

By certified e-mail (PEC) and advanced by e-mail

To

Sanlorenzo S.p.A.

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La Spezia, 6 April 2022

**OBJECT:** proposals for resolution related to Item 3 on the agenda of the Shareholders' Meeting of Sanlorenzo S.p.A. of 28-29 April 2022

The undersigned **Holding Happy Life S.r.l.**, with registered office in Turin, Via Ettore De Sonnaz, 19, Company's Register of Turin and tax code no. 11939840010, in the person of the Chairman of the Board of Directors and legal representative Massimo Perotti, with the necessary power of attorney ("**HHL**"), holding no. 20,849,768 ordinary shares of Sanlorenzo S.p.A. (the "**Company**"),

- with reference to the Ordinary Shareholders' Meeting of the Company convened on 28 April 2022, at 10:30 a.m., in first call, and on 29 April 2022, at 10:30 a.m., in second call, at the Company's offices in La Spezia, Viale San Bartolomeo 362 (the "**Shareholders' Meeting**");
- with reference to the third item on the agenda of the Shareholders' Meeting ("*Appointment of the Board of Directors. Related and consequent resolutions: 3.1. determination of the number of members of the Board of Directors; 3.2. determination of the term of office of the members of the Board of Directors; 3.3. appointment of the members of the Board of Directors; 3.4. determination of the remuneration of the members of the Board of Directors*");
- having regard to Articles 12 and 16 of the Company's By-Laws;

intends to submit the following **proposals for resolution** relating to the abovementioned items on the agenda:

### **3.1. determination of the number of members of the Board of Directors**

The following proposal for resolution may be adopted:

*“The Shareholders’ Meeting of Sanlorenzo S.p.A., which met in ordinary session having regard to Articles 12.1 and 12.2 of the By-Laws*

***resolves***

*to establish that the Company is managed by a Board of Directors composed of 12 (twelve) members.”*

### **3.2 determination of the term of office of the members of the Board of Directors**

The following proposal for resolution may be adopted:

*“The Shareholders’ Meeting of Sanlorenzo S.p.A., which met in ordinary session having regard to Article 12.2 of the By-Laws*

***resolves***

*to determine in 3 (three) financial years the term of office of the new Board of Directors of the Company and therefore up to the date of the Shareholders’ Meeting called to approve the financial statements for the year ended 31 December 2024.”*

### **3.4 determination of the remuneration of the members of the Board of Directors**

The following proposal for resolution may be adopted:

*“The Shareholders’ Meeting of Sanlorenzo S.p.A., which met in ordinary session having regard to Article 16 of the By-Laws*

***resolves***

- 1. to determine in €4,000,000.00 (four million/00) the maximum gross yearly remuneration of the entire Board of Directors, for each of the three years of the term of office; this remuneration includes the remuneration of the directors vested with particular offices, to be divided among directors by the Board of Directors;*
- 2. to confirm the provision in favour of the Director Massimo Perotti of a Severance Indemnity (Trattamento di Fine Mandato or “TFM”), by taking out a specific insurance policy with a primary institution, for an annual amount of €50,000.00 (fifty thousand/00), as resolved by the Shareholders’ Meeting on 23 December 2013, 1 June 2016, 30 August 2018, 21 December 2018, 14 January 2019, 24 June 2019 and 24 October 2019.”*

HHL hereby authorises the Company to communicate these proposals to the public in the manner deemed most appropriate.

HOLDING HAPPY LIFE S.r.l.

[*the Chairman of the Board of Directors  
Massimo Perotti*]