THE ITALIAN SEA GROUP S.P.A.

Registered office in Marina di Carrara, Carrara (MS), Viale C. Colombo, 4bis

Share capital: 26,500,000.00 euros, fully subscribed and paid in

Registered with the North-West Tuscany Chamber of Commerce under registration number and tax ID 00096320452

Explanatory Report of the Board of Directors on Item 1 on the agenda of the ordinary shareholders' meeting of September 30, 2026, prepared pursuant to Article 125-ter, first paragraph, of Legislative Decree of February 24, 1998, No. 58, and Article 84-ter of the Regulations adopted by Consob Resolution No. 11971 of May 14, 1999.

(prepared pursuant to Article *125-ter* of Legislative Decree No. 58 of February 24, 1998, and Article *84-ter* of the regulations adopted by Consob Resolution No. 11971 of May 14, 1999)

Explanatory Report of the Board of Directors on Item 1 on the agenda of the ordinary shareholders' meeting of September 30, 2026, prepared pursuant to Article 125-ter, first paragraph, of Legislative Decree No. 58 of February 24, 1998 and Article 84-ter of the Regulations adopted by Consob Resolution No. 11971 of May 14, 1999.

1. **Financial statements as of December 31, 2025.**
    1.1 **Approval of the financial statements as of December 31, 2025. Reports of the Board of Directors, the Board of Statutory Auditors, and the independent audit firm. Presentation of the consolidated financial statements as of December 31, 2025, and the consolidated sustainability report for fiscal year 2025;**
    1.2 **Allocation of net income for the fiscal year.**

Dear Shareholders,

1. Introduction and Purpose of the Proposal

You have been convened to an Ordinary and Extraordinary Shareholders' Meeting, in a single call, on September 30, 2026, to resolve, among other matters, on the approval of the financial statements of The Italian Sea Group S.p.A. ("TISG" or the "Company") for the year ended December 31, 2025, and the appropriation of net income.

The draft financial statements as of December 31, 2025, accompanied by the management report, were approved by the Board of Directors at its meeting on July 31, 2026, together with the consolidated financial statements of the TISG Group as of the same date and the consolidated sustainability report for fiscal year 2025, prepared in accordance with Legislative Decree No. 125 of September 6, 2024, No. 125. The consolidated financial statements and the consolidated sustainability report are not subject to approval by the Shareholders' Meeting, to which they are presented in accordance with the law.

2. Explanation of the Matter and Rationale for the Proposal

The financial statements for the year ended December 31, 2025, have been prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union, as well as the regulations issued in implementation of Article 9 of Legislative Decree No. 38 of February 28, 2005.

The fiscal year ended December 31, 2025, shows a net loss for the year of 157,773 thousand euros, on revenues from sales and services of 303,433 thousand euros and a negative shareholders' equity of 376,510 thousand euros. For a complete description of the course of operations, financial results, financial position, risks and uncertainties, as well as significant events that occurred after the end of the fiscal year, please refer in full to the management report and the notes accompanying the financial statements.

Among the significant events occurring after the end of the fiscal year, it should be noted that, on July 1, 2026, the Company filed an appeal pursuant to Article 44 of Legislative Decree No. 14 of January 12, 2019 ("CCII") and that, by decree dated July 3, 2026, the Court of Florence granted the Company a sixty-day deadline to file its proposal and plan, imposing on it the obligation to provide periodic disclosures every thirty days; the first disclosure was filed on August 3, 2026. Consob has also required the Company to publish monthly disclosures pursuant to Article 114, paragraph 5, of the Consolidated Law on Finance (TUF). The financial statements have been prepared taking into account these circumstances and the assessments regarding the going concern assumption set forth in the management report and the notes to the financial statements.

With regard to the appropriation of net income for the fiscal year, in light of the loss incurred and the Company's financial position, the Board of Directors proposes to carry forward the entire net loss for the fiscal year, amounting to 157,773 thousand euros, without prejudice to the temporary suspension of the obligations set forth in Article 2447 of the Italian Civil Code pursuant to Article 20 of the CCII.

The financial statement documentation, together with the report of the Board of Statutory Auditors and the report of the firm engaged to perform the statutory audit, is made available to the public in accordance with the terms and procedures set forth in Article 154-ter of the Consolidated Law on Finance (TUF) at the Company's registered office, on the authorized storage mechanism "eMarket STORAGE," and on the Company's website, in the Investor Relations section.

3. Proposed Resolution

Dear Shareholders, in light of the foregoing, the Board of Directors invites you to adopt the following resolutions.

1. Proposed Resolution Regarding the Approval of the Financial Statements

"The Ordinary Shareholders' Meeting of The Italian Sea Group S.p.A.,

- having examined the financial statements as of December 31, 2025, accompanied by the management report;

- having reviewed the report of the Board of Statutory Auditors and the report of the firm engaged to perform the statutory audit;

- having taken note of the presentation of the consolidated financial statements as of December 31, 2025, and the consolidated sustainability report for fiscal year 2025,

resolves

1. to approve the financial statements of The Italian Sea Group S.p.A. for the year ended December 31, 2025, accompanied by the management report, as prepared by the Board of Directors, which shows a net loss for the year of 157.773 thousand euros, and to take note of the consolidated financial statements of the group headed by as of December 31, 2025;

2. to grant the Board of Directors, and on its behalf the pro tempore Chairman, all powers necessary to implement this resolution, including the fulfillment of statutory disclosure requirements."

2. Proposed resolution regarding the appropriation of net income

"The Ordinary Shareholders' Meeting of The Italian Sea Group S.p.A.,

- having examined the financial statements as of December 31, 2025, accompanied by the management report;

- having taken note of the explanatory report of the Board of Directors,

resolves

1. to carry forward in full the net loss for the fiscal year, amounting to 157.773 thousand euros;

2. to grant the Board of Directors, and on its behalf the pro tempore Chairman, all powers necessary to implement this resolution, including the statutory disclosure requirements."

Marina di Carrara, 9 September 2026

On behalf of the Board of Directors

The Chairman and Chief Executive Officer

Giovanni Costantino