

ORDINARY SHAREHOLDERS MEETING APRIL 24, 2026

**Illustrative Board of Directors' Report on the financial statements as at 31
December 2025 and allocation of the result for the year**

(item 1 on the agenda)



JOINT-STOCK COMPANY - SHARE CAPITAL EURO 62,461,355.84
MILAN MONZA-BRIANZA LODI COMPANY REGISTER AND TAX CODE 00607460201
COMPANY SUBJECT TO THE DIRECTION AND COORDINATION OF CIR S.p.A.
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REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY SHAREHOLDERS' MEETING

- 1. Annual report for the year ended 31 December 2025 and allocation of the result for the year:**
 - a. Approval of the Statutory Financial Statements as at December 31, 2025;**
 - b. Allocation of the result for the year.**

Dear Shareholders,

the Shareholders' Meeting of Sogefi S.p.A. has been convened in ordinary session to resolve, pursuant to Article 2364, paragraph 1, number 1) of the Italian Civil Code, on the approval of the Financial Statements of Sogefi S.p.A. as at 31 December 2025, accompanied by the Management Report of the Directors, the Report of the Board of Statutory Auditors, the Independent Auditors' Report and the Attestation of the Manager in charge of preparing the company's financial reports.

In this regard, Shareholders are informed that the draft Financial Statements of Sogefi S.p.A. as at 31 December 2025 was examined and approved by the Board of Directors of Sogefi S.p.A. held on 27 February 2026 and it was the subject, on the same date, of a specific press release issued in accordance with applicable regulations.

The Shareholders' Meeting is also called upon to resolve the allocation of the net profit for the year of Euro 28,054,264.85 resulting from the Financial Statements as at 31 December 2025. All as per the proposed resolutions reported below.

The documentation relating to the draft Financial Statements of Sogefi S.p.A. as at 31 December 2025 and the additional documents referred to in article 154-ter of Legislative Decree No. 58 of 24 February 1998, will be made available to the public in the manner and within the terms and conditions set forth by law, at the authorized storage mechanism, at the registered office, as well as through publication on the Company's website www.sogefigroup.com (section Shareholders – Shareholders' Meetings).

Proposed Resolutions

Dear Shareholders,

We invite you to adopt the following resolutions:

Proposed resolution 1.a

“The Shareholders’ Meeting of Sogefi S.p.A., convened in ordinary session, after examining the Draft Financial Statements as at 31 December 2025, the Management Report of the Board of Directors, having seen the attestation pursuant to Article 154-bis, paragraph 5, of Legislative Decree no. 58/1998, issued by the Manager in charge of preparing the company's financial reports, and having acknowledged the Report of the Board of Statutory Auditors and the Report of the Independent Auditors,

resolves

- to approve the Financial Statements as at 31 December 2025 and the Management Report of Board of Directors in all their parts and findings.”

Proposed Resolution 1.b

“The Shareholders’ Meeting of Sogefi S.p.A., convened in ordinary session,

- having seen the financial statements for the year ended December 31, 2025, approved by today's Shareholders’ Meeting;
- having seen the proposed resolutions,

resolves

- to allocate the net profit resulting from the financial statements of Sogefi S.p.A. as at 31 December 2025, amounting to Euro 28,054,264.85, entirely to the “Retained earnings” reserve, the Legal Reserve having already reached 20% of the share capital, pursuant to art. 2430 of the Italian Civil Code.