

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

To

Sanlorenzo S.p.A.

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La Spezia, 6 April 2023

**SUBJECT:** proposal for resolution related to Item 3 on the agenda of the Ordinary Shareholders' Meeting of Sanlorenzo S.p.A. of 27-28 April 2023

The undersigned **Holding Happy Life S.r.l.**, with registered office in Turin, Via Ettore De Sonnaz, 19, Company 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. 21,156,105 ordinary shares of Sanlorenzo S.p.A. (the "**Company**"),

- with reference to the Ordinary Shareholders' Meeting of the Company convened on 27 April 2023, at 10:00 a.m., in first call, and on 28 April 2023, at 10:00 a.m., in second call, at NH Collection Torino Piazza Carlina, 15 Piazza Carlo Emanuele II, 10123 Turin (the "**Shareholders' Meeting**");
- with reference to the third item on the agenda of the Shareholders' Meeting ("*Resolutions following the resignation of two directors: 3.1 determination of the number of members of the Board of Directors: confirmation of the composition of the Board of Directors at 12 members, or reduction of the composition to 11 members, or reduction of the composition to 10 members; 3.2 in the event of confirmation of the 12-member composition of the Board of Directors or determination of the 11-member composition: 3.2.1 appointment of two new directors or one new director; 3.2.2 determination of the related term of office; 3.2.3 determination of the related remuneration.*");

- having regard to the related Board of Directors' explanatory report on the item on the agenda which was disclosed on 28 March 2023;
- having regard to Articles 12 and 13 of the Company's By-Laws;

intends to submit the following **proposal for resolution** relating to the abovementioned item 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 and 13 of the By-Laws*

***resolves***

*to redetermine in 10 (ten) the number of members of the Board of Directors, instead of 12 (twelve) as resolved by the Ordinary Shareholders' Meeting of 28 April 2022, with the consequent confirmation in the office of the current 10 (ten) members and the non-replacement of the 2 (two) members who have ceased to hold office after the appointment.”*

In case of acceptance of the aforementioned proposal, the Shareholders' Meeting will therefore not be called to replace the two directors who have ceased their office and to resolve on item 3.2 on the agenda.

HHL hereby authorises the Company to communicate this proposal to the public in the manner deemed most appropriate.

Kind regards.

HOLDING HAPPY LIFE S.r.l.

*the Chairman of the Board of Directors Massimo Perotti*