

GIGLIO GROUP S.P.A.

ORDINARY MEETING

(TO BE HELD ON 21 September 2021 AT 15:00 IN SINGLE CALL)

BOARD OF DIRECTORS' REPORT ON ITEMS OF THE AGENDA PURSUANT TO ART. 125-TER OF LEGISLATIVE DECREE NO. 58/1998 AS AMENDED AND INTEGRATED, AND TO ART. 84-TER OF THE REGULATION ADOPTED WITH CONSOB RESOLUTION NO. 11971/99 AS AMENDED AND INTEGRATED

Dear Shareholders,

pursuant to Art. 125-ter of Legislative Decree no. 58 of 24 February 1998, as amended and integrated (the "**CFA**"), as well as with Art. 84-ter of the Regulation adopted with Consob resolution no. 11971/99, as amended and integrated (the "**Issuers' Regulation**"), the Board of Directors of Giglio Group S.p.A. (the "**Company**") provides you with the explanatory report regarding the only item on the agenda of the ordinary Shareholders' Meeting called for 21 September 2021 (with call notice published on 30 July 2021) at 15:00 in a single call, to discuss and resolve upon the following:

Agenda

1. Integration of the Board of Statutory Auditors: appointment of a Statutory Auditor and of an Alternate Auditor.

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Dear Shareholders,

Giglio Group's current Board of Statutory Auditors was appointed by the Ordinary Shareholders' Meeting on 21 June 2021 for the fiscal years 2021-2022-2023, with expiring term set on the date of the Shareholders' Meeting to be held for the approval of the Financial Statements as of 31 December 2023.

As disclosed to the market on 21 June 2021, on 20 June, Ada Garzino Demo and Francesca Onoscuri gave up their candidacy, as statutory and alternate auditor respectively, for personal reasons. The Shareholders' Meeting of the Company, held on 21 June 2021, thus appointed only two Statutory Auditors, Giorgio Mosci and Marco Andrea Centore, and one Alternate Auditor, Gianluca Fantini, all appointed from the slate presented by the majority shareholder, Meridiana Holding S.r.l.; the newly-appointed Alternate Auditor, Gianluca Fantini, thus took over the role of Statutory Auditor, pursuant to Art. 2401 of the Italian Civil Code, while the Company's

Shareholders' Meeting was looking for individuals to integrate the Board of Statutory Auditors.

In consideration of the above, it is now necessary for the Ordinary Shareholders' Meeting of Giglio Group to integrate the Board of Statutory Auditors by appointing a Statutory Auditor and Alternate one. These auditors shall end their term together with the other members of the Board of Statutory Auditors and, as such, upon the date of the Meeting to be called for the approval of the Financial Statements as of 31 December 2023.

As far as the appointment modalities, the presentation of the candidacies and further proposals on the items on the agenda, please see the call notice. It is reminded that, in any case, pursuant to Art. 29.17 of the Company's By-laws, the slate vote shall not be applied (as it refers only to the hypothesis of renewal of the whole Board), and the Shareholders' Meeting shall be able to resolve upon the appointment starting from the names of the candidates as presented by the shareholders, in accordance with the applicable laws and regulations in force from time to time with regard to gender equality principles.

It is reminded that the statutory and alternate members of the Board of Statutory Auditors shall have to meet the requirements set forth by the current laws, regulations and by-laws.

Proposal

Dear Shareholders,

in light of the facts expressed in this Explanatory Report, we propose to proceed with the necessary integration of the Board of Statutory Auditors pursuant to Art. 29.17 of the Company's By-laws and to the applicable laws and regulations, and to appoint a Statutory and an Alternate Auditor who shall remain in office until the termination of the term of the other members of the Board of Directors, i.e. until the approval of the Financial Statement as of 31 December 2023.

Milan, 29 July 2021

For the Board of Directors
The Chairman, Alessandro Giglio