



TECHNOGYM S.P.A.
REGISTERED OFFICE IN VIA CALCINARO, 2861, CESENA, ITALY
FULLY SUBSCRIBED AND PAID-IN COMPANY CAPITAL OF €10,066,375.00
FORLÌ-CESENA COMPANIES' REGISTER NO. 315187 AND TAX CODE 06250230965

**BOARD OF DIRECTORS' REPORT ON THE PROPOSAL UNDER THE ITEM NO. 4 ON THE AGENDA OF
THE ORDINARY SHAREHOLDERS' MEETING OF TECHNOGYM S.P.A. CONVENED ON 5 MAY 2026 IN
A SINGLE CALL**

4. Upon the reasoned proposal of the Board of Statutory Auditors, supplement of the consideration payable to the independent auditors EY S.p.A. for the statutory audit engagement for the financial years 2025-2033.

Dear Shareholders,

We remind you that the Shareholders' Meeting of Technogym S.p.A. (the "**Company**") held on 7 May 2024 resolved to appoint EY S.p.A. to carry out the statutory audit of the Company's financial statements and the consolidated financial statements of the Technogym Group for the financial years 2025-2033, the limited review of the condensed half-year financial statements for the half-years 2025-2033, as well as the limited assurance engagement on the sustainability reporting, approving the related consideration.

The engagement granted to EY S.p.A. provides that the estimated time and consideration for the performance of the audit may be revised in the event of exceptional and/or unforeseeable circumstances not taken into account when preparing the estimate of the fees indicated at the time the engagement was awarded and such as to entail a significant increase in time, a significant change in the mix of resources or the involvement of experts within or outside the EY network, subject to agreement with the Company, or the use of specialised resources in addition to those estimated in the engagement.

On 6 March 2026, EY S.p.A. submitted a proposal to the Company to supplement the consideration envisaged in the original engagement in light of the additional effort required following an evolving reassessment of general IT controls and the need to perform, with reference also to interim financial reporting up to 31 December 2026, additional manual procedures and ITDM controls compared to those estimated in the original proposal.

The proposal to supplement the mandate and consideration received from EY 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.

The Shareholders' Meeting is therefore called upon to resolve on the proposal of the Board of Statutory Auditors, which is made available to you today in accordance with the applicable provisions of law and to which full reference is made.

for the Board of Directors
Chairperson
Nerio Alessandri