

d'Amico International Shipping S.A.

société anonyme

Registered office: 25C, Boulevard Royal, L-2449, Luxembourg

R.C.S. Luxembourg: B-124.790

(the “**Company**”)

REPORT OF THE BOARD OF DIRECTORS

to the Annual General Meeting of Shareholders of the Company

to be held on 20 April 2021

Dear Shareholders,

It is in order to comply with the legal and statutory prescriptions that the Board of Directors has convened the Annual General Meeting of Shareholders of the Company to be held on 20 April 2021 to discuss and resolve on the following

AGENDA

1. Consideration of the reports of the Company’s Board of Directors and of the Company’s auditor (“réviseur d’entreprises agréé”) on the consolidated and statutory annual accounts of the Company as at 31 December 2020;
2. Consideration and approval of the consolidated annual accounts of the Company as at 31 December 2020 and of the Company’s statutory annual accounts as at 31 December 2020;
3. Approval of the allocation of results of the 2020 financial year;
4. Discharge of the members of the Board of Directors for the year ended on 31 December 2020;
5. Appointment of the members of the Board of Directors for a term ending at the Company’s annual general meeting of shareholders called to approve the Company’s 2023 financial statements;
6. Approval of 2021 Directors fees;
7. Non- binding consideration and evaluation of the 2021 General Remuneration Policy and the 2020 Report on Remunerations;
8. Renewal of the authorization to repurchase the Company’s own shares.

In view and subject to the approval of the above by the Annual General Meeting of Shareholders of the Company, the Board of Directors proposes the following.

With reference to **items 1, 2 and 3** on the agenda, the Board of Directors submits its management reports together with the external independent auditor (“réviseurs d’entreprises agréés”) reports on the Company’s statutory and consolidated 2020 annual accounts together with the consolidated and statutory annual accounts of the Company for the financial year ended 31 December 2020 for your consideration and approval.

The Board of Directors' management reports and the independent auditor ("réviseurs d'entreprises agréés") reports on such consolidated and statutory annual accounts are included in the Company's 2020 annual report. The Board of Directors further proposes, subject to the Shareholders' approval, to carry forward the Company's statutory net loss of US\$ (2,109,148).

As regards **item 4** on the agenda, the Board of Directors proposes, in accordance with applicable Luxembourg laws and regulations, to grant discharge to the current members of the Board of Directors from any liabilities for the proper exercise of their mandate during the 2020 financial year.

With reference to **item 5** of the agenda, the Board of Directors informs that, according to the relevant Italian and Luxembourg laws as well as to the recommendations of the Corporate Governance Code, the Company's Nomination and Remuneration Committee in its meeting held on the 10th of March 2021, while expressing its evaluations on the size and composition of the Board of Directors, considered it appropriate and expressed a positive opinion on the confirmation of the current size of the Board of Directors (6 members) and on the proposal of a list of candidates to the office of Board of Directors members taking also into considerations the provisions of the Company diversity policy.

Bearing in mind the opinion of the Committee the Board of Directors finally proposes:

- a) the confirmation of the current three executives, Mr Paolo d'AMICO, Mr Cesare d'AMICO and Mr Antonio Carlos Balestra di Mottola and
- b) the appointment of three new non-executive and independent candidates (the list includes a candidate belonging to the less represented gender) identified in Me Tom LOESCH, Mr. Marcel C. SAUCY and Mrs. Monique I. A. MALLER.

The Board of Directors further proposes to appoint the above-mentioned candidates for a three-year term of office expiring at the Annual General Shareholders' Meeting called to approve the 2023 Company's financial statements.

All the above listed proposed candidates declared:

- to accept the Board of Directors' proposal for appointment and, in case of appointment by the Annual General Meeting of Shareholders of the Company, to accept the office of director;
- the absence of incompatibility causes and of causes that prevent the appointment to the office of director of a listed company as established by the applicable laws, regulations and best practice;
- to satisfy the honorableness and professionalism requisites established by the applicable laws, regulations and best practice for the office of director of a listed company;
- to undertake to promptly communicate to the Board of Directors of the Company any change of their statements and to undertake to provide the Company, upon request, with all the appropriate documentation to confirm the truth of their statements.

In addition, Me Tom LOESCH, Mr Marcel C. SAUCY and Mrs Monique I. A. MALLER expressly declared to the Company to satisfy the independence requirements established in article 2 of the 2020 Borsa Italiana

Corporate Governance Code considering also the relevance thresholds assessed and defined by the Board of Directors' resolution dated 11 March 2021 for assessing the significance of the situations set forth in letters c) and d) of recommendation 7 of the above mentioned article 2.

A résumé of each of the proposed candidates to the Company's directorship is hereby enclosed (Annex A), together with a list of the offices held in other companies.

With reference to **item 6** the Board of Directors recalls that, according to the Company's Articles of Association, the Annual General Shareholders' Meeting determines the aggregate remuneration amount for all the members of the Board of Directors and the Board of Directors shall in turn further determine the compensation to be paid to directors "vested with particular offices" unless the Shareholders Meeting decides to determine an aggregate amount for compensation of all the Directors, including those "vested with particular offices". The Board of Directors, having considered the work performed, the powers and duties entrusted so far, the allocation of fees resolved for the 2020 financial year and the average remuneration in line with the market prices hereby proposes to set the 2021 Directors' management fees at the aggregate fixed gross amount of Euro 330,000.00 which shall include the compensation to be paid to those "vested with particular offices". According to the Articles of Association, the Board of Directors further proposes to the Annual General Shareholders Meeting to empower and authorize the Board of Directors itself to allocate such aggregate fixed gross annual amount amongst the directors including those "vested with particular offices" asking for prior advice of the Nomination and Remuneration Committee as regards the allocation of fees amongst the executive directors and those directors "vested with particular offices".

With reference to **item 7** on the agenda, a specific and separate report has been drafted in accordance with articles 7bis and 7ter of the Luxembourg Law of 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, as amended (the "Report on Remuneration") which is divided in two sections being the proposed 2021 General Remuneration Policy of the Company (section I) and a detailed Report of the 2020 remunerations settled in favour of executive directors, directors covering particular offices and key management personnel of the Company and its subsidiaries (section II).

The Report on Remuneration is available to the Shareholders at the registered office of the Company and on the corporate governance section of the Company's website (www.damicointernationalshipping.com) as well as disclosed through the Borsa Italiana S.p.A. e-market SDIR circuit, filed with Commissione Nazionale per le Società e la Borsa (CONSOB) and Commission de Surveillance du Secteur Financier (CSSF) and stored both at Luxembourg Stock Exchange (Bourse de Luxembourg), in its quality of Company's Officially Appointed Mechanism (OAM) and at Borsa Italiana S.p.A. using the e-market STORAGE circuit.

Regarding **item 8**, a specific and separate report has been drafted and it is available to the Shareholders at the registered office of the Company and on the corporate governance section of the Company's website (www.damicointernationalshipping.com) as well as disclosed through the Borsa Italiana S.p.A. e-market SDIR circuit, filed with Commissione Nazionale per le Società e la Borsa (CONSOB) and Commission de Surveillance

du Secteur Financier (CSSF) and stored both at Luxembourg Stock Exchange (Bourse de Luxembourg), in its quality of Company's Officially Appointed Mechanism (OAM) and at Borsa Italiana S.p.A. using the e-market STORAGE circuit.

As regards the internal corporate governance rules adopted by the Company and the Company's ownership structure in compliance with the recommendations of the corporate governance code for Italian listed companies, the Board of Directors states herewith that, according to the applicable provisions, in particular the Regulations of Borsa Italiana S.p.A. and CONSOB and the applicable Luxembourg Laws, the 2020 Report on Corporate Governance and Ownership Structure is available to the Shareholders at the registered office of the Company and on the corporate governance section of the Company's website (www.damicointernationalshipping.com) as well as disclosed through the Borsa Italiana S.p.A. e-market SDIR circuit, filed with Commissione Nazionale per le Società e la Borsa (CONSOB) and Commission de Surveillance du Secteur Financier (CSSF) and stored both at Bourse the Luxembourg S.A., in its quality of Company's Officially Appointed Mechanism (OAM) and at Borsa Italiana S.p.A. using the e-market STORAGE circuit.

Luxembourg, 11 March 2021

On behalf of the Board of Directors

Mr Paolo d'Amico

Chairman of the Board of Directors

CEO

ANNEX A

Résumé of each of the proposed directors and list of offices held in other companies

Paolo d'Amico

In 1971 he joined the family owned company with particular focus on the product tanker aspects of the business. In 1983 he joined the Board of Directors and in 1988 he was appointed Chief Executive Officer. Since 2002 to the present day he has continuously held the office of President of the current d'Amico Società di Navigazione S.p.A., holding company of the d'Amico group. He has also been a member of the Board of Directors of the Luxembourgish company d'Amico International S.A. since 1998.

Since 2006 he has been a director of d'Amico Tankers d.a.c. the Irish company operating wholly owned by the Luxembourgish company listed on the STAR segment of the Italian Stock Exchange, d'Amico International Shipping S.A. which he has been President of since its listing in 2007 and also Chief Executive Officer since 2019.

Since 2019 he has been a director of Glenda International Shipping d.a.c., an Irish company of the d'Amico group held in a joint venture with the Glencore group. He currently holds positions in other national and international companies and bodies both belonging to and external to the d'Amico group including that of President of the Norwegian association "The International Association of the Independent Tankers Owners" and of the Italian Naval Registry. He is also a member by right - as he assumed the presidency for three years (2010-2012) - of the board of Confitarma - Italian Shipowners' Confederation, the main association of the Italian shipping industry.

In 2013 he was awarded the honorary title of Labour Knight (Cavaliere del Lavoro) by the President of the Italian Republic.

He graduated in 1978 in Economics from Rome University (La Sapienza).

| Offices ¹ | Company | Type of company (Listed on regulated markets, Financial, Banking, Insurance, Large size ² , d'Amico Group or Other) |
|---|--|---|
| Member of the Board of Directors (President) | d'Amico Società di Navigazione S.p.A. | Large size³ - d'Amico Group Holding company |
| Member of the Board of Directors (President and CEO) | d'Amico Tankers Monaco S.A.M. | d'Amico Group |
| Member of the Board of Directors | d'Amico Tankers d.a.c. | d'Amico Group |
| Member of the Board of Directors | Glenda International Shipping d.a.c. | d'Amico Group |
| Member of the Board of Directors | d'Amico International S.A. | d'Amico Group |
| Member of the Board of Directors | CO.GE.MA S.A.M. | d'Amico Group |

¹ Member of the Board of Directors or of the Board of Statutory Auditors.

² The relevance threshold is represented by revenues of at least Euro 500 million or the equivalent in other currencies.

³ Based on the consolidated financial statements.

| | | |
|--|--|-------|
| Member of the Board of Directors (President) | The International Association of the Independent Tankers Owners (Intertanko) | Other |
| Member of the Board of Directors (President) | Registro Italiano Navale | Other |
| Member of the Board of Directors | Associazione Civita | Other |
| Member of the Board of Directors | Civita Cultura Holding S.r.l. | Other |
| Member of the Board of Directors | Confitarma – Confederazione Italiana Armatori | Other |

CESARE d'AMICO

Graduated in 1982 in Economics from Rome University (*La Sapienza*).

In 1976 he joined the technical department of the family owned company. In 1977 he moved to the liner department, whom in 1978 he became the General Manager of. In 1983 he joined the Board of Directors and in 1988 he was appointed Chief Executive Officer. In 1993 he launched the d'Amico Group's bulk activity. In 1994 he was confirmed as Chief Executive Officer of the current d'Amico Società di Navigazione S.p.A. In 1997 he actively contributed to the privatisation of Italia di Navigazione S.p.A., being its Chief Executive Officer, until its sale to the Canadian CP Ships Ltd. in 2002. Since 1998 he has played a leading role in the development of the activities of the Irish company d'Amico Dry d.a.c., operating in the dry cargo transportation sector. On May 2007 he took part to the listing at the STAR segment of the Italian Stock Exchange of d'Amico International Shipping S.A., the company holding of the d'Amico Group tanker business unit.

In 2010 he has been appointed Chairman of the ITS Foundation G. Caboto an advanced technical education school, offering two-year post-secondary training for technical staff and young Italian seagoing personnel interested in embarking upon an international career in the shipping industry.

He is currently a member of the board of directors of several companies of the d'Amico Group among which the listed company d'Amico International Shipping S.A. and its controlling company d'Amico International S.A., as well as of d'Amico Dry d.a.c..

He is also involved in a number of companies and international associations that are not part of the d'Amico Group. Since 2007 he is a member of the Board of Directors (currently as Vice Chairman) of Tamburi Investment Partners S.p.A., a company listed on the STAR segment of the Italian Stock Exchange.

In 2017 he has been appointed as Chairman of "The Standard Club Ltd." – a mutual insurance association formed by shipowners who are also members. The Standard Club is also member of "The International Group of P&I Clubs".

He is also member of the Council and of the Executive Committee of Confitarma – Confederazione Italiana Armatori, the main associative expression in the Italian shipping industry.

| Offices¹ | Company | Type of company (Listed on regulated markets, Financial, Banking, Insurance, Large size², d'Amico Group or Other) |
|---|--|---|
| Member of the Board of Directors (CEO) | d'Amico Società di Navigazione S.p.A. | Large size³ - d'Amico Group Holding company |
| Member of the Board of Directors (Vice- President) | Tamburi Investment Partners S.p.A. | Listed |
| Member of the Board of Directors (President) | The Standard Club Ltd. | Mutual Insurance Association |

¹ Member of the Board of Directors or of the Board of Statutory Auditors.

² The relevance threshold is represented by revenues of at least Euro 500 million or the equivalent in other currencies.

³ Based on the consolidated financial statements.

| | | |
|--|---|-------------------------------------|
| Member of the Board of Directors | The Standard Club UK Ltd. | Mutual Insurance Association |
| Member of the Board of Directors | The Standard Club Asia Ltd. | Mutual Insurance Association |
| Member of the Board of Directors | The Standard Club Ireland d.a.c. | Mutual Insurance Association |
| Member of the Board of Directors (President) | d'Amico International S.A. | d'Amico Group |
| Member of the Board of Directors (President and CEO) | CO.GE.MA. S.A.M. | d'Amico Group |
| Member of the Board of Directors | d'Amico Dry d.a.c. | d'Amico Group |
| Member of the Board of Directors | Ishima Pte Ltd. | d'Amico Group |
| Member of the Board of Directors | ACGI Shipping Inc. | d'Amico Group |
| Member of the Board of Directors | MIDA Maritime Company d.a.c. | d'Amico Group |
| Member of the Board of Directors (President) | Novum Capital Partners S.A. | Other |
| Member of the Board of Directors | Confitarma – Confederazione Italiana Armatori | Other |
| Member of the Board of Directors (President) | Marina Cala Galera Circolo Nautico S.p.A. | Other |
| Member of the Board of Directors (President) | Fondazione “Istituto Tecnico Superiore per la Mobilità Sostenibile - Giovanni Caboto” | Other |
| Member of the Board of Directors | Società Laziale di Investimenti e Partecipazioni (SLIP) S.r.l. | Other |
| Sole Director | Casle S.r.l. | Other |
| Sole Director | Fi.Pa. Finanziaria di Partecipazione S.p.A. | Other |

ANTONIO CARLOS BALESTRA DI MOTTOLA

Antonio Carlos Balestra di Mottola has been the Chief Financial Officer of d'Amico International Shipping S.A. since May 2016. In 2003 he joined the d'Amico Group where he held several roles, being formerly in charge of Group Business Development and prior to that holding the position of Financial Controller of d'Amico International Shipping S.A. until 2008. Since 2010 he is also a partner of Venice Shipping and Logistics S.p.A., an Italian company specialized in investments in the shipping and maritime logistics sector. Before joining the d'Amico Group, Carlos Balestra di Mottola obtained a Master in Business Administration from the Columbia Business School (NY) and worked at the Lehman Brothers investment bank (in the London and New York offices) and at Banco Brascan (in the São Paulo office, in Brazil). He currently lives in the Principality of Monaco.

| Office¹ | Company | Listed on regulated markets, Financial, Banking, Insurance, Large size², d'Amico Group or Other |
|--|--------------------------------------|---|
| Member of the Board of Directors | d'Amico International S.A. | d'Amico Group |
| Member of the Board of Directors | d'Amico Tankers d.a.c. | d'Amico Group |
| Member of the Board of Directors | High Pool Tankers Ltd | d'Amico Group |
| Member of the Board of Directors | d'Amico Tankers Monaco S.A.M. | d'Amico Group |
| Member of the Board of Directors | Glenda International Shipping d.a.c. | d'Amico Group |
| Member of the Board of Directors (Managing Director) | VSL Dry Bulk Ltd | Other |
| Member of the Board of Directors | Rosario Development Corporation S.A. | Other |
| Member of the Board of Directors | Milano Dry Gin S.r.l. | Other |

¹ Member of the Board of Directors or of the Board of Statutory Auditors.

² The relevance threshold is represented by revenues of at least Euro 500 million or the equivalent in other currencies.



MARCEL C. SAUCY

Achievements Managed a diversified financial advisory business for three decades as co-owner. Involved in the maritime transportation industry over the past three shipping cycles as lender, investor, adviser, commentator, and board member. Executed strategic, often transformational transactions in corporate finance, institutional asset management and pension fund consulting. Gained extensive corporate governance know-how as board member of diverse private and quoted companies.

Strengths Familiarity with corporate governance issues and procedures, strategic thinking, discriminating risk judgment, detailed analysis, innovative problem solving, focused structuring, comprehension of complex legal issues and documentation.

Professional experience

5/2016 **FINCOR FINANCE SA, Zurich**
8/1988 – 4/2014 **Senior Partner, President, and Majority Shareholder**

Fincor is a financial boutique founded in 1985, with a historical focus on clients in the shipping industry, offering corporate finance and asset management services to internationally oriented private and listed corporations, entrepreneurial high net worth individuals and pension funds. Returned to Fincor in 2016 after 2-year sabbatical, taking over majority ownership.

Successfully executed corporate finance transactions:

- Secured, unsecured and hybrid financings, including for ship acquisitions
- Unsecured senior and subordinated corporate loans
- Secondary placement of equity and debt
- Venture capital fundraising for growth companies
- Reverse merger and IPO of a major food company
- Various M&A transactions
- Advised pension fund portfolios totaling € 3.6 bn. - one advised client was shortlisted for the “Best Pension Fund Italy Award” by IPE in 2007 and 2008.

5/2014 – 4/2016 **Sabbatical as Independent Advisor, Zurich**

11/1986 – 7/1988 **MORGAN STANLEY INTERNATIONAL, London, New York and Zurich**
Associate, Fixed Income Division

Advised banks, pension funds, insurance companies, and multinational corporations on their fixed income strategies and portfolios

| | | |
|------------------|-------------------------------------|---|
| 11/1984–10/1986 | CITIBANK NA, Zurich | Resident Vice President, Shipping Finance Division |
| 6/1982 – 11/1984 | CITIBANK NA, Piraeus, Greece | Manager, Shipping Finance Division |
| 7/1981 – 6/1982 | CITIBANK NA, Zurich | Assistant Manager, Shipping Finance Division |

Led a team of three professionals in Zurich managing lending relationships with Italian ship owners with credit exposure of ca. \$100 million. Held regional responsibility for approval of credit extension to maritime clients from other Citibank Offices. Relationship manager in Piraeus with lending responsibility for selected Greek ship owners, with a ca. \$200 million portfolio

Directorships

| | |
|-------------------|--|
| 4/2020 - | CREDIT SUISSE INVESTMENT PARTNERS (Schweiz) AG, Pfäffikon SZ – a specialized asset manager of the Credit Suisse Group targeting ambitious growth through organic growth and acquisitions |
| 7/1988- | FINCOR FINANCE SA, Zurich and related Swiss corporations (excluding 5/14 – 4/16), President since 6/2016 |
| 12/2000 -6/2003 | UNIT.NET AG, Zurich – European leader in the enterprise streaming market, Independent Director and President of the Board until 8/2002 when Swisscom AG became majority shareholder (resigned as company was fully taken over by Swisscom) |
| 10/1994 – 4/2002 | U.C. SAMPDORIA SpA, Genova, Italy – owner of an Italian professional football club (resigned when company was sold to new shareholders) |
| 10/1995 – 2/1999 | CONTEMP ART GALLERY AG, Zurich |
| 10/1992 – 12/1996 | LUIGI PRATOLONGO SA, Lausanne, Switzerland – Insurance broker taken over by Nikols International Srl, Milan, now part of the Aon plc Group |
| 5/1987 – 4/1988 | PREMUDA SOCIETÀ DI NAVIGAZIONE SpA, Genova – at the time the oldest Italian listed shipping company (resigned when controlling shareholding changed) |

University education

| | |
|-----------------|--|
| 9/1979 – 5/1981 | THE WHARTON SCHOOL, University of Pennsylvania, Philadelphia, PA - MBA degree in Finance |
| 9/1973 – 5/1977 | UNIVERSITY OF PENNSYLVANIA, Philadelphia, PA - B.A. Degree with double major in Psychology and German Literature |

Co-authored “Emotions are expressed more intensely on the left side of the face”; H.A. Sackheim, R.C. Gur and M.C. Saucy, published in *Science* 27/10/78. Based on my independent study project of the influence of hemispheric brain structure asymmetry on facial expression of emotions and their recognition, the paper is cited in over 300 scientific publications and widely reported on internationally in general interest publications, including in *Time*, *New York Times*, and *L’Europeo*.

Supplementary activities to university studies

| | |
|-----------------|--|
| 7/1980 – 8/1980 | CITIBANK NA, Zurich: Summer Internship, Corporate Banking Division |
| 3/1979 – 8/1979 | CRC MALLARD CO., Lafayette, LA: Interim job to finance business school as “Roughneck” on oilrigs |
| 8/1978 – 1/1979 | ECOLE D’HUMANITÉ, Goldern-Hasliberg, Switzerland: Interim job |

7/1977 – 7/1978 HOSPITAL OF THE UNIVERSITY OF PENNSYLVANIA, Cerebro-Vascular Research Centre, Philadelphia PA: Research Technician conducting studies on regional cerebral blood flow to establish cognitive processes and stimulation that could alleviate impairment resulting from strokes and brain haemorrhages

Other Languages

English fluent in conversation, reading and writing (mother tongue)
German & Italian fluent conversation and reading, proficient in writing
French & Greek proficient conversation

Interests Photography, travel, hiking, jazz

Personal Born September 15, 1955 in Zurich, Swiss citizen

| Office¹ | Company | Listed on regulated markets, Financial, Banking, Insurance, Large size², d’Amico Group or Other |
|--|--|---|
| Member of the Board of Directors (Chairman) | Fincor Finance S.A., Zurich Switzerland | Financial |
| Sole Director | Fincor Holding S.A., Glarus, Switzerland | Other |
| Sole Director | H.P.B. Editeur, Glarus, Switzerland | Other |
| Member of the Board of Directors (Independent Director) | Credit Suisse Investment Partners (Switzerland) | Banking (Credit Suisse Group) |

¹ Member of the Board of Directors or of the Board of Statutory Auditors.

² The relevance threshold is represented by revenues of at least Euro 500 million or the equivalent in other currencies.

TOM LOESCH

avocat à la cour

Born: 26 April 1956
Nationality: Luxembourg
Languages: Luxembourgish, English, French, German

Education:

1980 - 1981: University of London, London School of Economics, LL.M.
 1979 - 1980: University of Paris I Panthéon-Sorbonne, DESS Droit Relations Commerciales, Financières et Industrielles Internationales
 1975 - 1979: University of Aix-Marseille III, Maîtrise en droit
 1962 - 1974: Primary/Secondary School, Luxembourg

Career to date:

Since 2012: Etude Loesch (sole practitioner law firm)
 2001 - 2012: Partner, Linklaters, Luxembourg office (following merger of De Bandt, van Hecke, Lagae & Loesch and Linklaters) – head of Corporate M&A Team 2001-2011
 1999 - 2001: Partner, De Bandt, van Hecke, Lagae & Loesch (following merger of Loesch & Wolter with De Bandt, van Hecke, Lagae)
 1988 - 1999: Partner, Loesch & Wolter
 1982 - 1987: Associate, Loesch & Wolter
 February 1982: Admitted Luxembourg Bar
 Feb/April 1980: Traineeship Compagnie Financière Suez, Paris

Areas of specialisation:

- corporate and M&A law; contract law; capital markets law (equity); private equity (regulated/non-regulated);
- acting as independent director in Luxembourg based group holding and finance companies and real estate vehicles

Industry Organisations:

Member Luxembourg Bar (since 1982)
 Member Council Luxembourg Bar - *Conseil de l'Ordre des Avocats* (1995-1997/2009-2011)
 Member International Bar Association – IBA (since 1988)
 Member International Fiscal Association – IFA (since 1986)
 Member IFA Luxembourg (since inception in 1988)
 Member Association Européenne d'Etudes Juridiques et Fiscales (since 1989)
 Member Luxembourg Private Equity and Venture Capital Association - LPEA (since inception in 2010)
 Member ILA – Institut Luxembourgeois des Administrateurs (since 2012)

| Office ¹ | Company | Listed on regulated markets, Financial, Banking, Insurance, Large size ² , d'Amico Group or Other |
|--|---|--|
| Member of the Board of Directors (Independent Director) | AXA CoRE Europe GP S.à r.l. | Regulated AXA REIM real estate fund |
| Member of the Board of Directors (Independent Director) | AREF GP S.à r.l. | Regulated AXA REIM real estate fund |
| Member of the Board of Directors (Independent Director) | DV III General Partner S.A. | AXA REIM real estate fund in voluntary liquidation |
| Member of the Board of Directors (Independent Director) | DV IV General Partner S.A. | AXA REIM real estate fund |
| Member of the Board of Directors (Independent Director) | DV V General Partner S.A. | AXA REIM real estate fund |
| Member of the Board of Directors (Independent Director) | CNH Industrial Finance Europe S.A. | Financial (part of CNH Industrial N.V Group). |
| Member of the Board of Directors (Independent Director) | EXOR S.A. | Other (part of EXOR N.V. Group) |
| Member of the Board of Directors (Independent Director) | EXOR Financial Investments SICAV-SIF | Regulated investment fund -- (part of EXOR N.V. Group) |
| Member of the Board of Directors (Independent Director) | GBL Verwaltung S.A. | Large size- (part of GBL Group) |
| Member of the Board of Directors (Independent Director) | GBL Energy S.à r. l. | Other (part of GBL Group) |
| Member of the Board of Directors (Independent Director) | GBL Finance S.à r.l. | Other (part of GBL Group) |
| Member of the Board of Directors (Independent Director) | Miles Capital S.à r.l. | Other (part of GBL Group) |
| Member of the Board of Directors (Independent Director) | Oliver Capital S.à r.l | Other (part of GBL Group) |
| Member of the Board of Directors | Sapiens Capital S.à r.l. | Other |

¹ Member of the Board of Directors or of the Board of Statutory Auditors.

² The relevance threshold is represented by revenues of at least Euro 500 million or the equivalent in other currencies.

| | | |
|--|--------------------------------------|--|
| (Independent Director) | | |
| Member of the Board of Directors (Independent Director) | Immomit S.A. | Other |
| Member of the Board of Directors (Independent Director) | Immo Jaspe S.A. | Other |
| Member of the Board of Directors (Independent Director) | Dofin S.A. | Other |
| Member of the Board of Directors (Independent Director) | Pieter Immo S.A. | Other |
| Member of the Board of Directors (Independent Director) | Vertlion S.A. | Other |
| Member of the Board of Directors (Independent Director) / Independent member of Audit Committee | Solar Puglia II S.à r.l. | Other |
| Member of the Board of Directors (Independent Director) / Independent member of Audit Committee | Telecom Italia Finance S.A. | Financial (part of TIM S.p.A. Group) |
| Member of the Board of Directors (Independent Director) | Telecom Italia Capital S.A. | Financial (part of TIM S.p.A. Group) |
| Member of the Board of Directors (Independent Director) | Thomson Reuters Finance S.A. | Financial – Large size (part of Thomson Reuters Inc. Group) |
| Member of the Board of Directors (Independent Director) | Thomson Reuters Holdings S.A. | Financial – Large size (part of Thomson Reuters Inc Group) |
| Member of the Board of Directors (Independent Director) | SPH S.à r.l. | Other (part of The Woodbridge Company Ltd. Group) |
| Member of the Board of Directors (Independent Director) | WI Holdings S.A. | Other (part of The Woodbridge Company Ltd. Group) |

MONIQUE IRMA ALBERTINE MALLER

PERSONAL Information

- Name: Maller
- Maiden name: Ueberecken
- All first names: Monique Irma Albertine
- Birthday: 04.02.1956
- Place of birth: Grevenmacher, Lussemburgo
- Nationality: Lussemburgo

Experience

- Since 2020: Managing Partner of Luxfiduciaire S.A.R.L. and of Luxfiduciaire Consulting S.A.R.L.
- 1991 - 2020: One of the partners OF Luxfiduciaire S.A.R.L. and Luxfiduciaire Consulting S.A.R.L. as fiscalist
- 1977 - 1991: Fiduciaire Centrale S.A. as an accountant

ISTRUZIONE

- 1977 – 1980 Chambre de Commerce, Luxembourg, Course of Study: Tax Law , Degree: Fiscalist
- 1971 - 1976: Collège d'enseignement moyen et professionnel de l'Est (currently Maacher Lycée) Degree: Diplome de fin d'etudes secondaires generales (technical baccalaureate)

| Office ¹ | Company | Listed on regulated markets, Financial, Banking, Insurance, Large size ² , d'Amico Group or Other |
|----------------------------------|---------------------------------|--|
| Member of the Board of Directors | Pattina S.A. (S.P.F.) | Other |
| Member of the Board of Directors | MBW Invest S.A. | Other |
| Member of the Board of Directors | Lux Tank S.A. | Other |
| Member of the Board of Directors | Boulangerie Belle Boutique S.A. | Other |
| Member of the Board of Directors | Big Game S.A. (S.P.F) | Other |

¹ Member of the Board of Directors or of the Board of Statutory Auditors.

² The relevance threshold is represented by revenues of at least Euro 500 million or the equivalent in other currencies.