

INDEX No. 51403

BOOK No. 15427

MINUTES OF THE SHAREHOLDERS' MEETING**ITALIAN REPUBLIC**

On the thirtieth of April in the year two thousand and twenty-six.

30 April 2026

In Milan, at Viale Majno no. 31.

I, the undersigned, ANNA PELLEGRINO, Notary, residing in Milan, registered with the Notary Board of Milan, drafted and signed the minutes of the shareholders' meeting of the company:

'TESMEC SPA', with registered office in Milan, at Piazza Sant'Ambrogio no. 16, with share capital of €15,702,162.00, Tax Code and registration number in the Milan-Monza-Brianza-Lodi Register of Companies 10227100152, Economic and Administrative Index no. 1360673, held with my attendance on 23 April 2026 in Grassobbio, at Via Zanica no. 17/0.

These minutes were drawn up at the request of the company and, on its behalf, by the Chair of the Board of Directors within the time frame required for the timely fulfilment of the filing and publication obligations laid down in Article 2375 of the Italian Civil Code.

The proceedings of the shareholders' meeting were as follows:-

"On the twenty-third of April in the year two thousand and twenty-six at 10.35 a.m. (ten thirty-five)

23 April 2026

In Grassobbio, at Via Zanica no. 17/0, the shareholders' meeting began in single call of the company 'TESMEC SPA', with registered office in Milan, at Piazza Sant'Ambrogio no. 16, with share capital of €15,702,162.00, Tax Code and registration number in the Milan-Monza-Brianza-Lodi Register of Companies 10227100152, Economic and Administrative Index no. 1360673.—

Mr CACCIA DOMINIONI AMBROGIO, born in Morbegno on 27 August 1946, domiciled for the purpose in Milan, Piazza Sant'Ambrogio no. 16, in his capacity as Chair of the Board of Directors, presided over the ordinary Shareholders' Meeting of Tesmec S.p.A. (hereinafter "Tesmec" or the "Company") pursuant to Article 10 of the Articles of Association.

The Chair, pursuant to Article 10 of the Articles of Association, appointed Ms Anna Pellegrino, present at the venue where the shareholders' meeting was called, to draw up the minutes of the ordinary Shareholders' Meeting, not necessarily simultaneously, pursuant to Article 2375, paragraph three of the Civil Code, and, with the agreement of the Shareholders' Meeting, also asked the Notary to act as Secretary for this Shareholders' Meeting.

The Chair then invited the Secretary to provide, on his behalf, the preliminary information and details of the meeting's proceedings.

The Secretary, after her nomination by the Chair, informed the attendees that the agenda of the Shareholders' Meeting was as

**Registered in Milan
Provincial Directorate I
on 4 May 2026
under no. 32852
series 1T
€356.00 collected
of which €156.00**

follows:_____

1. Approval of the financial statements at 31 December 2025 and the presentation of the Tesmec Group's consolidated financial statements and the respective reports, including the sustainability report; allocation of the result of the financial year; related and consequent resolutions._____
 - 1.1 Approval of the financial statements as at 31 December 2025.
 - 1.2 Allocation of the result for the financial year._____
2. Resolutions related to the report on the remuneration policy and remuneration paid pursuant to Article 123-ter of Italian Legislative Decree 58/1998 and Article 84-quater of CONSOB Regulation no. 11971/1999; related and consequent resolutions.
 - 2.1 Binding vote on the remuneration policy for the 2026 financial year set out in the first section of the report;_____
 - 2.2 Consultation on the second section of the report on remuneration paid in or relating to the 2025 financial year.—
3. Proposal of authorisation to purchase and dispose of treasury shares, subject to the withdrawal of the previous authorisation resolved by the ordinary Shareholder's Meeting on 30 April 2025; related and consequent resolutions._____

The Secretary, first of all, informed the attendees that:_____

- pursuant to Article 8 of the Articles of Association and in compliance with the provisions of Article 135-undecies.1 of Legislative Decree no. 58/98 (the "Consolidated Law on Finance"), it was envisaged that participation in the Shareholders' Meeting by those entitled to vote and the exercising of the right to vote may take place exclusively through the appointed representative without the physical attendance of the shareholders;_____
- the Company appointed Computershare S.p.A. - with registered office at Via Lorenzo Mascheroni no. 19, 20145 - Milan (MI) and offices at Via Nizza no. 262/73, 10126 - Turin (TO) - to represent the Shareholders pursuant to Articles 135-undecies and 135-undecies.1 of the Consolidated Law on Finance (the "Appointed Representative");_____
- in compliance with the provisions of Article 135-undecies.1 of the Consolidated Law on Finance, the notice of call envisaged that the Appointed Representative, as an exception to Article 135-undecies, paragraph 4, of the Consolidated Law on Finance, could also be given proxies or sub-proxies pursuant to 135-novies of the Consolidated Law on Finance;_____
- the forms for granting proxies and voting instructions to the Appointed Representative were made available by the Company in the manner and within the time frames required by law;_____
- no procedures for postal votes or by electronic means were envisaged;_____
- the notice of call of this Shareholders' Meeting, published on 23 March 2026, also envisaged that the directors, statutory auditors, representatives of the independent

auditors, notary, Appointed Representative and other persons allowed to attend the Shareholders' Meeting in accordance with the law and the Articles of Association, other than those with the right to vote, might also, or exclusively, attend the Shareholders' Meeting by means of remote connection systems that ensure the identification of the participants and their attendance, in compliance with the provisions in force and applicable, in the manner made known by the Company, to the persons mentioned above._____

The Secretary then stated that the Appointed Representative, Computershare S.p.A., represented by Francesca Vittone, was taking part in the Shareholders' Meeting by audio connection through telecommunication means that guarantee her identification and participation._____

The Secretary reminded the attendees that Computershare S.p.A., in its capacity as Appointed Representative, had announced that it was not subject to any of the conditions of conflict of interest indicated by Article 135-decies of the Consolidated Law on Finance._____

However, in the event of unforeseen circumstances or in case of an amendment or supplement to the proposals submitted to the Shareholders' Meeting, Computershare S.p.A. expressly stated that it does not intend to cast a vote other than that indicated in the voting instructions granted by the delegating parties.- Pursuant to paragraph 3 of the aforementioned Article 135-undecies of the Consolidated Law on Finance, the shares for which the proxy was granted, partial or otherwise, to the Appointed Representative, will be calculated for forming the quorum of the Shareholders' Meeting, while the shares for which no voting instructions were issued regarding the proposals on the agenda will not be included for the purpose of calculating the majority and the shareholding required for the approval of the related resolutions._____

With regard to the voting procedure, in consideration of the manner in which this Shareholders' Meeting is held, voting on the individual items on the agenda, including abstentions and those against, will be cast through a roll call by the Appointed Representative._____

All this being stated, the Secretary, on behalf of the Chair, asked the Appointed Representative to acknowledge the proxies received._____

The Appointed Representative then took the floor and declared:

- that 61 sub-proxies had been received from those entitled pursuant to Articles 135-novies and 135-undecies of the Consolidated Law on Finance for 374,265,320 shares overall, accounting for 61.713089% of the Company's share capital;_____
- For the purpose of calculating the majority and the required share of capital for the approval of the proposed resolutions, it was confirmed that voting instructions had been obtained for all shares for which a proxy had been given._____

The Secretary took the floor again and, in relation to verifying to ensure that the Shareholders' Meeting had been validly called and the right of the shareholders to attend, in the name and on behalf of the Chair, noted that:_____

- the right of the Shareholders represented by the Appointed Representative to attend the meeting had been ascertained, as well as the compliance of the proxies given to the Appointed Representative with the current provisions of the law and the Articles of Association, submitted by the same and filed in the company records;_____

- based on the prior submission of the specific communications made to the Company by the intermediaries to enable the entitled parties to attend this Shareholders' Meeting, as also envisaged in the notice of call published on 23 March 2026, in accordance with the procedures and the terms set forth in the provisions of the legislation in force, at 10.43 (ten forty-three a.m.), through a proxy granted to the Appointed Representative, 61 entitled parties were in attendance at the Shareholders' Meeting, representing 374,265,320 ordinary shares, corresponding to 61.713089%, of the Company's share capital;_____

- in addition to the Appointed Representative, the following took part in the Shareholders' Meeting by audio connection through telecommunication means that guaranteed identification and participation, as permitted by the measures referred to above and the notice of call:_____

i) for the Board of Directors, in addition to the Chair, the Directors: Gianluca Bolelli (Deputy Chair), Carlo Caccia Dominioni, Caterina Caccia Dominioni, Anna Casiraghi, Emanuela Teresa Basso Petrino, Antongiulio Marti, Nicola Gavazzi and Francesca Marino;_____

Simone Andrea Crolla was absent;_____

ii) representing the Board of Statutory Auditors, the Chair Simone Cavalli and the Standing Auditors Attilio Marcozzi, Franco Marcozzi and Alice Galimberti._____

Given the above, the Secretary noted that this meeting was to take place entirely by telecommunication means and that the audio connection established was clear for all attendees and that there was no interference._____

Taking the floor, the Chair stated that:_____

a) he was able to ascertain the identity and right to attend of the attendees and to regulate the proceedings of the meeting, as well as ascertain and announce the results of the votes;—

b) he was able to interact with the person taking the minutes;_____

c) the attendees were able to participate in the discussions, interacting adequately with each other, with the Chair and the Notary, as well as to vote simultaneously on the items on the agenda, as confirmed by the participants._____

To this regard, he declared and certified that he had

successfully ascertained the identity of the participants connected by audio in the manner indicated above and their entitlement to attend this Shareholders' Meeting._____

The Secretary then spoke and, in the name and on behalf of the Chair, also noted that:_____

- the Shareholders' Meeting had been properly convened by a notice published on 23 March 2026 on the Company's website and by the other means envisaged by the regulations in force;-

- no request had been received from the entitled parties to add additional items to the agenda, nor draft resolutions on items already on the agenda, pursuant to Article 126-bis of the Consolidated Law on Finance;_____

- with regard to this Shareholders' Meeting, proxies had not been solicited, pursuant to Article 136 et. seq. of the Consolidated Law on Finance;_____

- the share capital subscribed and paid-up to date was €15,702,162.00, divided into 606,460,200 ordinary shares without nominal value and the Company's shares had been admitted to trading on Euronext Milan, in the Euronext STAR Milan Segment, organised and managed by the Italian stock exchange Borsa Italiana S.p.A.;_____

- Tesmec held 4,711,879 treasury shares, accounting for 0.777% of the Company's share capital;_____

- the Company did not issue shares with special rights;_____

- the Company qualifies as an SME pursuant to Article 1, paragraph 1, letter w-quater.1 of the Consolidated Law on Finance. Therefore, the relevant threshold for reporting significant equity investments, pursuant to Article 120, paragraph 2 of the Consolidated Law on Finance, was equal to 5%, rather than 3%;_____

- given that, the Shareholders holding, directly or indirectly, more than 5% of the share capital subscribed and represented by shares with voting rights were as follows, based on the entries in the shareholders' register, communications made pursuant to Article 120 of the Consolidated Law on Finance, and other available information:_____

(i) TTC S.r.l., which holds:_____

* directly, 190,730,800 shares, accounting for 31.450% of the share capital;_____

* indirectly, through Fi.Ind. S.p.A., 90,065,800 shares, accounting for 14.851% of the share capital;_____

* indirectly, through MTS - Officine Meccaniche di Precisione S.p.A., 3,116,878 shares, accounting for 0.514% of the share capital;_____

* indirectly, through RX S.r.l., 6,054,201 shares, accounting for 1% of the share capital;_____

- the Company is not aware of the existence of shareholders' agreements on the share capital of Tesmec pursuant to Article 122 of the Consolidated Law on Finance._____

With regard to the last point, the Secretary noted that the

voting right concerning shares for which the disclosure obligations envisaged by Articles 120 and 122 of the Consolidated Law on Finance and the related implementation regulations issued by Consob, concerning significant shareholdings and shareholders' agreements, respectively, could not be exercised.

She therefore asked the Appointed Representative to report, for those entitled to vote, any situations involving the exclusion or suspension of the right to vote pursuant to the provisions of the legislation in force.

As no such statement was made in this regard, all Shareholders duly represented at the Shareholders' Meeting were entitled to vote.

The Secretary, in the name and on behalf of the Chair, also announced that:

- with regard to the agenda, the obligations - including those concerning disclosure - provided for by the current laws and regulations in force had been duly met;

- the documentation relating to the items on the agenda of the Shareholders' Meeting, including the explanatory reports containing draft resolutions, was made available to the public within the terms provided by law at the administrative office in Grassobbio (BG), at Via Zanica 17/0 and on the website of the Italian stock exchange Borsa Italiana S.p.A., and also published in the eMarketStorage centralised storage mechanism, which can be consulted at the address www.emarketstorage.it and on the Company's website www.tesmec.com, 'Shareholders' Meetings' section;

- in view of the holding of this Shareholders' Meeting, the documents relevant to the items on the agenda had been made available to the public.

The Chair took the floor again, and since the documentation regarding all the items on the agenda had been subject to the publication obligations envisaged by the applicable regulations, asked for said documentation not be read at the meeting.

As no-one objected, the Secretary took the floor again to inform those present that:

- participants who had to cut short their audio connection before the end of the work of the meeting were requested to give prompt notice;

- some Company employees and business associates had been admitted to the Shareholders' Meeting by means of remote connection systems to meet the technical and organisational requirements of the proceedings;

- an audio recording system was active for recording this Shareholders' Meeting;

- pursuant to Regulation (EU) 2016/679 and the national regulations in force on personal data protection, in order for the Shareholders' Meeting to take place, the personal data

collected was processed and stored by the Company, on both computer and hard copies, for the smooth running of the Shareholders' Meeting and for the correct recording of the minutes, as well as for any and all respective corporate and legal requirements, as specified in more detail in the disclosure made available to the interested parties;_____

- the list of those attending the Shareholders' Meeting by proxy through the Appointed Representative, with an indication of their shares and the specification of the delegating shareholder, as well as any parties voting as secured creditors, takers-in or beneficial owners will be enclosed with the minutes of this Shareholders' meeting;_____

- the list of shareholders who, by proxy through the Appointed Representative, voted for, voted against, abstained or issued no voting instructions, with the relative number of shares held, will be recorded in the minutes;_____

- lastly, the information prescribed by Annex 3E of the regulation adopted by Consob resolution no. 11971 of 14 May 1999, as subsequently supplemented and amended (the "Issuers' Regulation"), will be included in the minutes of this Shareholders' Meeting, or attached thereto, as an integral and substantial part._____

The Chair confirmed the communications and declarations made by the Secretary and therefore declared that the Shareholders' Meeting had been validly called and constituted in a single call, in ordinary session, in accordance with the law and the Articles of Association and therefore able to deliberate on the items on the agenda._____

Once the preliminary operations were completed, the Chair then moved on to deal with the first item on the ordinary agenda and asked the Secretary to provide, on his behalf, the information of a procedural nature and read the proposals of the Board of Directors._____

The Secretary read points 1, 1.1 and 1.2 of the agenda and reminded those present that Tesmec's draft financial statements as at 31 December 2025, the consolidated financial statements of the Tesmec Group as at 31 December 2025, the management report also including the sustainability reporting, the report from the manager responsible for preparing the company's accounts, the Board of Statutory Auditors' report and the Independent Auditors' Report had been made available to the Shareholders at the registered offices and at the administrative office in Grassobbio, at Via Zanica no. 17/O, at the Italian stock exchange Borsa Italiana S.p.A., as well as on the company website at www.tesmec.com and with the other methods prescribed by Consob within the time frames stipulated by the regulations in force._____

The Secretary announced that, for the audit of the financial statements at 31 December 2025, the Independent Auditors

expressed an opinion that found nothing amiss and that the auditing of the financial statements as at 31 December 2025 took a total of 1,413 hours overall and, for the audit of the consolidated financial statements at 31 December 2025 and desk review of the financial statements of the subsidiary and associate companies, took a total of 1,299 hours, invoicing the Company, as established by the offer approved by the Shareholders' Meeting, an overall amount of €223,000.00 excluding VAT, expenses and Consob supervision fee._____

The Chair took the floor and, in explaining the key figures in the financial statements, referred to the documentation and the report from the board of directors that had already been filed. The Secretary then took the floor again._____

The Shareholders' Meeting was therefore invited to approve Tesmec's financial statements at 31 December 2025, which closed with a loss of €206,608.00 (two hundred and six thousand, six hundred and eight point zero zero)._____

In relation to the performance of the year, the Board of Directors proposed that the Shareholders' Meeting resolve to carry forward the loss for the year of €206,608.00 (two hundred and six thousand, six hundred and eight point zero zero)._____

In the view of the above, with regard to this point on the agenda, two separate votes were to be taken on the basis of the proposals set out below._____

The Secretary read the first draft resolution regarding the first item on the ordinary agenda of that day's Shareholders' Meeting concerning the approval of the financial statements.—

"The Ordinary Shareholders' Meeting of Tesmec S.p.A.,_____
- having examined the Company's draft financial statements as at 31 December 2025 and the Board of Directors' report on operations, as well as the sustainability reporting included therein and drafted pursuant to Italian Legislative Decree no. 125/2024;_____

- having examined the Report of the Board of Statutory Auditors to the Shareholders' Meeting pursuant to Article 153 of Italian Legislative Decree no. 58 of 24 February 1998;_____

- having examined the Independent Auditors' Report on the draft financial statements as at 31 December 2025;_____

_____resolved_____

- to approve the financial statements of the Company as at 31 December 2025;_____

- to grant the Chief Executive Officers, separately and with the right to sub-delegate, a mandate to carry out all activities relating to, resulting from or connected with the implementation of this resolution."_____

The Secretary read the second draft resolution concerning the first item on the ordinary agenda of that day's Shareholders' Meeting concerning the allocation of the result of the financial year:_____

"The Ordinary Shareholders' Meeting of Tesmec S.p.A.,_____

- having examined the Company's financial statements as at 31 December 2025 and the Board of Directors' report on operations, as well as the sustainability reporting included therein and drafted pursuant to Italian Legislative Decree no. 125/2024;—
 - having examined the Report of the Board of Statutory Auditors to the Shareholders' Meeting pursuant to Article 153 of Italian Legislative Decree no. 58 of 24 February 1998;—
 - having examined the Independent Auditors' Report on the draft financial statements as at 31 December 2025;—
 —————resolved—————

- to carry forward the loss for the year of €206,608.00 (two hundred and six thousand, six hundred and eight point zero zero);—
 - to grant the Chief Executive Officers, separately and with the right to sub-delegate, a mandate to carry out all activities relating to, resulting from or connected with the implementation of this resolution.”—————

At this point, the Secretary put to the vote the first draft resolution regarding the first item on the ordinary agenda of that day's Shareholders' Meeting relating to the approval of the financial statements.—————

She confirmed that all the persons identified at the beginning of meeting were still connected and that the attendance figures were unchanged.—————

At 10.57 a.m. (ten fifty-seven), she opened the voting and asked the Appointed Representative to declare the voting instructions received.—————

The Appointed Representative then took the floor and declared:
 371,535,406 votes in favour—————

2,729,914 votes against—————

no abstentions—————

no one failed to vote—————

Taking back the floor, the Chair:—————

- declared the voting closed for the first draft resolution concerning the first item on the agenda of the ordinary session of that day's Shareholder's Meeting, which was approved by the majority;—————

- announced that the details of this and subsequent votes would be appended to the minutes of the Meeting.—————

At this point, the Secretary put to the vote the second draft resolution concerning the first item on the ordinary agenda of that day's Shareholders' Meeting relating to the allocation of the result of the financial year.—————

She confirmed that all the persons identified at the beginning of meeting were still connected and that the attendance figures were unchanged.—————

At 10.59 a.m. (ten fifty-nine), she opened the vote and invited the Appointed Representative to declare the voting instructions received.—————

The Appointed Representative then took the floor and declared:

374,265,320 votes in favour_____

no votes against_____

no abstentions_____

no one failed to vote_____

The Chair declared the vote on the second draft resolution concerning the first item on the ordinary agenda of that day's Shareholders' Meeting, which was unanimously approved, closed.

The Chair moved on to discuss the second item on the agenda of the ordinary session and invited the Secretary to provide, on his behalf, procedural information and to read the proposals from the Board of Directors.

The Secretary read points 2, 2.1 and 2.2 on the agenda and reminded those present that pursuant to Article 123-ter of the Consolidated Law on Finance, that day's Shareholders' Meeting had been convened to resolve on the policy on remuneration and remuneration paid to members of the Board of Directors and supervisory bodies, general managers and executives with strategic responsibilities in the Company (the "Report"). The Report was prepared in accordance with Article 123-ter of the Consolidated Law on Finance and Article 84-quater of the Issuers' Regulation and was prepared in accordance with Annex 3A, Schedules 7-bis and 7-ter, of the Issuers' Regulation. Pursuant to Article 123-ter of the Consolidated Law on Finance, the aforementioned Report was divided into two sections. The first section showed in a clear and comprehensible manner the policy of the Company concerning the remuneration of the members of the Boards of Directors and supervisory bodies, general managers and executives with strategic responsibilities with reference at least to the following financial year, as well as the procedures used for the adoption and implementation of this policy. The remuneration policy illustrated in said section, pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of the Consolidated Law on Finance (T.U.F.), is subject to the binding vote of the ordinary Shareholders' Meeting. On the other hand, the second section of the report, in a clear and comprehensible manner and, by name for members of the board of directors, supervisory bodies and general managers and in aggregate form executives with strategic responsibilities, must (i) provide an adequate representation of each item comprising the remuneration, including the salaries envisaged in case of termination of the office or termination of the employer-employee relationship, pointing out consistency with the Company's policy on matters of remuneration regarding the financial year under review; (ii) show in detail the remuneration paid in the financial year under review for any reason and in any form by the Company and by subsidiaries or associates, reporting any components of the remuneration mentioned above that refer to activities carried out in financial years prior to the one under review and also pointing

out remuneration to be paid in one or more subsequent financial years with regard to the activity carried out in the financial year under review; (iii) explain how the Company took account of the vote cast the previous year on the second section of the report. This section, pursuant to paragraph 6 of Article 123-ter of the Consolidated Law on Finance (T.U.F.), is subject to the sole advisory and non-binding vote of the ordinary Shareholders' Meeting, which is required to issue an opinion in favour or against said section. Finally, any shareholdings held by the parties mentioned above in the Company and in the companies controlled by it are indicated in the Report.——— She also reiterated the fact that this Report was approved by the Board of Directors on 11 March 2026 and had been made available to the public at the registered offices, on the Company's website and with the other methods established by the Consob Regulation at least twenty-one days prior to that day's Shareholders' Meeting.———

The Secretary gave notice that, in the light of the above, with regard to this item on the agenda, two separate votes were to be held on the basis of the proposals set out below.———

The Secretary read the first draft resolution with regard to the second item on the ordinary agenda of that day's Shareholders' Meeting regarding the binding vote on the policy on matters of remuneration with respect to the 2026 financial year set out in the first section of the report:———

*"The Ordinary Shareholders' Meeting of Tesmec S.p.A.,———
- having examined the first section of the 'Report on the policy of remuneration and remuneration paid' set forth in Article 123-ter, paragraph 3 of Italian Legislative Decree no. 58 of 24 February 1998, prepared by the Board of Directors on the proposal of the Remuneration and Appointments Committee, regarding the illustration of the Company's policy on the remuneration of members of the administration and control bodies, the general manager and the executives with strategic responsibilities with reference to the year 2026, as well as the procedures used for the adoption and implementation of said policy;———*

*- considering that the first section of the report on the——
remuneration policy and remuneration paid and the remuneration policy———*

*described therein are compliant with the provisions of legislation, including regulations,———
applicable to the remuneration of the members of the administrative and control bodies, the general manager and the executives with strategic responsibilities; and———*

*- having considered that the report on remuneration policy and remuneration paid had been made available to the public in the manner and time frame envisaged by the regulations in force,——
———*

*resolved———
to approve, pursuant to and in accordance with the provisions*

of Article 123-ter, paragraphs 3-bis and 3-ter, of the Consolidated Law on Finance, the policy on remuneration described in the first section of the "Policy on remuneration and remuneration paid", prepared by the Company's Board of Directors on 11 March 2026".

The Secretary also read the second draft resolution concerning the second point on the ordinary agenda of that day's Shareholders' Meeting relating to the consultation on the second section of the report on remuneration paid in or relating to the financial year 2025:

"The Ordinary Shareholders' Meeting of Tesmec S.p.A.,
- having examined the second section of the 'Report on the policy on remuneration and remuneration paid' envisaged by Article 123-ter, paragraph 4 of the Consolidated Law on Finance prepared by the Board of Directors at the proposal of the Remuneration and Appointments Committee, regarding the indication of the fees paid to members of the administration and control bodies, the general manager and the executives with strategic responsibilities in the year 2025 or relating to it;
- considering that the second section of the report on the policy on remuneration and remuneration paid conforms to the law and regulatory provisions applicable to the remuneration of the members of administration and control bodies, the general manager and the executives with strategic responsibilities; and
- having considered that the report on remuneration policy and remuneration paid had been made available to the public in the manner and time frame envisaged by the regulations in force,
resolved

in favour, pursuant to and for the effects of Article 123-ter, paragraph 6, of the Consolidated Law on Finance, of the second section of the "Report on remuneration policy and remuneration paid", provided by the Company's Board of Directors on 11 March 2026".

The Secretary put to the vote the first draft resolution with regard to the second item on the ordinary agenda of that day's Shareholders' Meeting relating to the binding vote on the remuneration policy concerning the financial year 2026 set out in the first section of the report.

She confirmed that all the persons identified at the beginning of meeting were still connected and that the attendance figures were unchanged.

At 11.07 a.m. (seven minutes past eleven), she opened the vote and asked the Appointed Representative to declare the voting instructions received.

The Appointed Representative then took the floor and declared:
 319,373,482 votes in favour

54,891,838 votes against

no abstentions

no one failed to vote

The Chair declared the voting closed for the first draft

resolution concerning the second item on the ordinary agenda of that day's Shareholders' Meeting, which was approved by a majority._____

The Secretary put to the vote the second draft resolution concerning the second point on the ordinary agenda of that day's Shareholders' Meeting relating to the consultation on the second section on remuneration paid in or relating to the financial year 2025._____

She confirmed that all the persons identified at the beginning of meeting were still connected and that the attendance figures were unchanged._____

At 11.08 (eight minutes past eleven), she opened the voting and asked the Appointed Representative to declare the voting instructions received._____

The Appointed Representative then took the floor and declared: 368,379,034 votes in favour_____

5,886,286 votes against_____

no abstentions_____

no one failed to vote_____

The Chair declared the voting closed for the second draft resolution concerning the second item on the ordinary agenda of that day's Shareholders' Meeting, which was approved by a majority._____

*****_____

The Chair moved on to discuss the third item on the agenda of the ordinary session and asked the Secretary to provide, on his behalf, procedural information and to read the proposals from the Board of Directors._____

The Secretary read the third item on the agenda and noted that the report drawn-up pursuant to and in accordance with Article 73 of the Issuers' Regulations had been made available to the public at the company's office, on its website and with the other methods established by Consob with the Issuers' Regulation and with the agreement of the Shareholders' Meeting, the full reading was omitted. On that date, the Company held 4,711,879 treasury shares, accounting for 0.777% of the share capital._____

She explained that the Board of Directors would therefore adopt the resolutions regarding the implementation of the programme of acquisitions and disposal of treasury shares in compliance with the regulations in force at various times, as envisaged in the proposal under this resolution._____

The Secretary read the draft resolution regarding the third item on the ordinary agenda of that day's Shareholders' Meeting: *"The Ordinary Shareholders' Meeting of Tesmec S.p.A., having examined the Board of Directors' Report; and*_____ *acknowledged*_____

that, should the resolution indicated below be approved, with the favourable vote of the majority of shareholders of Tesmec S.p.A., present at the Shareholders' Meeting, other than the

shareholder or shareholders who hold, including jointly, the majority stake, including a relative majority, provided it is more than 10 per cent (i.e. TTC S.r.l. and Fi.Ind. S.p.A.), the exemption envisaged by the combined provisions of Article 106, paragraphs 1, 1-bis, 1-ter, to the extent applicable, and 3, letter b), of the Consolidated Finance Act and Article 44-bis, paragraph 2 of the Issuers' Regulation with respect to TTC Srl and Fi.Ind. S.p.A. shall apply;—

—resolved—

1. to revoke, with effect from the date of approval of this resolution, the previously approved authorisation for the purchase and disposal of treasury shares adopted by the Shareholders' Meeting of 30 April 2025;—

2. to authorise the Board of Directors, with the power of sub-delegation, to acquire and dispose of, including through subsidiary companies and in one or more stages, up to a maximum of ordinary shares of the Company without nominal value, accounting for 10% (ten per cent) of the current share capital at the date of this resolution, in consideration of the treasury shares held by the Company and companies controlled by it, within the limits and for the pursuit of the purposes laid down by the explanatory report of the Board of Directors and in compliance with the applicable legal and regulatory provisions and accepted market practices, where applicable, for a maximum period of 18 (eighteen) months from the date of this resolution. Treasury shares will be acquired automatically within the limits of distributable profits and available reserves resulting from the latest financial statements duly approved by the Company or by the subsidiary that intends to carry out the purchase.—

Acquisitions and disposals must be carried out with the following methods:—

(i) the acquisitions must be carried out, including through subsidiary companies, in compliance with the provisions of Articles 2357 et seq. of the Italian Civil Code, Article 132 of the Consolidated Finance Act (taking account of the specific exemption referred to in Article 3 of said article), Article 144-bis of the Issuers' Regulation and any other applicable regulations, including those referred to by Regulation (EU) 596/2014 and Delegated Regulation (EU) 2016/1052, as well as accepted market practices recognised by Consob in effect at the time, where applicable, according to operating methods laid down in the market organisation and management regulations, in order to ensure parity of treatment among shareholders as established by Article 132 of the Consolidated Finance Act, and must be made at a price that does not exceed whichever is the higher between the price of the last independent transaction and the price of the highest independent offer at the places of trading where the acquisition is made, with it being understood that the acquisitions must be carried out at a price

that is no more than 10% lower or higher than the reference price recorded by the security during the trading session preceding each individual transaction;_____

ii) the acts of disposal of the treasury shares held in the portfolio by the Company following acquisitions made on the basis of previous authorisations, as well as the shares that would be acquired with regard to authorisations granted herein, will be made, without time limits, in one or more stages, even before having exhausted the quantity of treasury shares that can be acquired, in the ways deemed appropriate in the interest of the Company and, in any case, in compliance with the applicable regulations, accepted market practices current at the time, where applicable, and the regulations issued by the Italian Stock Exchange, Borsa Italiana. Using the methods specified below:_____

- at a price established at the time by the Board of Directors in relation to criteria of appropriateness, with it remaining understood that this price must optimise the economic effects on the Company, where the stock is allocated (i) to serve incentive plans (according to the methods and time frames indicated in the regulations of such plans) in the event of the exercising by the respective beneficiaries of the options for acquisitions of shares granted to them, the issue of debt instruments which can be converted into equity instruments; (ii) to serve the issue of debt instruments that are convertible into equity instruments or incentive plans for the exercising by the respective beneficiaries of the options for the purchase of shares granted to them; (iii) to allow the use of treasury shares as part of transactions connected to the current management and industrial or financial projects consistent with the strategic policies that the Company intends to pursue or other extraordinary transactions of interest to the Company, with respect to which opportunities arise for trading, exchange, underwriting, transferring or otherwise disposing of the shares; (iv) to carry out operations to support market liquidity in order to facilitate the proper conducting of trading and avoid price movements that are not in line with market trends; and (v) to seize market opportunities including through the purchase and resale of shares whenever appropriate, both on the market and (as regards the sale) on OTC markets or even outside the market, provided they are conducted under market conditions;_____

- at a price that is no more than 10% lower or higher than the reference price recorded by the security in the stock exchange session preceding each individual transaction for subsequent purchase and sale transactions;_____

iii) the maximum number of treasury shares that can be acquired daily must be no more than 25% (twenty-five per cent) of the average daily volume of 'Tescmec' shares traded on the market;-

3. to confer to the Chief Executive Officers of the Company,

separately from one another, all the necessary and broadest powers to execute the resolutions adopted and perform all the necessary tasks for implementing them, including through special attorneys, in compliance with the applicable provisions in force and periodically issued by the competent authorities". The Secretary put to the vote the draft resolution regarding the third item on the ordinary agenda of that day's Shareholders' Meeting regarding the authorisation and acquisition and disposal of treasury shares._____

She confirmed that all the persons identified at the beginning of meeting were still connected and that the attendance figures were unchanged._____

At 11.15 a.m. (eleven fifteen), she opened the vote and asked the Appointed Representative to declare the voting instructions received._____

The Appointed Representative then took the floor and declared: 374,265,320 votes in favour_____

no votes against_____

no abstentions_____

no one failed to vote_____

The Chair declared the voting closed for the third item on the ordinary agenda of that day's Shareholders' Meeting, which was approved unanimously._____

*****_____

Since the matters on the agenda were dealt with, the Chair thanked everyone that took part and declared the Shareholders' Meeting concluded at 11.17 a.m. (eleven seventeen)._____

***_____

Attached hereto:_____

- under the letter "A", the list of the attendees in a single file with the details of the votes;_____

- under the letter "B" the Explanatory Report of the Board of Directors._____

These minutes were signed by me, the Notary, together with the annexes, at 16.40 (four forty) today._____

They comprise nine sheets, thirty-four pages in total, partly typed and partly handwritten by myself and by a person I trust.

Signed ANNA PELLEGRINO_____

