



TECHNOGYM S.P.A.
REGISTERED OFFICE IN CESENA, VIA CALCINARO, 2861
SHARE CAPITAL EURO 10,066,375.00 FULLY SUBSCRIBED AND PAID IN
REGISTRATION WITH THE FORLÌ-CESENA COMPANIES' REGISTER NO. 315187 - TAX CODE
06250230965

**EXPLANATORY REPORT BY THE BOARD OF DIRECTORS ON THE PROPOSAL SET OUT IN POINT
2 OF THE ORDINARY SECTION OF THE AGENDA OF THE SHAREHOLDERS' MEETING OF
TECHNOGYM S.P.A. CALLED FOR MAY 5, 2023 IN SINGLE CALL**

2. Allocation of the profit for the year and proposal of dividend distribution. Ensuing resolutions.

Dear Shareholders,

the Separate Financial Statements at December 31, 2022 closed with a net profit of 68,976,174.39.

The Board of Directors proposes to resolve, out of the net profit for the 2022 financial year, upon the distribution of a dividend of Euro 0.25 per ordinary share, before the law-mandated withholding tax. Considering that, at present, the outstanding shares of the Company are 201,327,500, the total amount of the distribution would be equal to Euro 50,331,875.00. Considering the 2023 calendar approved by Borsa Italiana S.p.A., we recommend that you set the payment of the dividend on May 24, 2023, with date of entitlement to payment on May 23, 2023 (“Record Date”), and coupon no. 6 detachment date on May 22, 2023.

Therefore, as first point, also considering that the legal reserve pursuant to art. 2430 on the Italian Civil Code has already reached its full extent, we propose to allocate the amount of net profit for the 2022 financial year, equal to 68,976,174.39, as follows:

- (i) to each ordinary share entitled to payment on the Record Date, a gross dividend of Euro 0.25, for a total amount, on the basis of the ordinary shares currently in circulation, equal to Euro 50,331,875.00;
- (ii) for Euro 2,826,189.62 as Extraordinary reserve;
- (iii) for the remaining amount, currently calculated in Euro 15,818,109.77 to retained earnings reserve.

Moreover, as second point, in view of the accounting effects occurred during the year, and to maintain a precise relationship between shareholders’ equity item and the specific destination of the reserves, we propose:

- (i) to release a portion equal to Euro 12,240.88 of the reserve for the adoption of IAS; and
- (ii) to release a portion equal to Euro 524,291.95 of the foreign exchange gains reserve,

allocating the total amount equal to Euro 536,532.83 to retained earnings reserve;

For all additional information, please refer to the Annual Financial Report, comprising the draft Financial Statements and the Consolidated Financial Statements at December 31, 2022, approved by the Board of Directors on March 29, 2023, the Directors’ Report on Operations, and the certification per art. 154-bis, paragraph 5, of Legislative Decree no. 58 of February 24, 1998, which will be filed and made available with the procedures and in accordance with the law, together with the Board of Statutory Auditors’ Report and to the Independent Auditors’ Report.

Therefore, by virtue of the above, we propose that you pass the following resolution:

“The Shareholders’ Meeting of Technogym S.p.A.,

- *having examined the Directors’ Report on Operations;*
- *having acknowledged the Reports of the Board of Statutory Auditors and of the Independent Auditors PricewaterhouseCoopers S.p.A.;*
- *having examined the Separate Financial Statements at December 31, 2022, set out in the draft document presented by the Board of Directors, that closed with a net profit of Euro 68,976,174.39;*

- *having examined the Explanatory Report of the Board of Directors,*

resolves

- a) *to allocate the net profit for the year of Technogym S.p.A. of Euro 68,976,174.39 as follows:*
- (i) *to each ordinary share entitled to payment on the Record Date, a gross dividend of Euro 0.25, for a total amount, on the basis of the ordinary shares currently in circulation, equal to Euro 50,331,875.00;*
 - (ii) *for Euro 2,826,189.62 as Extraordinary reserve;*
 - (iii) *for the remaining amount, currently calculated in Euro 15,818,109.77 to retained earnings reserve;*
- b) *moreover, in view of the accounting effects that occurred during the year, and to maintain a precise relationship between shareholders' equity item and the specific destination of the reserves, we propose:*
- (i) *to release a portion equal to Euro 12,240.88 of the reserve for the adoption of IAS; and*
 - (ii) *to release a portion equal to Euro 524,291.95 of the foreign exchange gains reserve,*
- allocating the total amount equal to Euro 536,532.83 to retained earnings reserve;*
- c) *that the dividend shall be paid on May 24, 2023, with dividend Record Date on May 23, 2023 and coupon no. 6 detachment date on May 22, 2023”.*

on behalf of the Board of Directors
The Chairman
Nerio Alessandri