest S.r.l.

number of shares

8,232,070

% share of ordinary capital

16.328%

shareholder

Axopa S.r.l.

number of shares

6,786,793

% share of ordinary capital

13.461%;

shareholder

Calì Giuseppe

number of shares

directly 4,958

indirectly through Uliber S.r.l. 5,732,000

% share of ordinary capital

directly 0.010%

indirectly through Uliber S.r.l. 11.369%;

- the Company is not subject to management and coordination by other companies;
- the Company is not aware of any significant shareholders' agreements pursuant to Article 122 Consolidated Law on Finance concerning the issuer's shares;
- voting rights pertaining to shares for which the disclosure requirements have not been fulfilled may not be exercised:
- -- referred to in Article 120 of the Consolidated Law on Finance concerning holdings of more than 5%;



- -- referred to in Article 122, first paragraph, of the Consolidated Law on Finance, concerning shareholders' agreements;
- with reference to the disclosure obligations under Article 120 of the Consolidated Law on Finance, shares in relation to which the voting right is vested by proxy are deemed to be participations, provided that such right may be exercised discretionally in the absence of specific instructions from the principal.

The Chairman asks the Designated Representative to confirm that no declarations of lack of voting legitimacy have been received by virtue of the shares/voting rights for which the proxies have been issued.

The Designated Representative communicates that no declarations of lack of legitimacy to vote have been received by virtue of the shares/voting rights for which the proxies have been issued and further declares that he has received the voting instructions in relation to all the proposed resolutions on the agenda, unless, where applicable, otherwise indicated. The Chairman acknowledged that, with regard to the items on the agenda, the obligations provided for by current laws and regulations have been duly fulfilled.

In particular, the following documents have been filed at the registered office, as well as made available on the Company's website *www.esprinet.com* and at the storage mechanism at *www.emarketstorage.com*:

- on 18 March 2025, the explanatory reports on the items on the agenda;
- on 27 March 2025.
- o the 2024 Integrated Annual Report;
- o the Report of the Board of Statutory Auditors;
- o the Auditors' Reports on the consolidated financial statements, the separate financial statements and the consolidated sustainability reporting;
- o the Corporate Governance Report;
- o the Report on the Remuneration Policy and the fees paid pursuant to art. 123-ter of the Consolidated Law on Finance;
- on 3 April 2025, the proposal for the integration of the Board of Statutory Auditors formulated by the shareholder Axopa Srl.

The public was duly informed of the filing of all the aforementioned documents.

The President informs that:

- the details of the auditors' fees for the year are set out in the table attached to the financial statements;
- they will be attached to the minutes of the meeting as an integral and substantial part thereof:
- -- the list with the names of the participants in the meeting, by proxy, complete with all the data required by CONSOB, with the indication of the shares for which the communication was made by the intermediary to the issuer pursuant to Article 83-sexies of the Consolidated Law on Finance;
- -- the list of names of the persons who voted in favour, against, or abstained, any non-voting persons and the relative number of shares represented by proxy;
- given the manner in which the meeting was held, accredited journalists and financial analysts were not allowed to attend;
- voting at today's meeting shall take place by declaration of the Designated Representative, specifying the number of votes in favour, against or abstaining, as well as any so-called non-voters.

The Chairman moved on to the **first item** on the agenda, which, although treated in a unitary manner, was divided into three sub-items to allow a specific vote on each of them:

1. Annual financial statements as at 31 December 2024:



1.1 Approval of the Financial Statements as at 31 December 2024, accompanied by the Directors' Report on Operations (including the consolidated sustainability report, prepared pursuant to Legislative Decree 6 September 2024, no. 125), the Report of the Board of Statutory Auditors and the Independent Auditors' Report. Presentation of the consolidated financial statements as at 31 December 2024.

1.2 Allocation of the result for the year.

1.3 Dividend distribution.

The Chairman recalled that there was no vote on the presentation of the consolidated financial statements.

Since all the documentation has been made available on time, the Chairman proposes not to proceed with the reading of the financial statements for the year ended 31 December 2024, the Reports of the Board of Directors on Management including the consolidated sustainability report and the auditing firm and invites the Chairwoman of the Board of Statutory Auditors to read the "Report of the Board of Statutory Auditors". For the same reasons, the Chairman declares to omit the reading of the documentation relating to all the items on the agenda of the meeting.

In the absence of disagreement, the Chairman declares to omit the full reading of the reports, it being understood that those entitled may request, with regard to the subsequent items on the agenda, the reading of the documents before the opening of each discussion.

The Chairman announced that the independent auditors PricewaterhouseCoopers S.p.A. have issued an unqualified opinion on both the financial statements as at 31 December 2024 of Esprinet S.p.A, as well as on the group's consolidated financial statements, as well as an opinion of consistency with the financial statements as of 31 December 2024 of the management report and an unqualified opinion on the information referred to in Article 123-bis, paragraph 1, letters c), d), f), l), and m), and paragraph 2, letter b), of Legislative Decree no. 58/98, presented in the report on corporate governance and ownership structure, as per the reports issued on 27 March 2025.

The Chairman also informs that the auditing firm has issued the report on the limited examination of the consolidated sustainability report pursuant to art. 14-bis of Legislative Decree 27 January 2010 nr. 39 on 27 March 2025.

The Chairman gave the floor to the Chairwoman of the Board of Statutory Auditors to read out the concluding part of the report of the statutory auditors. The Chairwoman of the Board of Statutory Auditors took the floor, briefly illustrating the report and ending with the reading of the concluding part transcribed below:

"On the basis of what is set forth and illustrated in this Report, considering the findings contained in the Independent Auditors' Report and also taking into account the information acquired by the Board of Statutory Auditors during the course of the ritual periodic audits, the Board of Statutory Auditors does not find, for the profiles within its competence, any reason to oppose the approval of the financial statements for the year ended 31 December 2024, as drafted and approved by the Board of Directors on 11 March 2025, and the proposals formulated by the same to the Shareholders' Meeting regarding the allocation of the year's result and the distribution of the dividend."

At the invitation of the Chairman, the Secretary then read out the proposals for resolutions as transcribed below.

The Designated Representative, at the invitation of the Chairman, declares in relation to the items on the agenda that he has not received proposals, interventions and/or questions on behalf of the persons entitled represented by him.

The Chairman, no one intervening and those present unchanged, then put to the vote (at 3.20 pm), by communication, by the Designated Representative, of the votes expressed by the same on the basis of the voting instructions received, the proposals read and transcribed below:

Proposal for a resolution on item 1.1 of the agenda:

"The Shareholders' Meeting, having shared the contents and arguments set out in the Directors' Report,



to approve the Financial Statements of Esprinet SpA as of 31 December 2024, consisting of the Balance Sheet, Income Statement, Statement of Cash Flow and Notes to the Financial Statements, as presented by the Board of Directors as a whole and in the individual items."

Proposal for a resolution on item 1.2 of the agenda:

"The Shareholders' Meeting, recalling the decisions taken during the approval of the Financial Statements at 31 December 2024 on the basis of the composition of the net equity as resulting from the aforementioned decisions

resolves

to cover the loss for the year 2024 through the use of the Extraordinary Reserve for an amount of 15,152,032.22 euro, consequently acknowledging that, following the decisions made herein, the Extraordinary Reserve will amount to &182,591,682.03."

Proposal for a resolution on item 1.3 of the agenda:

"The Shareholders' Meeting, having shared the contents and arguments set out in the Directors' Report,

resolves

to allocate a dividend of Euro 0.40 per share, before tax withholdings, for each outstanding ordinary shares, therefore excluding any own shares held in the Company's portfolio at the ex-coupon date through the use of the Extraordinary Reserve formed from profits generated before 31 December 2016.

The dividend actually approved by the Shareholders' Meeting will be paid starting from May 7, 2025 (ex-coupon no. 18 on May 5, 2025 and record date on May 6, 2025).".

With regard to the proposal for a resolution relating to item 1.1 of the agenda: the Shareholders' Meeting approved by a majority.

For no. 21,059,438 shares Against no. 40,600 shares

Abstained 0 Not Voting 0.

All as per attached details.

The President proclaims the result.

With regard to the proposal for a resolution relating to item 1.2 of the agenda: the Meeting unanimously approved.

All 21,100,038 shares participating in the vote are in favour.

All as per attached details.

The President proclaims the result.

With regard to the proposal for a resolution relating to item 1.3 of the agenda: the Meeting unanimously approved.

All 21,100,038 shares participating in the vote are in favour.

All as per attached details.

The President proclaims the result.

The Chairman then moved on to the **second item** on the agenda.

2. Report on the remuneration policy and Related Compensation.

2.1 Non-binding resolution on the second section pursuant to art. 123-ter, paragraph 4 of the TUF.

The Chairman recalled that the second section of the report on the policy on remuneration and remuneration paid, drawn up pursuant to the aforementioned article 123-ter, paragraph 4, of the Consolidated Law on Finance, will be subject to a resolution and will not, in any case, be binding.



At the invitation of the Chairman, the Secretary then read out the proposals for resolutions as transcribed below.

The Designated Representative, at the invitation of the Chairman, declares in relation to this item on the agenda that he has not received proposals, interventions and/or questions on behalf of the persons entitled represented by him.

The Chairman, no one intervening and those present unchanged, then put to the vote (at 3.25 pm), by communication, by the Designated Representative, of the votes expressed by the same on the basis of the voting instructions received, the proposal read and transcribed below:

- "The ordinary shareholders' meeting of Esprinet SpA, legally validly constituted in accordance with the law and capable of passing resolutions in ordinary session
- having examined the Esprinet S.p.A.'s Report on the Remuneration Policy and on Compensation paid in the 2024 financial year, drafted in accordance with Articles 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 and Article 84-quater of the Issuers' Regulation; and
- having examined the Board of Directors' Explanatory Report,
- noted that the Remuneration Policy approved by the Shareholders' Meeting on April 24, 2024 is for the three-year period 2024-2026 and, in the opinion of the Board of Directors, no changes are required to be adopted with reference to the 2025 fiscal year:

resolves

to express a favourable opinion, pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree no. 58 of 24 February 1998, on Second Section of Esprinet S.p.A.'s report on remuneration policy for the 2024-2026 three-year period and on compensation paid in the 2024 financial year, prepared pursuant to Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 and Article 84-quater of the Regulation adopted with CONSOB resolution no. 11971 of 14 May 1999 and approved by the Board of Directors on 11 March 2025, which illustrates the compensation paid to members of the management bodies, general managers, key managers and members of the control bodies in the 2024 financial year."

The Shareholders' Meeting approves by majority.

For no. 17,579,532 shares Against no. 3,433,129 shares Abstained no. 87,377 shares

Not Voting 0.

All as per attached details.

The President proclaims the result.

The Chairman then moved on to the **third item** on the agenda.

3. Proposal for authorisation to purchase and sell treasury shares, within the maximum number permitted and with a term of 18 months, subject to revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 24 April 2024 for the non-executed portion.

The Chairman recalled that the explanatory report of the Board of Directors on this item on the agenda was filed on 18 March 2025 at the registered office and at the storage mechanism, at www.emarketstorage.com, as well as made available on the Company's website.

At the invitation of the Chairman, the Secretary then read out the proposals for resolutions as transcribed below.

The Designated Representative, at the invitation of the Chairman, declares in relation to the item on the agenda that he has not received proposals, interventions and/or questions on behalf of the persons entitled represented by him.



The Chairman, no one intervening and those present unchanged, then put to the vote (at 3.30 pm), by communication, by the Designated Representative, of the votes expressed by the same on the basis of the voting instructions received, the proposal read and transcribed below:

"Dear Shareholders,

Having acknowledged that if the following resolution is approved also with the favourable vote of the majority of Esprinet S.p.A. shareholders attending the Shareholders' Meeting, other than the shareholder or shareholders who hold, jointly or severally, the majority interest, relative or otherwise, provided it exceeds 10% of the share capital, the exemption provided by the Article 106, paragraphs 1 and 3 of the TUF to be considered in conjunction with Article 44-bis, paragraph 2 of the Issuers' Regulation will apply, we submit for your attention the proposal to:

- (i) withdraw, pursuant to Article 2357 of the Italian Civil Code, the authorisation of the purchase and disposal of own shares granted by the Ordinary Shareholders' Meeting of 24 April 2024, for the part not yet executed;
- (ii) grant a new authorisation to the Board of Directors, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, with powers of sub-delegation, to purchase, on one or more occasions, a maximum of 2,520,870 Esprinet ordinary shares, equal to 5% of the share capital of the Company, for a period of 18 months from the date of this resolution and in order to achieve the purposes set out in the Board of Directors' report. The purchase of own shares will be made within the limits of the distributable profits and the available reserves resulting from the last financial statements that are regularly approved at the time of each transaction (even if covering a period of less than one year).

Purchases shall be made without the use of derivatives by means of authorised intermediaries and in compliance with and following procedures set out in the provisions of law and EU and other regulations in force from time to time and in particular, without limitation, in accordance with the provisions of Article 132 of the TUF (also taking into account the provisions of paragraph 3 of the same article), Article 144-bis of the Issuers' Regulation, Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052, as well as current pro-tempore market practices (if applicable) and shall be carried out:

- A) for purchases on regulated markets, or employee purchases, at a unit price no more than 20% lower and no more than 20% higher than the official price recorded by the Company's ordinary shares on the trading day preceding each individual purchase transaction;
- B) for purchases made through public tender or exchange offer, or by granting shareholders a put option proportional to the shares owned, at a unit price not lower than 30% and not higher than 30% compared to the official price recorded by the Company's ordinary shares during the ten trading days preceding the public announcement; and
- C) subject to the provisions of paragraphs (A) and (B) above, for a remuneration no higher than the higher price between the price of the last independent transaction and the price of the highest current independent purchase offer at the place of negotiation where the purchase is made;
- (iii) authorise the Board of Directors, with right of sub-delegation, pursuant to Article 2357-ter of the Italian Civil Code, to sell in whole and/or in part, on one or more occasions, without time restriction, own shares purchased even before having completed the purchases (including those already held in the Company's portfolio as a result of purchases made under previous authorisations), keeping all the necessary or expedient accounting records, in accordance with the applicable laws and regulations and with the relevant accounting principles, for the achievement of objectives and under the terms and conditions established by the Board of Directors' Report in the manner considered to be most appropriate



in the interests of the Company, even before the maximum number of shares to be purchased has been reached and, if necessary, to repurchase the shares in such a way that the own shares held by the Company and, where appropriate, by the company's subsidiaries do not exceed the limit set by the authorisation;

(iv) grant the Board of Directors, with specific right of sub-delegation, any powers necessary to implement this resolution, with the express power to delegate the right to carry out purchases and disposals of own shares under this resolution to authorised intermediaries.".

The Shareholders' Meeting approves by majority.

For no. 21,059,438 shares

Against no. 40,600 shares

Abstained 0 Not Voting 0.

All as per attached details.

The President proclaims the result.

The Chairman then moved on to the discussion of the **fourth item** on the agenda which, although treated in a unitary manner, is divided into two sub-items to allow a specific vote on each of them:

- 4. Integration of the Board of Statutory Auditors pursuant to Article 2401 of the Italian Civil Code:
- 4.1 appointment of a standing auditor;
- 4.2 appointment, if necessary, of an alternate statutory auditor.

The Chairman recalled that, pursuant to Article 19 of the Articles of Association, the Shareholders' Meeting elected the Board of Statutory Auditors, consisting of three statutory auditors and two subtitute auditors.

The shareholders' meeting of the Company held on 24 April 2024 appointed the Board of Statutory Auditors for the financial years 2024-2026 and, therefore, until the approval of the financial statements as at 31 December 2026 in the following composition:

- Silvia Muzi (Chairwoman), drawn from the list with the second highest number of votes;
- Maurizio Dallocchio (Standing Auditor), drawn from the list that came first in terms of number of votes;
- Maria Luisa Mosconi (standing auditor), drawn down from the list that came first in terms of number of votes;
- Riccardo Garbagnati (subtitute auditor), drawn from the list that came first in terms of number of votes;
- Vieri Chimenti (alternate statutory auditor), taken from the list that came out second in terms of the number of votes.

Following the resignation, on 15 November 2024, of Ms. Maria Luisa Mosconi, standing auditor drawn from the list that came first in terms of number of votes, the alternate statutory auditor Mr. Riccardo Garbagnati, drawn from the same list, took office as standing auditor of the Board of Statutory Auditors of the Company, in accordance with the provisions of Article 2401 of the Italian Civil Code and Article 19 of the Articles of Association.

Pursuant to art. 2401 of the Italian Civil Code, the statutory auditors who have replaced the terminated statutory auditors remain in office until the next meeting, which is required to appoint the statutory auditors and subtitutes necessary for the integration of the Board in compliance with the applicable regulatory requirements, including the principle of gender balance.



The Board of Statutory Auditors will be integrated at the meeting with the legal majorities and without application of the list voting mechanism as provided for by art. 19 of the Articles of Association.

The statutory auditors thus appointed will expire together with those currently in office, and therefore until the approval of the financial statements as at 31 December 2026 and they will be entitled, for the duration of their term of office, to the fees referred to in the resolutions of the shareholders' meeting of 24 April 2024.

In light of the foregoing, the meeting is, therefore, called to proceed with the integration of the Board of Statutory Auditors for the remainder of the three-year period 2024-2026 by appointing:

- a standing auditor (which, for clarity, could also take place through the confirmation of Mr. Riccardo Garbagnati, former substitute auditor); and
- a new alternate statutory auditor, in the event that Mr. Riccardo Garbagnati is confirmed as effective auditor.

The Chairman recalled that on 3 April 2025, the proposal received from the shareholder Axopa S.r.l. regarding point 4. relating to the integration of the Board of Statutory Auditors and in particular:

(i) in relation to item 4.1 on the agenda of the shareholders' meeting (appointment of a standing auditor), the shareholder Axopa S.r.l. proposes that the shareholders' meeting confirm Mr. Riccardo Garbagnati, former alternate auditor of the company and successor to the office of standing auditor of the company following the resignation of standing auditor Ms. Maria Luisa Mosconi, in accordance with the provisions of art. 4.1 of the Italian Civil Code, until the end of the term of office of the control body (i.e. until the shareholders' meeting approval of the financial statements for the year 2026). Mr. Riccardo Garbagnati, already alternate auditor of the company and who took over the position of regular auditor of the Company following the resignation of the regular auditor Ms. Maria Luisa Mosconi in compliance with the provisions of Article 2401, paragraph 1, of the Italian Civil Code;

(ii) in relation to item 4.2 on the agenda of the shareholders' meeting (appointment of an alternate auditor), the shareholder Axopa S.r.l. proposes that the shareholders' meeting appoint Ms. Ilaria Verani as the Company's new alternate auditor until the end of the term of office of the auditing body (i.e. until the shareholders' meeting's approval of the financial statements for the year ending 31 December 2026).

Pursuant to Article 2400 of the Italian Civil Code, the Chairman announced that no changes had been made to the list of positions held in other companies by the candidates as of the date of this meeting.

At the invitation of the Chairman, the Secretary then read out the proposals for resolutions as transcribed below.

The Designated Representative announces that 85 eligible voters are participating in the vote on this agenda item, representing 20,669,532 ordinary shares equal to 40.996809% of the share capital.

The Chairman then put to the vote (at 3.38 pm), by communication, by the Designated Representative, of the votes cast by him on the basis of the voting instructions received, the proposals read and transcribed below:

<u>Proposal of the shareholder Axopa s.r.l. for a resolution on item 4.1 of the agenda (appointment of a statutory auditor):</u>
"The shareholders' meeting, having heard the proposal of the shareholder Axopa Srl

resolves

to confirm in the position of auditor of the company, until the end of the term of office (i.e. until the approval of the financial statements for the year 2026), Mr. Riccardo Garbagnati."

The Shareholders' Meeting unanimously approved.

All 20,669,532 shares participating in the vote were in favour.

All as per attached details.

The President proclaims the result.



<u>Proposal by the shareholder Axopa s.r.l. for a resolution relating to item 4.2 of the agenda (appointment of an alternate auditor):</u>

"The shareholders' meeting, having heard the proposal of the shareholder Axopa Srl

resolves

to appoint Ms. Ilaria Verani, as the company's new alternate statutory auditor, until the end of the term of office (i.e. until the approval of the financial statements for the year 2026)."

The Assembly unanimously approved.

All 20,669,532 shares participating in the vote were in favour.

All as per attached details.

Mr. Garbagnati thanks you for your trust.

The Chairman proclaimed the result and as there were no other topics to discuss, he declared the meeting closed at 3.41 pm, thanking all those present.

The Chairman The Secretary

Elenco Intervenuti (Tutti ordinati cronologicamente)



Assemblea Ordinaria

Tipo Rap. Deleganti / Rappersentati legalmente	Badge	Titola	re						
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Elenco Intervenuti (Tutti ordinati cronologicamente)



Assemblea Ordinaria

Badge	Titolare		
	Tipo Ra	p. Deleganti / Rappresentati legalmente	Ordinaria
44	D	JOHN HANCOCK FUNDS II INTERNATIONAL SMALL COMPANY FUND.	1.505
45	D	JOHN HANCOCK VARIABLE INSURANCE TRUST INTERNATIONAL SMALL COMPANY TRUST.	2.412
46	D	DIMENSIONAL INTERNATIONAL VECTOR EQUITY ETF OF DIMENSIONAL E	1.125
47	D	DFA INTERNATIONAL SMALL CAP VALUE PNS GROUP INC	183.054
48	D	CONTINENTAL SMALL SERIES THE CONTINENTAL SMALL COMPANY	164.535
49	D	INTERNATIONAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC	134.200
50	D	TWO SIGMA WORLD CORE FUND LP	3.272
51	D	DIMENSIONAL GLOBAL SUSTAINABILITY TRUST	1.723
52	D	GRAHAM DEVELOPMENTAL EQUITY STRATEGIES LLC	151
53	D	GRAHAM MARKET NEUTRAL QUANTITATIVE EQUITIES LTD.	46
54	D	ARROWSTREET INVESTMENT TRUST-ARROWSTREET DEVELOPED MARKET AL	2.581
55	D	TWO SIGMA EQUITY SPECTRUM PORTFOLIO LLC - EUROPE	15.700
56	D	ARROWSTREET (DELAWARE) CUSTOM ALPHA EXTENSION FUND Q LP	19.672
57	D	POINT72 ASSOCIATES LLC C/O FINSCO LIMITED	113
58	D	GROUPAMA AVENIR PME EUROPE	151.804
59	D	MEDIOLANUM GESTIONE FONDI SGR - FLESSIBILE FUTURO ITALIA	890.000
60	D	MEDIOLANUM GESTIONE FONDI SGR - FLESSIBILE SVILUPPO ITALIA	390.000
61	D	THE ARROWSTREET COMMON CONTRACTUAL FUND	63.300
62	D	ISHARES MSCI INTL SMALL-CAP MULTIFACTOR ETF	6.316
63	D	GMO BENCHMARK-FREE FUND	4.443
64	D	GMO IMPLEMENTATION FUND	10.553
65	D	GMO MULTI-ASSET TRUST	2.204
66	D	SPDR PORTFOLIO DEVELOPED WORLD EXUS ETF	362.068
67	D	SPDR S&P INTERNATIONAL SMALL CAP ETF	1.305
68	D	SPDR PORTFOLIO EUROPE ETF	2.400
69	D	NATWEST ST JAMES'S PLACE BALANCED MANAGED UNIT TRUST	44.199
70	D	TEXAS MUNICIPAL RETIREMENT SYSTEM	2.055
71	D	TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS	44.215
72	D	GMO FUNDS PLC GMO GLOBAL EQUITYALLOCATION INVESTMENT FUND	849
73	D	GMO FUNDS PLC GMO GLOBAL REAL RETURN (UCITS) FUND	1.233
74	D	GMO INTERNATIONAL EQUITY FUND	66.604
75	D	LVIP DIMENSIONAL INTERNATIONAL CORE EQUITY FUND	5.374
76	D	AMERICAN CENTURY ICAV	3.305
77	D	STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	3.317
78	D	DIMENSIONAL FUNDS PLC	182
79	D	DIMENSIONAL FUNDS PLC	2.822
80	D	TRUST II BRIGHTHOUSEDIMENSIONALINT SMALL COMPANY PORTFOLIO	9.278
81	D	AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL SMALL CAP VALUE	43.594

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Elenco Intervenuti (Tutti ordinati cronologicamente)



Assemblea Ordinaria

Badge	Titolare			
	Tipo Raj	o. Deleganti / Rappresentati legalmente	Ordinaria	
82	D	AMERICAN CENTURY INVESTMENT MANAGEMENT INC	3.423	
83	D	AMERICAN CENTURY ETF TRUST AVANTIS INT SMALL CAP	10.883	
84	D	VALUE FUND AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE INTERNATIONAL EQUITY ETF	42	
85	D	AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL SMALL CAP EQUITY ETF	1.006	
86	D	ARROWSTREET DEVELOPED MARKET ALPHA EXTENSION TRUST FUND	10.673	
		Totale azioni	21.100.038 41,850692%	
		Totale azioni in proprio	0	
		Totale azioni in delega	21.100.038	
		Totale azioni in rappresentanza legale	0	
		TOTALE AZIONI	21.100.038	
			41,850692%	
		Totale azionisti in proprio	0	
		Totale azionisti in delega	86	
		Totale azionisti in rappresentanza legale	0	
		TOTALE AZIONISTI	86	
		TOTALE PERSONE INTERVENUTE	1	

Legenda:

D: Delegante R: Rappresentato legalmente

Assemblea Ordinaria del 17/04/2025



ELENCO PARTECIPANTI

ELENCOTARTECT			RISULTATI ALLE VOTAZI	ONI
NOMINATIVO PARTECIPANTE			Ordinaria	UNI
DELEGANTI E RAPPRESENTATI	Parziale	Totale	1 2 3 4 5 6 7	
STUDIO TREVISAN IN QUALITÀ DI RAPPRESENTANTE DESIGNATO IN PERSONA DI DARIO TREVISAN - PER DELEGA DI	0	10		
AK PERM FND DFA INTL SMALL CO	6.912		FFFCFF	
ALBEMARLE ALTERNATIVE FUNDS PLC RICHIEDENTE:NT NT0 IEDP 0 PCT TTY ACC CLT LEN	885.412		FFFCFFF	
ALBEMARLE FUNDS PLC RICHIEDENTE:NT NT0 IEDU 0 PCT TTY ACC CLT LEN	462.752		FFFCFFF	
ALLIANZGI-FONDS DSPT AGENTE:JP MORGAN SE LUX	7.110		FFFCFFF	
AMERICAN CENTURY ETF TRUST AVANTIS INT SMALL CAP VALUE FUND	10.883		FFFFFF	
AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL SMALL CAP EQUITY ETF	1.006		FFFFFF	
AMERICAN CENTURY ETF TRUST-AVANTIS INTERNATIONAL SMALL CAP VALUE	43.594		FFFFFF	
AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE INTERNATIONAL EQUITY ETF	42		FFFFFF	
AMERICAN CENTURY ICAV	3.305		FFFFFF	
AMERICAN CENTURY INVESTMENT MANAGEMENT INC	3.423		FFFFFF	
AMERICAN HEART ASSOCIATION, INC. AGENTE:BNPP LONDON	73		FFFFFF	
ANNE RAY FOUNDATION RICHIEDENTE:NT NT0 15% TREATY ACCOUNT CLIE	13.838		FFFCFFF	
ARBEVEL MICROCAPS EURO	160.000		FFFFFF	
ARROWST CAP ESG GBL E NON FLIP AGENTE:BNP PARIBAS-NEW YORK	59.486		FFFFFF	
ARROWSTREET (DELAWARE) CUSTOM ALPHA EXTENSION FUND Q LP RICHIEDENTE:CGMI PB CUSTOMER ACCOUNT	19.672		FFFFFF	
ARROWSTREET CAPITAL ESG GLOBAL EQUITY LONG/SHORT FUND LIMITE RICHIEDENTE:UBS AG-LONDON BRANCH SA AG LDN CLIENT	159.757		FFFFFF	
ARROWSTREET DEVELOPED MARKET ALPHA EXTENSION TRUST FUND	10.673		FFFFFF	
ARROWSTREET INVESTMENT TRUST-ARROWSTREET DEVELOPED MARKET AL RICHIEDENTE:CGMI PB CUSTOMER ACCOUNT	2.581		FFFFFF	
AS DEVLP MARKT AF EXNT TF NON FLIP AGENTE:BNP PARIBAS-NEW YORK	32.086		FFFFFF	
AXOPA S.R.L. RICHIEDENTE:ROTA MAURIZIO	6.786.793		FFFFFF	
di cui 5.100.000 azioni in garanzia a :BANCA POPOLARE DI SONDRIO;				
AZ FUND 1-AZ ALLOCATION-ITALIAN LONG TERM OPPORTUNITIES AGENTE:BNPP LUXEMBOURG	51.230		FFFFFF	
AZIMUT CAPITAL MANAGEMENT SGR S.P.A AGENTE:BNPP SA ITALIA	8.000		FFFFFF	
AZL DFA INTERNATIONAL CORE EQUITY FUND	2.721		FFFCFFF	
BNP PARIBAS EQUITY - FOCUS ITALIA AGENTE:BNPP FRANCE	7.043		FFFAFFF	
BNPP MODERATE - FOCUS ITALIA AGENTE:BNPP FRANCE	80.334		FFFAFFF	
CATTANI ALESSANDRO	94.494		FFFFFF	
CONTINENTAL SMALL SERIES THE CONTINENTAL SMALL COMPANY RICHIEDENTE: CBNY SA DFA-CNTL SMALL CO SERIES	164.535		FFFCFFF	
DFA INTERNATIONAL SMALL CAP VALUE PNS GROUP INC RICHIEDENTE:CBNY SA DFA-INTL SMALL CAP VAL POR	183.054		FFFCFFF	
DIMENSIONAL FUNDS PLC	182		FFFCFFF	
DIMENSIONAL FUNDS PLC	2.822		FFFCFFF	
DIMENSIONAL GLOBAL SUSTAINABILITY PIE FUND AGENTE:BNPP SIDNEY	3.273		FFFCFFF	
DIMENSIONAL GLOBAL SUSTAINABILITY TRUST RICHIEDENTE:CBHK SA DFA-DIM GL SUS T AUD UNH	1.723		FFFCFFF	
DIMENSIONAL INTERNATIONAL VECTOR EQUITY ETF OF DIMENSIONAL E RICHIEDENTE:CBNY-DFA INTERNATIONAL VECTOR	1.125		FFFCFFF	
FLORIDA RETIREMENT SYSTEM	95		FFFCFFF	
FONDS DE RESERVE POUR LES RETRAITES AGENTE:BNPP FRANCE	2.751		FFFFFF	
GMO BENCHMARK-FREE FUND	4.443		FFFFFF	

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ELENCO PARTECIPANTI

ELENCO PARTECI	PANTI		RISULTATI ALLE VOTAZION	•
NOMINATIVO PARTECIPANTE			Ordinaria	
DELEGANTI E RAPPRESENTATI	Parziale	Totale	1 2 3 4 5 6 7	
GMO FUNDS PLC GMO GLOBAL EQUITYALLOCATION INVESTMENT FUND	849		FFFFFF	
GMO FUNDS PLC GMO GLOBAL REAL RETURN (UCITS) FUND	1.233		FFFFFF	
GMO IMPLEMENTATION FUND	10.553		FFFFFF	
GMO INTERNATIONAL EQUITY FUND	66.604		FFFFFF	
GMO MULTI-ASSET TRUST	2.204		FFFFFF	
GRAHAM DEVELOPMENTAL EQUITY STRATEGIES LLC RICHIEDENTE:MORGAN STANLEY AND CO. LLC	151		FFFFFF	
GRAHAM MARKET NEUTRAL QUANTITATIVE EQUITIES LTD. RICHIEDENTE:MORGAN STANLEY AND CO. LLC	46		FFFFFF	
GROUPAMA AVENIR PME EUROPE	151.804		FFFFFF	
HOTCHKIS AND WILEY	2.940		FFFFFF	
INTERNATIONAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC RICHIEDENTE: CBNY SA INT CORE EQ PORT	134.200		FFFCFFF	
ISHARES MSCI INTL SMALL-CAP MULTIFACTOR ETF	6.316		FFFFFF	
JOHN HANCOCK FUNDS II INTERNATIONAL SMALL COMPANY FUND. RICHIEDENTE:CBNY-JHF II INT'L SMALL CO FUND	1.505		FFFCFFF	
JOHN HANCOCK VARIABLE INSURANCE TRUST INTERNATIONAL SMALL COMPANY TRUST. RICHIEDENTE: CBNY-JHVIT INT'L SMALL CO			FFFCFFF	
LSV INTERNATIONAL SMALL CAP EQUITY FUND LP. RICHIEDENTE:NT NTO NON TREATY CLIENTS LVID DIMENSIONAL INTERNATIONAL CORE FOUNTY FUND			FFFCFF	
LVIP DIMENSIONAL INTERNATIONAL CORE EQUITY FUND	5.374		FFFCFFF	
LYXOR FTSE ITALIA MID CAP PIR	92.250		FFFFFF	
MARGARET A CARGILL FOUNDATION RICHIEDENTE:NT NT0 15% TREATY ACCOUNT CLIE	10.100		FFFCFFF	
MEDIOLANUM GESTIONE FONDI SGR - FLESSIBILE FUTURO ITALIA	890.000		FFFCFF	
MEDIOLANUM GESTIONE FONDI SGR - FLESSIBILE SVILUPPO ITALIA	390.000		FFFCFF	
MERCY INVESTMENT SERVICES INC RICHIEDENTE:NT NTO TREATY/NON TREATY TAX L MONTINVEST S.R.L.	9.020 8.232.070		FFFFFF	
NATWEST ST JAMES'S PLACE BALANCED MANAGED UNIT TRUST	44.199		FFFFFF	
	25.000		FFFFFF	
NORGES BANK RICHIEDENTE: CBNY-GOVERNMENT OF NORWAY	4.787		FFFFFF	
ONTARIO POWER GENERATION INC ORIGINE SOCIETA` A RESPONSABILITA` LIMITATA			FFFCFFF	
RICHIEDENTE:SALA GIACOMO NATALINO POINT72 ASSOCIATES LLC C/O FINSCO LIMITED	430.506		FFFFF Q Q	
RICHIEDENTE:MORGAN STANLEY AND CO. LLC PRICOS AGENTE:KBC BANK NV	394.294		FFFFFF	
PRICOS DEFENSIVE AGENTE:KBC BANK NV	9.606		FFFFFF	
PRICOS SRI AGENTE: KBC BANK NV	18.742		FFFFFFF	
ROTA MAURIZIO	78.551		FFFFFF	
ROTHKO BROAD INTERNATIONAL SMALL CAP EQUITY FUND L.P RICHIEDENTE:NT NTO NON TREATY CLIENTS	2.926		FFFFFF	
SHELL TRUST (BERMUDA) LIMITED AS TRUSTEE OF THE SHELL INTERNATIONAL PENSION FUND AGENTE: JPMCBNA	89		FFFFFF	
SHELL TRUST (BERMUDA) LTD AS TRUSTEE OF THE SHELL OVERSEAS CONTRIBUTORY PENSION FUND AGENTE:JPMCBNA	2.612		FFFFFF	
SPDR PORTFOLIO DEVELOPED WORLD EXUS ETF	362.068		FFFFFF	
SPDR PORTFOLIO EUROPE ETF	2.400		FFFFFF	
SPDR S&P INTERNATIONAL SMALL CAP ETF	1.305		FFFFFF	
STATE OF ALASKA RETIREMENT AND BENEFITS PLANS	3.317		FFFCFFF	
STICHTING BLUE SKY LIQUID ASSET FUNDS RICHIEDENTE:NTC-STICHTING BLUE SKY LIQ ASST FD	40.600		CFFCCFF	
STICHTING SHELL PENSIOENFONDS AGENTE:JP MORGAN SE LUX	20.208		FFFFFF	
TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS	44.215		FFFCFFF	
TEXAS MUNICIPAL RETIREMENT SYSTEM	2.055		FFFFFF	
TEXTRON INC MASTER TRUST	54.900		FFFCFFF	
THE ARROWSTREET COMMON CONTRACTUAL FUND	63.300		FFFFFF	

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ELENCO PARTECIPANTI

			RISULTATI ALLE VOTAZIONI							_	
NOMINATIVO PARTECIPANTE					(<u>Ordi</u>	nar	ia		 	T
DELEGANTI E RAPPRESENTATI	Parziale	Totale	1	2	3 4	1 5	6	7		 	
TRUST II BRIGHTHOUSEDIMENSIONALINT SMALL COMPANY PORTFOLIO	9.278		F	F	FC	F	F	F			
TWO SIGMA ABSOLUTE RETURN-PORTFOLIO LLC - EMEA TRADING AGENTE:BOFA SEC I EX ML PRO	57.163		F	F:	FE	F	F	F			
TWO SIGMA EQUITY SPECTRUM PORTFOLIO LLC - EUROPE RICHIEDENTE:CGMI PB CUSTOMER ACCOUNT	15.700		F	F	F	F	F	F			
TWO SIGMA WORLD CORE FUND LP RICHIEDENTE:CBNY-TWO SIGMA WORLD CORE FUND, LP	3.272		F	F	F	F	F	F			
UTAH STATE RETIREMENT SYSTEMS RICHIEDENTE:NT NT0 TREATY/NON TREATY TAX L	11.671		F	F	F E	F	F	F			
VEBA PARTNERSHIP N L P	3.420		F	F	F E	F	F	F			
WELLS FARGO AND COMPANY CASH BALANCE PLAN	10.100		F	F	FC	F	F	F			
		21.100.038									I

- 1 Approvazione del bilancio di esercizio al 31 dicembre 2024
- 3 Distribuzione del dividendo
- 5 Proposta di autorizzazione all'acquisto e alla disposizione di azioni proprie 7 Nomina, occorrendo, di un sindaco supplente
- 2 Destinazione del risultato di esercizio
- 4 Relazione sulla politica in materia di remunerazione: deliberazione non vincolante sulla seconda sezione 6 Nomina di un sindaco effettivo