

THE ITALIAN SEA GROUP

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THE ITALIAN SEA GROUP S.P.A

registered office in Marina di Carrara, Carrara (MS), Viale C. Colombo, 4bis

Share capital EUR 26,500,000.00 fully subscribed and paid up

**Registered in the Companies Register of North-West Tuscany, registration number and Tax
Code 00096320452**

Explanatory Report of the Board of Directors

on the second item on the Agenda

of the Extraordinary Shareholders' Meeting convened for 1 July 2024 in a single call.

(drafted pursuant to Article 125-ter of Italian Legislative Decree No. 58 of 24 February 1998 and
Article 84-ter of the regulation adopted by Consob Resolution No. 11971 of 14 May 1999)

*This document is an English courtesy translation from Italian. The Italian original shall prevail in case of differences in
interpretation and/or factual errors.*

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2. Proposal to amend Article 6 (Share capital, shares and shareholders' loans) in order to introduce the increased voting rights referred to in Article 127-quinquies of Italian Legislative Decree no. 58/1998, and Article 10 (Shareholders' Meeting – right to attend and be represented) in order to make the institution of the appointed representative referred to in Articles 135-undecies and 135-undecies.1 of Italian Legislative Decree no. 58/1998 applicable to the Company; formal revision of the numbering system of all items within the Articles of Association; formal revision of Articles 2, 6, 9, 10, 11, 12, 13, 14, 15, 17, 18, 20 and 21 of the Articles of Association; related and consequent resolutions.

Dear Shareholders,

This document has been drafted by the Board of Directors of The Italian Sea Group S.p.A. (the “**Issuer**”, the “**Company**” or “**TISG**”), pursuant to Article 125-ter of Italian Legislative Decree no. 58 of 24 February 1998, as amended and supplemented (the “**Italian Consolidated Law on Finance**”), as well as Article 72 of Consob Regulation No. 11971/1999 as amended and supplemented (the “**Issuers' Regulation**”), in relation to the Shareholders' Meeting of The Italian Sea Group S.p.A. convened for 1 July 2024 in a single call.

The Board of Directors has convened this extraordinary session to submit the following proposed amendments to the Articles of Association for your approval:

- amendment of Article 6 (Share Capital, shares and shareholders' loans) in order to introduce the increased voting rights referred to in Article 127-quinquies of the Italian Consolidated Law on Finance;
- amendment of Article 10 (Shareholders' Meeting – Right to attend and be represented) in order to make the institution of the appointed representative referred to in Articles 135-undecies and 135-undecies.1 of the Italian Consolidated Law on Finance applicable to the Company;
- formal revision of the numbering system of all items within the Articles of Association;
- amendment of Articles 2, 6, 9, 10, 11, 12, 13, 14, 15, 17, 18, 20 and 21 in order to make their content as clear and comprehensible as possible to Shareholders and investors.

Below is an illustration of the rationale behind the proposed changes to the Articles of Association and a comparison between the current text of the Articles of Association and the text proposed to be adopted, highlighting the changes made.

** ** *

1. Amendment of Article 6 of the Articles of Association;

1.1 *Reasons for the proposal*

Pursuant to Article 127-quinquies, first paragraph, of the Italian Consolidated Law on Finance, companies with shares listed on a regulated market, by means of a specific amendment to the articles of association, “*may provide for increased voting rights, up to a maximum of two votes, for each share held by the same subject for a continuous period of not less than 24 months from the date of inclusion in the list*” specifically drafted and maintained by the Issuer.

The purpose of Article 127-quinquies of the Italian Consolidated Law on Finance is to incentivise shareholder’ medium- to long-term investments in listed companies, enabling them to strengthen their governance role through increased voting rights.

With reference to TISG, the Board of Directors believes that the introduction of increased voting rights may (i) incentivise medium- and long-term investments in the Company’s share capital, allowing shareholders who wish to participate in the Company’s governance to have a greater weight in decision-making, as well as (ii) counteract share volatility phenomena related to financial investors’ short-term choices.

For this reason, the Board of Directors intends to propose the amendment of the Articles of Association by introducing the increased voting rights pursuant to Article 127-quinquies, paragraph 1, of the Italian Consolidated Law on Finance.

1.2 *Increase coefficient and accrual period*

Paragraph 1 of Article 127-quinquies of the Italian Consolidated Law on Finance provides for companies to determine in their articles of association the extent of increased voting rights (up to a maximum of two votes per share) and the minimum holding period for shares to be eligible for the increased voting rights (provided that it is not less than 24 months).

In light of the foregoing, the Board of Directors proposes (i) to make full use of the option granted by the rule, setting the amount of the increase in voting rights at two votes per share, and (ii) that the increase in voting rights be acquired upon the passage of the minimum period of 24 months required by law, considering this sufficient to establish adequate stability of share ownership.

1.3 *Special List: Registration and deregistration*

Article 127-quinquies of the Italian Consolidated Law on Finance indicates that the period for determining the entitlement to increased voting rights starts from the registration of shareholders who intend to benefit from such an increase in a special list (the “**Special List**”), whose contents are regulated by Article 143-quater of the Issuers’ Regulation. Registration in the Special List is effected following an application by the concerned party accompanied by a communication from the intermediary on whose accounts the shares are registered certifying the ownership of such shares by the applicant shareholder. The period of time necessary to accrue the right to the increased voting rights begins from the registration date.

The concerned party may also file an application in respect of part (and not all) of the shares owned they hold.

The Special List does not constitute a new corporate register but is complementary to the shareholders' register and *“the details of the list are made available to shareholders, at their request, also in computerised form in a commonly used format”*.

Therefore, the Board of Directors proposes to establish the Special List at the Company's registered office and to grant the Board of Directors all powers necessary or also only appropriate to: (i) determine the procedures for its maintenance, in compliance with the applicable regulations and, in particular, with the provisions of Article 143-quater of the Issuers' Regulation; and (ii) appoint the person responsible for maintaining the Special List.

The Board of Directors also proposes to specify in the Articles of Association that:

- i. a shareholder who intends to take advantage of the increased voting rights must apply for registration in the Special List, accompanying their application with (a) an indication of the number of shares for which registration is requested (which may also be limited to a portion of the shares held), detailing the relevant transfers and restrictions; (b) a communication from the intermediary on whose accounts the shares subject to the registration application are registered, certifying that the subject making the application is the owner of those shares, and (c) any other documentation required by the applicable regulations. In the case of entities other than natural persons, the request must specify whether the entity is subject to direct or indirect control by third parties and the identification data of the controlling entity, if any;
- ii. following registration in the Special List, the subject may, at any time, request in writing to the Company to be removed from the Special List for all or part of the shares registered, with the consequent loss of entitlement to the benefit of increased voting rights, and in any case, irrevocably waive, for all or part of the shares, the increased voting rights already accrued, by means of written notice to the Company; in the event of waiver, the increased voting rights may be re-acquired following a new registration in the Special List and a further full period of continuous ownership of not less than 24 months;
- iii. the acquisition of the benefit of increased voting rights becomes effective at the earlier of (a) the fifth trading day of the calendar month following the one in which the conditions required by the Articles of Association for the voting right increase are met, or (b) the “record date” of any shareholders' meeting, provided for by the regulations in force in relation to the right to attend and vote at the shareholders' meeting (i.e., at the date of this Report, pursuant to the current Article 83-sexies of the Italian Consolidated Law on Finance, by the end of the accounting day of the seventh trading day prior to the date set for the Company's shareholders' meeting), subsequent to the date on which the conditions required by the Articles of Association for the increased voting rights have been met;
- iv. the Company must update the Special List by the fifth trading day after the end of each calendar month and, in any case, by the “record date” provided for by the regulations in force in relation to the right to attend and vote in shareholders' meetings, so as to be able to fulfil its obligations to notify Consob and the public of the total voting rights, in accordance with the procedures and timeframes set forth in Article 85-bis, paragraph 4-bis, of the Issuers' Regulation. This also makes it possible to combine the updating of the Special List with the effective date of the increase in voting rights referred to a point iii. above.



1.4 *Legitimate right in rem and loss of benefit*

The Board of Directors proposes to clarify in the Articles of Association that the rights *in rem* authorising the granting of enhanced voting right are represented by (i) full ownership of shares with voting rights, (ii) bare ownership of shares with voting rights, (iii) usufruct of shares with voting rights.

Furthermore, in compliance with the provisions of Article 127-quinquies, paragraph five, of the Italian Consolidated Law on Finance, the text of the Articles of Association submitted for your approval provides for the loss of voting rights already acquired in the event of: (i) transfer for consideration or free of charge of shares, it being understood that “transfer” also means the establishment of a pledge, usufruct or other encumbrance on the shares when this entails the loss of the shareholder’s voting rights; and (ii) direct or indirect transfer of controlling interests in companies or entities that hold shares with increased voting rights exceeding the threshold provided for in Article 120, paragraph two, of the Italian Consolidated Law on Finance.

The occurrence of one of the aforementioned cases during the 24-month period following registration in the Special List determines the removal from the aforementioned list and prevents the accrual of the benefit, without prejudice to the effects of a new registration, if the conditions are met.

Also in accordance with Article 127-quinquies, paragraph five, of the Italian Consolidated Law on Finance, the Board of Directors proposes to specify in the Issuer’s Articles of Association that the loss of entitlement to increased voting rights (or the restarting of the calculation of the 24 months necessary for the attribution of the same right or the cancellation from the Special List) will not take place in the event of: (i) succession by reason of death, as well as merger or demerger of the entity registered in the Special List, in favour of the Company resulting by the merger or benefitting by the demerger; (ii) establishment, by the entity registered in the Special List, of a pledge or usufruct on the shares, provided that the voting rights remain with the entity constituting the pledge or granting the usufruct; (iii) the transfer from one portfolio to another of the various Undertakings for Collective Investment in Transferable Securities (“UCITS”) managed by the same party; (iv) where the shareholding pertains to a trust, the change of trustee.

In such cases, the new holder is entitled to the increased voting rights already acquired or the vesting period already accrued by the previous holder.

1.5 *Preservation and extension of increased voting rights*

As anticipated, in the case of succession on death, it is proposed to recognise the preservation of the entitlement to the benefit of increased voting rights for the successors in title, who will have the right to apply for registration in the Special List with the same seniority of registration as the predecessors in title.

With reference to capital increases, the Board of Directors deems it appropriate to provide for the proportional extension of the benefit of increased voting rights also to new shares that are issued in capital increases, whether free or against payment, offered under option to shareholders. The failure to extend the benefit could have a disincentive effect with respect to subscription by shareholders who have achieved, or are about to achieve, increased voting rights; the extension of the increased voting rights, or the period of registration with the Special List, in the event of a free capital increase is considered justified in accordance with the law.

With reference to the hypothesis of a merger or demerger of the Company, in accordance with the provisions of Article 127-quinquies, paragraph six, of the Italian Consolidated Law on Finance, the Board of Directors proposes that increased voting rights also apply to shares assigned in exchange for those with increased voting rights, if this is provided for in the relevant merger or demerger plan. Specifically, in relation to the aforesaid hypotheses, the new shares granted in exchange acquire the increased voting rights (i) for the newly issued shares to which the holder is entitled in exchange for shares for which increased voting rights have already accrued, from the time of their registration in the Special List, without the need for a further continuous holding period, and (ii) for newly issued shares to which the holder is entitled in exchange for shares for which increased voting rights have not yet accrued, from the time the holding period calculated from the original registration in the Special List has elapsed.

Lastly, in order to encourage long-term investment in the Company also by institutional investors, on the assumption that the management company is the legal owner of the managed UCITS and in light of the prerogatives attributed by Article 36 et seq. of the Italian Consolidated Law on Finance, it is envisaged that the increased voting rights will not be waived in the event of a transfer from one portfolio to another of the UCITS managed by the same entity.

1.6 Calculation of shareholders' meeting quorums

Article 127-quinquies, paragraph 10, of the Italian Consolidated Law on Finance prescribes that, unless otherwise provided for in the Articles of Association, increased voting rights shall be considered for the purpose of calculating the constitution and resolution shareholders' meeting quorums that refer to capital ratios. However, increased voting rights have no effect on rights other than voting rights, which are due and exercisable by virtue of certain rates of interests in the share capital.

On the other hand, the introduction of increased voting rights does not have any consequences with respect to those minority shareholders rights that the Italian Civil Code recognises to the ownership of a certain percentage of the share capital (such as, by way of example, the right to request the convening of the shareholders' meeting, referred to in Article 2367(1) of the Italian Civil Code, the right to challenge invalid shareholders' meeting resolutions, referred to in Article 2377(3) of the Italian Civil Code, the right to bring corporate liability actions against directors, referred to in Article 2393-bis of the Italian Civil Code).

For this reason, the Board of Directors proposes to specify in the Articles of Association that the increase in voting rights must be considered for the purpose of calculating constitution and resolution shareholders' meeting quorums that refer to capital ratios.

1.7 Effects that the introduction of increased voting rights would have on the Company's ownership structure

At the date of this Explanatory Report, the Company's share capital is held by GC Holding S.p.A., controlled by TISG's Chief Executive Officer, Giovanni Costantino, with a percentage of 53,60%.

The Board of Directors proposes to amend the Articles of Association in order to provide that a double voting right is granted for each share that has been held by the same subject for a continuous period of not less than 24 months, starting from the registration in the Special List to be established by the Company.

In the event that Giovanni Costantino were to request increased voting rights with respect to the entire shareholding held by GC Holding S.p.A. and no other shareholder were to request increased voting rights, at the end of the 24 continuous months of holding GC Holding S.p.A. could exercise, in total, a voting rights percentage equal to approximately 69,79%.

In light of the above, given the current TISG's shareholding structure, with a majority shareholder holding more than 50% of the Company's share capital and with legal control of the Company, the Board of Directors believe that the introduction of increased voting rights would not have a substantial impact on the Company's ownership structure and, consequently, on its contestability.

1.8 Decision-making process followed in the formulation of proposals for statutory amendments

The proposed amendments to the Articles of Association referred to in this Report were approved by the Board of Directors on 31 May 2024. The resolution was passed unanimously believing that the resolution was in line with the Company's interest in rewarding shareholder loyalty and medium/long-term investment. The reasons for this positive assessment are expressed in the preceding paragraphs of this Explanatory Report.

1.9 Comparing statutory clauses

The following is the proposed amendment to the text of Article 6 of the Articles of Association.

Please note that, in order to make the content of this Report more user-friendly and to avoid repetitions that could make it more cumbersome to read, the formal amendments inherent to Article 6 of the Articles of Association are also set forth below, as per the proposal relating to the "formal revision of Articles 2, 6, 9, 10, 11, 12, 13, 14, 15, 17, 18, 20 and 21 of the Articles of Association".

It should be noted that the following text also incorporates the amendments that may be made to Article 6 in the event of approval by the convened Extraordinary Shareholders' Meeting of the proposals set forth in the first item on the agenda.

| CURRENT TEXT | PROPOSED TEXT |
|---|---|
| <p><u>Article 6</u></p> <p>Share capital, shares and shareholder loans</p> <p>6.1 The share capital is Euro 26,500,000.00 (twenty-six million five hundred thousand point zero zero) divided into 53,000,000 (fifty-three million point zero zero) ordinary shares with no nominal value.</p> | <p><u>Article 6</u></p> <p>Share capital, shares and shareholder loans</p> <p>6.1 The share capital is Euro 26,500,000.00 (twenty-six million five hundred thousand point zero zero<u>00</u>) divided into 53,000,000 (fifty-three million point zero zero) ordinary shares with no nominal value.</p> |
| <p>6.2 The shares are subject to the dematerialisation regime pursuant to Articles 83-<i>bis</i> et seq. of Legislative Decree no. 58/1998. Shares are indivisible, registered and freely transferable. Each share entitles the holder</p> | <p>6.2 The shares are subject to the dematerialisation pursuant to Articles 83-<i>bis</i> et seq. of Italian Legislative Decree no. 58/1998 <u>of 24 February 1998, as amended and supplemented (the "Italian Consolidated Law on Finance")</u>. Shares are</p> |

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| <p>to one vote at all meetings of the Company.</p> | <p>indivisible, registered and freely transferable. Each share entitles the holder to one vote at all meetings of the Company.</p> |
| | <p><u>6.3 By way of derogation from the foregoing, each share shall give the holder the right to two votes if both of the following conditions are met:</u></p> <p><u>i. the right to vote has been held by the same party by virtue of an entitling right in rem (full or bare ownership with voting rights or usufruct with voting rights) for a continuous period of at least 24 (twenty-four) months from the date of registration in the special list specifically set up by the Company in accordance with the Articles of Association (the “Special List”);</u></p> <p><u>ii. recurrence of the sub-prerequisite (i) is attested by continuous registration for a period of at least 24 (twenty-four) months in the Special List.</u></p> |
| | <p><u>6.4 The acquisition of the increased voting right shall be effective at the earlier of the following (i) the fifth trading day of the calendar month following the day on which the conditions required for the increase in voting rights are fulfilled; or (ii) the “record date” of any shareholders’ meeting, determined in accordance with applicable laws and regulations, subsequent to the date on which the conditions required by these Articles of Association for the increase of the voting right are fulfilled.</u></p> |
| | <p><u>6.5 The Company shall establish and maintain at its registered office, in the form and with the content prescribed by the applicable regulations, a Special List, in which shareholders wishing to benefit</u></p> |

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| | <u>from the increase in voting rights must register.</u> |
| | <u>6.6 In order to be enrolled in the Special List, the person entitled pursuant to these Articles of Association must submit a special application, enclosing a notice attesting to the share ownership - which may also concern only part of the shares held by the holder - issued by the intermediary with whom the shares are deposited pursuant to applicable laws and regulations. The increased voting right may also be claimed for only part of the shares held by the holder. In the case of entities other than natural persons, the application must specify whether the entity is subject to direct or indirect control by third parties and the identification data of the controlling entity, if any.</u> |
| | <u>6.7 The Special List shall be updated by the Company by the fifth trading day following the end of each calendar month and, in any case, by the “record date” provided by the current regulations in relation to the entitlement to intervene and vote in the Shareholders’ Meetings.</u> |
| | <u>6.8 The provisions relating to the shareholders’ register and any other relevant provisions, including with regard to the disclosure of information and the right of inspection by shareholders, as well as the provisions that the Board of Directors will make available by means of a specific regulation published on the Company’s website, shall apply to the Special List, as they are compatible.</u> |
| | <u>6.9 The Company shall proceed to the cancellation from the Special List - with the consequent automatic loss of</u> |

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| | <p><u>entitlement to the increased voting rights - in the following cases:</u></p> <p><u>i. total or partial renunciation by the concerned party of the benefit of increased voting rights, it being understood that the renunciation shall be deemed irrevocable;</u></p> <p><u>ii. communication from the concerned party or intermediary proving that the conditions for the increased voting rights or the loss of the ownership of the entitling right <i>in rem</i> and/or the related voting rights has ceased to exist;</u></p> <p><u>iii. automatically, where the Company is informed of the occurrence of facts indicating that the prerequisites for the increased voting rights have ceased to exist or that the ownership of the entitling <i>in rem</i> right and/or related voting right no longer exists.</u></p> |
| | <p><u>6.10 Notwithstanding the following provisions, the increase in voting rights shall cease in the event of:</u></p> <p><u>i. transfer for consideration or free of charge of the share, it being understood that “transfer” also includes the establishment of a pledge, usufruct, or other encumbrance on the share when this entails the loss of voting rights by the shareholder;</u></p> <p><u>ii. direct or indirect disposal of controlling interests in companies or entities holding shares with increased voting rights above the threshold provided for in Article 120(2) of the Italian Consolidated Law on Finance.</u></p> |
| | <p><u>6.11 The increased voting rights already accrued or, if not accrued, the period of entitlement necessary for the increased voting rights to accrue are retained in the</u></p> |

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| | <p><u>event of:</u></p> <p><u>i. succession by reason of death or merger or demerger of the entity registered in the Special List, to the benefit of the company resulting from the merger or benefitting from the demerger;</u></p> <p><u>ii. establishment, by the party registered in the Special List, of a pledge or usufruct on the shares (provided that the voting rights remains vested in the party constituting the pledge or granting the usufruct);</u></p> <p><u>iii. the transfer from one portfolio to another of the various Undertakings for Collective Investment managed by the same entity;</u></p> <p><u>iv. where the shareholding pertains to a trust, the change of the trustee.</u></p> |
| | <p><u>6.12 The increased voting rights extend to shares (i) in connection with a free share capital increase pursuant to Article 2442 of the Italian Civil Code to which the holder is entitled in relation to shares for which the increased voting rights have already accrued, (ii) due in exchange for the original shares in the event of a merger or demerger, if so provided by the relevant plan and within the terms indicated therein, (iii) subscribed by the shareholder in the exercise of the option rights pertaining to such shares in the context of a capital increase by means of new contributions.</u></p> <p><u>In the aforesaid hypotheses, the new shares deriving from the capital increase and the shares granted in exchange deriving from a merger or demerger acquire increased voting rights (i) for the newly issued shares due to the holder for shares for which increased voting rights have already accrued, from the time of</u></p> |

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| | <p><u>their registration in the Special List, without the need for a further continuous holding period, and (ii) for newly issued shares due to the holder in relation to shares for which increased voting rights have not yet accrued (but are accruing), from the time the holding period calculated from the original registration in the Special List has elapsed.</u></p> |
| | <p><u>6.13 The increased voting rights may be reacquired with respect to the shares for which they were waived, or otherwise forfeited pursuant to these Articles of Association, with a new registration in the Special List and a new continuous membership period of not less than 24 (twenty-four) months.</u></p> |
| | <p><u>6.14 Special voting rights are also considered in determining the quorums to convene and resolve referring to share capital rates, but have no effect on the rights, other than voting rights, due by virtue of the possession of certain rates of share capital.</u></p> |
| | <p><u>6.15 For the purposes of this Article, the notion of control is that provided for in the regulatory framework for listed issuers.</u></p> |
| <p>6.3 Pursuant to the laws in force from time to time, the Company may issue categories of shares bearing different rights from those of the shares already issued, determining their contents in the relevant issue resolution. The Shareholders' Meeting may also resolve to issue equity-based financial instruments pursuant to Article 2346 of the Italian Civil Code, which are provided with ownership rights or also voting rights, in accordance with the applicable provisions.</p> | <p><u>6.3-6.16 TEXT UNCHANGED</u></p> |

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| <p>6.4 The allocation of profits and/or reserves from profits to employees of the Company or its subsidiaries is permitted, in the manner and form provided for by law, through the issuance, up to the amount corresponding to said profits, of shares to be assigned individually to employees, in accordance with the first paragraph of Article 2349 of the Italian Civil Code, establishing rules regarding the form, method of transfer and the rights due to shareholders. The Extraordinary Shareholders' Meeting may also resolve to assign to employees of the Company or its subsidiaries financial instruments, other than shares, entitling to profits and administrative rights, excluding the right to vote at the Shareholders' Meeting, providing for rules regarding the conditions for exercising the rights assigned, the possibility of transfer and any ground for forfeiture or redemption.</p> | <p><u>6.4-6.17</u> TEXT UNCHANGED</p> |
| <p>6.5 The Shareholders' Meeting may resolve on capital increases against payment and with limitation and/or exclusion of option rights pursuant to Article 2441 of the Italian Civil Code.</p> | <p><u>6.5-6.18</u> TEXT UNCHANGED</p> |
| <p>6.6 Without prejudice to the other cases of exclusion or limitation of the option rights provided for by the laws and regulations in force from time to time, in resolutions to increase the share capital against payment, option rights may be excluded to a maximum extent of 10% (ten per cent) of the pre-existing share capital, provided that the issue price corresponds to the market value of the shares and this is confirmed in a special report by an external auditor or auditing firm.</p> | <p><u>6.6-.6.19</u> Without prejudice to the other cases of exclusion or limitation of the option rights provided for by the rules, including statutory rules, of the provisions <i>pro tempore</i> provisions in force <u>in force applicable to the Company</u>, in resolutions to increase the share capital against payment, option rights may be excluded to a maximum extent of 10% (ten per cent) of the pre-existing share capital, provided that the issue price corresponds to the market value of the shares and this is confirmed in a special report by an external auditor or auditing firm.</p> |

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| <p>6.7 In the event of a capital increase, the newly issued shares may also be paid for by contributions of receivables or assets in kind.</p> | <p><u>6.7-6.20</u> TEXT UNCHANGED</p> |
| <p>6.8 Shareholders may finance the Company through interest-bearing or non-interest-bearing loans, constituting equity contributions or otherwise, including with an obligation to repay, in accordance with applicable laws and regulations.</p> | <p><u>6.86.21</u> Shareholders may finance the Company with interest-bearing or non-interest-bearing loans constituting equity contributions or otherwise, including with an obligation to repay, in accordance with <u>applicable laws and regulations pro-tempore provisions in force applicable to the Company.</u></p> |
| <p>6.9 The Extraordinary Shareholders' Meeting held on 18 February 2021 resolved:</p> <p>(a) to further increase the share capital, on a divisible basis, against payment, by issuing a maximum number of the Company's ordinary shares with no nominal value, regular dividend rights, not exceeding 3.65% (three point sixty-five per cent) of the total number of shares outstanding as of the trading start date, with exclusion of option rights pursuant to Article 2441, paragraphs 5, 6 and/or paragraph 8, of the Italian Civil Code, to be executed in one or more tranches, for a maximum nominal amount - in compliance, however, with the maximum percentage mentioned above - of Euro 1.000,000.00 (one million point zero zero), plus any share premium, through the issue of a maximum 2.000.000 (two million) ordinary shares with no nominal value, post split, and with regular dividend rights to be allocated to the beneficiaries of the stock option plan whose guidelines were approved by the Ordinary Shareholders' Meeting on the same date and, therefore, reserved for executive directors, general managers, key</p> | <p>6.9 <u>6.22</u> The Extraordinary Shareholders' Meeting held on 18 February 2021 1 July 2024 resolved:</p> <p>(a) to further increase the share capital, against payment and in divisible form, by issuing a maximum number of the Company's ordinary shares with no nominal value, regular dividend rights, not exceeding 3.65% (three point sixty-five per cent) of the total number of shares outstanding at the trading start date with exclusion of the option rights pursuant to Article 2441, paragraphs 5, 6 and and/or paragraph 8, of the Italian Civil Code, to be carried out in one or more tranches, for a maximum nominal amount - in compliance, however, with the maximum percentage mentioned above - of Euro 1,000,000.00 (one million point zero zero)), in addition to any share premium, through the issue of a maximum 2,000,000 (two million) of <u>Euro 795,000.00 (seven hundred and ninety-five thousand point zero zero), in addition to any share premium, through the issue of a maximum 1,590,000 (one million five hundred and ninety thousand point zero zero)</u> ordinary shares with no nominal value, post-split, and regular dividend rights, <u>with the same characteristics as the ordinary shares in circulation at the issue date,</u> to be</p> |

management personnel and employees with permanent employment contracts of the Company and its subsidiaries, including any future ones, and, in general, anyone who may collaborate in the growth and development of the Company, at an issue price per share equal to the placement price of the Company's Shares on the MTA.

If the increase is not fully implemented by the final subscription deadline pursuant to Article 2439(2) of the Italian Civil Code, identified as on 31 December 2031, the share capital shall be deemed to be increased by an amount equal to the subscriptions collected and as of the date thereof, provided that the relevant resolution has been filed with the Company Register;

(b) to authorise the Board of Directors in office from time to time, with the right to sub-delegate to the Chair and the Chief Executive Officer severally, within the limits allowed by law, to execute the above-mentioned share capital increase, granting the same the power to determine the timing, terms and conditions of the increase, including the power to identify the relevant recipients, within the above categories, making any proper allocation and, if necessary, allocation rationing, determining the precise number of shares to be issued, the terms and duration of any lock-up commitments of newly issued shares, in the interest of the Company.

allocated to the beneficiaries of the *stock option ~~plan whose guidelines were~~* approved by the Ordinary Shareholders' Meeting on the same date and, therefore, reserved for executive directors, general managers, key management personnel and employees with permanent employment contracts of the Company and its subsidiaries, ~~including any future ones, and, in general, anyone who may collaborate in the growth and development of the Company,~~ at an issue price per share equal, for each cycle of the plan, to the weighted average of the closing prices recorded by the TISG security on Euronext Milan, a regulated market organised and managed by Borsa Italiana S.p.A., in the 90 calendar days preceding the date of publication of the notice of call of the Shareholders' Meeting, for the approval of the financial statements, prior to the date of assignment of the options of each cycle at the placement price of the Company's Shares on the MTA.

If the increase ~~is~~ not fully subscribed by the final subscription deadline pursuant to Article 2439, paragraph 2, of the Italian Civil Code, identified as on 31 December 2029 December 2031, the share capital shall be deemed to be increased by an amount equal to the subscriptions collected and as of the date of the same, provided that the relevant resolution has been filed with the Company Register.;

(b) to grant ~~grant a mandate~~ to the Board of Directors in office from time to time, with the right to sub-delegate ~~to the Chair and~~ to the Chief Executive Officer ~~severally, within the limits allowed by law, any power necessary or also only appropriate~~ to implement the resolved share capital increase ~~conferring on the same the power to determine the timing, terms and conditions of the~~

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| | <p>increase, including the power to identify the relevant recipients, within the above-mentioned categories, making all proper allocations and, if necessary, rationing of the same, determining the precise number of shares to be issued, the terms and duration of any lock-up periods pertaining to the newly issued shares, in the interest of the Company, including the power to (i) determine the timing, terms and conditions of the increase (ii) determine the time of allocation of the subscription rights, taking into account the period in which they may be exercised, and (iii) identify by name the individual beneficiaries, within the categories indicated, upon the proposal of the Appointments and Remuneration Committee or the Chief Executive Officer, after hearing the opinion of the Board of Statutory Auditors, and the quantities of options to be granted to them.</p> |
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1.10 Information as to the recurrence of a right to withdrawal

Pursuant to Article 127-quinquies, paragraph eight, of the Italian Consolidated Law on Finance, the proposals to amend Article 6 of the Articles of Association set forth in this Explanatory Report do not entail the right of withdrawal pursuant to Article 2437 of the Italian Civil Code for those shareholders who did not take part in the resolutions covered by this Explanatory Report.

2. Amendment of Article 10 of the Articles of Association

2.1 Reasons for the proposal

In the opinion of the Board of Directors, the appointed representative constitutes an instrument to assist the Company's shareholders, who can thus designate a person identified by the issuer to represent them in Shareholders' Meetings, giving them precise voting instructions.

In light of the experience accrued in the past years, the Board of Directors believe that the instrument of the appointed representative allows for an orderly and efficient management of shareholders' meetings to the ease, for all shareholders, to express their vote, avoiding that this manner of carrying out shareholders' meeting compresses shareholder participation rights recognised by the law.

This practice, deriving also from the prior pandemic has, indeed, showed that the in-person intervention in the shareholders' meeting lost its essential function to inform, debate, and discuss

for the purpose of defining and expressing the vote. The in-person participation to the shareholders' meeting is now merely reduced to the exercise of voting rights, on the basis of the continuous dialogue between the Company and its shareholders, which intensifies in the time period immediately preceding the shareholders' meeting event.

To Article 135-undecies of the Italian Consolidated Law on Finance, which already provides that *“unless the Articles of Association provide otherwise, Companies with listed shares design for each shareholders' meeting an entity to which shareholders may grant, within the second trading day prior to the date of the shareholders' meeting, proxy with voting instructions on all or part of the proposal on the agenda”*, the legislator – with the introduction of Article 11 of Law no. 21 of 5 March 2024 – has expanded the provision for the instrument of the appointed representative by adding new Article 135-undecies.1, which allows, wherever provided in the Articles of Association, that the Company's shareholders' meeting of listed companies may take place **exclusively** through the representative appointed by the company.

Furthermore, in accordance to the provisions of paragraph 2 of the same Article 135-undecies.1 of the Italian Consolidated Law on Finance, without prejudice to the provisions of Article 126-bis, first sentence of paragraph 1, of the Italian Consolidated Law on Finance regarding integrations to the agenda, whenever the attendance to the Company's shareholders' meeting takes place exclusively through the appointed representative:

- Each holder to voting rights shall present individually resolutions proposals on the items on the agenda, or proposal whose presentation is otherwise permitted by law, within the fifteenth day preceding the date of the first or single call of the Company's shareholders' meeting;
- The Company will make available to the public on its website the resolution proposals within the 2 (two) subsequent days following the end of the term.

Such further provisions by the legislator constitute an additional form of dialogue between Shareholders and the Issuer.

For this reason, the Board of Directors proposes the amendment of the clause pursuant to Article 10.5 of the Articles of Association, thereby making the provisions of Articles 135-undecies and 135-undecies.1 of the Italian Consolidated Law on Finance applicable to the Company.

2.2 Comparing statutory clauses

The following is the proposed amendment to the text of Article 10 of the Articles of Association.

Please note that, in order to make the content of this Report more user-friendly and to avoid repetitions that could make it more cumbersome to read, the formal amendments inherent to Article 10 of the Articles of Association are also set forth below, as per the proposal relating to the *“formal revision of Articles 2, 6, 9, 10, 11, 12, 13, 14, 15, 17, 18, 20 and 21 of the Articles of Association”*.

| CURRENT TEXT | PROPOSED TEXT |
|---|---|
| <u>Article 10</u> Shareholders' Meeting - attendance and | <u>Article 10</u> Shareholders' Meeting - attendance and |

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| <p>representation right</p> <p>10.1 The rights of intervention and representation in the Shareholders' Meeting are governed by the laws and regulations in force at the time.</p> | <p>representation right</p> <p>10.1 The rights of intervention and representation at the Shareholders' Meeting are governed by the laws and regulations in applicable from time to time <u>pro-tempore provisions applicable to the Company.</u></p> |
| <p>10.2 The Shareholders' Meeting may be attended by all shareholders with voting rights and for whom the Company has received - in compliance with the laws and regulations in force at the time - the communication made by the authorised intermediary in accordance with the law. It is the responsibility of the Chair of the Shareholders' Meeting to ascertain the right to take the floor at the Shareholders' Meeting and settle any disputes.</p> | <p>10.2 The Shareholders' Meeting may be attended by shareholders who have the right to vote and for whom the Company has received in compliance with the laws and regulations in force at the time - the communication made by the authorised intermediary in accordance with the law <u>in compliance with the provisions applicable to the Company from time to time.</u> It is the responsibility of the Chair of the Shareholders' Meeting to ascertain the right to take the floor at the Shareholders' Meeting and settle any disputes.</p> |
| <p>10.3 The rules - including regulations- in force from time to time shall apply to representation at the Shareholders' Meeting.</p> | <p>10.3 For representation at the Shareholders' Meeting, the rules including regulations in force from time to time <u>the provisions</u> applicable to the Company from time to time shall apply.</p> |
| <p>10.4 The proxy may be notified to the Company by certified electronic mail in compliance with the applicable provisions in force from time to time.</p> | <p>10.4 The proxy may be notified to the Company by certified electronic mail in compliance with the applicable provisions in force from time to time <u>applicable to the Company from time to time.</u></p> |
| <p>10.5 The Company does not avail itself of the power to designate a representative to whom the eligible parties may grant a proxy with voting instructions, without prejudice to the application of rules derogating from the above.</p> | <p>10.5 The Company, <u>pursuant to Article 135-undecies of the Italian Consolidated Law on Finance, does not avail itself of the right to designate a representative to whom the shareholders may grant a proxy with voting instructions, without prejudice to the application of provisions derogating from the foregoing may designate for each Shareholders'</u></p> |

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| | <p><u>Meeting a person to whom the shareholders may grant, in the manner and within the terms set forth by the law and by the regulatory provisions applicable from time to time, a proxy with voting instructions on all or some of the proposals on the agenda. A proxy issued in this way shall only be effective for the draft resolutions for which voting instructions have been provided.</u></p> <p><u>The Company may provide, pursuant to Article 135-undecies.1 of the Italian Consolidated Law on Finance, that the intervention and exercise of voting rights at the Shareholders' Meeting by the subjects entitled to vote may also take place exclusively through the appointed representative pursuant to Article 135-undecies of the Italian Consolidated Law on Finance, wherever permitted by and in accordance with the <i>pro tempore</i> laws and regulations in force, based on the provisions of the Board of Directors and the Notice of call. Proxies (or sub-proxies) of voting rights pursuant to Article 135-novies of the Italian Consolidated Law on Finance may also be granted to the appointed representative.</u></p> |
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2.3 *Information as to the recurrence of a right to withdrawal*

The proposed amendments pursuant to Article 10 of the Articles of Association referred in this Explanatory Report do not entail the right of withdrawal pursuant to Article 2437 of the Italian Civil Code for those shareholders who did not take part in the resolutions covered by this Explanatory Report as none of the cases envisaged by the above mentioned regulation do not apply.

3. **Formal revision of Articles 2, 9, 11, 12, 13, 14, 15, 17, 18, 20 and 21 of the Articles of Association**

3.1 *Reasons for the proposal*

The Board of Directors proposes the reformulation of the text of Articles 2, 9, 11, 12, 13, 14, 15, 17, 18, 20 and 21 of the Articles of Association in order to make their content as clear and comprehensible as possible for Shareholders and investors.

3.2 Comparing statutory clauses

Below are the proposed changes to the text of Articles 2, 9, 11, 12, 13, 14, 15, 17, 18, 20 and 21 of the Articles of Association.

As anticipated, with reference to the proposed amendments to Articles 6 and 10 of the Articles of Association, please refer to points 1.9 and 2.2 respectively of this Explanatory Report.

| CURRENT TEXT | PROPOSED TEXT |
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| <p><u>Article 2</u></p> <p>Registered office</p> <p>2.1 The Company has its registered office in Marina di Carrara (MS).</p> <p>2.2 The board of directors has to establish, amend or abolish secondary offices, branches, subsidiaries, agencies, representative offices and/or local units in Italy and abroad, and to transfer its registered office within the national territory in the manner and form prescribed by law.</p> | <p><u>Article 2</u></p> <p>Registered office</p> <p>2.1 The Company has its registered office in Marina di Carrara (MS).</p> <p>2.2 The board of directors may establish, change or close, in Italy and abroad, secondary offices, branches, subsidiaries, agencies, representative offices and/or local units; <u>in Italy and abroad</u>, and transfer the registered office within the national territory in the manner and form prescribed by law.</p> |
| <p><u>Article 9</u></p> <p>Shareholders' Meeting - calling rules</p> <p>9.1 The duly constituted Shareholders' Meeting represents all shareholders and its resolutions, adopted in accordance with the law and the Articles of Association, are binding on all shareholders.</p> <p>9.2 The Shareholders' Meeting is ordinary or extraordinary and attends to matters in accordance with the law.</p> <p>9.3 The ordinary Shareholders' Meeting must be called at least once a year, within 120 (one hundred and twenty) days from the end of the financial year, or within 180 (one hundred and eighty) days if the Company is required to prepare consolidated financial statements or when special requirements relating to the structure and purpose of the</p> | <p><u>Article 9</u></p> <p>Shareholders' Meeting - calling rules</p> <p>9.1 The duly constituted Shareholders' Meeting represents all shareholders and its resolutions, adopted in accordance with the law and the Articles of Association, are binding on all shareholders.</p> <p>9.2 The Shareholders' Meeting may be ordinary and extraordinary and attends to matters in accordance with the law.</p> <p>9.3 The ordinary Shareholders' Meeting must be called at least once a year, within 120 (one hundred and twenty) days from the end of the financial year, or within 180 (one hundred and eighty) days if the Company is required to prepare consolidated financial statements or when special requirements relating to the structure and purpose of the</p> |

Company so require, without prejudice to the provisions of Article 154-ter of Italian Legislative Decree 58/98, as amended (“Italian Consolidated Law on Finance”) and, in any case, of any legal or regulatory provision in force from time to time.

9.4 Without prejudice to the powers to call a meeting provided for by the law, the Shareholders’ Meeting must be called by the directors by means of a notice containing the date, time, place of the meeting and the matters to be discussed, as well as the additional information required under the law, including regulations, in force at the time.

9.5 The notice must be published on the Company’s website and in other ways and within the terms established by law, including regulations, in force at the time.

9.6 The Ordinary and Extraordinary Shareholders’ Meetings are held in a single call. In any case, the Board of Directors may also convene the Shareholders’ Meeting on second and third call in accordance with current legislation, indicating in the notice of call the day, time and place of the meeting.

9.7 The shareholders’ meeting may be called at a location other than the registered office, as long as it is within the national territory.

9.8 The ordinary and extraordinary Shareholders’ Meetings may be held, if provided for in the notice of call, with those in attendance participating in more than one location, either contiguous or distant, connected by means of audio-conferencing and/or video-conferencing, provided that all participants can be identified and are allowed to follow the discussion, to participate in real time in the discussion of the items on the agenda, to receive and transmit documents and to take part in the

Company so require, without prejudice to the provisions of Article 154-ter of **Italian Legislative Decree 58/98, as amended** (“Italian Consolidated Law on Finance”) and, in any case, **of any legal or regulatory provision in force from time to time in force from time to time applicable to the Company.**

9.4 ~~Without prejudice to the powers to call a meeting provided for by specific legal provisions,~~—The Shareholders’ Meeting must be called by the members of the **Board of Directors** by means of a notice containing the date, time, place of the meeting and the matters to be discussed, as well as the additional information required under ~~the law, including regulations, in force at the time of the provision in force~~ **from time to time applicable to the Company.**

9.5 The notice of **call** must be published on the Company’s website **and** in the further manner and ~~within the~~ time limits established ~~the laws and regulations in force from time to time by the provisions~~ **in force from time to time applicable to the Company.**

9.6 The Ordinary and Extraordinary Shareholders’ Meetings are held in a single call. ~~In any case,~~ the Board of Directors may ~~also call the Shareholders’ Meeting in second and third call in accordance with the provisions of the laws in force, indicating in the notice, if it deems it appropriate and expressly stating in the notice of call the day, time and place of the meeting in the notice.,~~ **establish that both the ordinary and the extraordinary Shareholders’ Meeting shall be held in several calls.**

9.7 The shareholders’ meeting may be called at a location other than the registered office,

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| <p>vote, and provided that all the above is acknowledged in the relevant minutes.</p> <p>9.9 In any case, the Shareholders' Meeting is considered duly convened if the entire share capital is represented and the majority of the directors and standing members of the Board of Statutory Auditors in office attend the Shareholders' Meeting, in accordance with Article 2366 of the Italian Civil Code.</p> | <p>as long as it is within the national territory.</p> <p>9.8 The ordinary and extraordinary Shareholders' Meetings may be held, if provided for in the notice of call, with those in attendance participating in more than one location, either contiguous or distant, connected by means of audio-conferencing and/or video-conferencing, provided that all participants can be identified and are allowed to follow the discussion, to participate in real time in the discussion of the items on the agenda, to receive and transmit documents and to take part in the vote, and provided that all the above is acknowledged in the relevant minutes.</p> <p><u>The meeting is considered to take place in the location where the verbalising person is present. In the notice of call, it may be established that the shareholders' meeting may take place exclusively via means of telecommunication, omitting the indication of the physical location of the meeting, in accordance with the manners and limitation of the laws and regulations in place.</u></p> <p>9.9 In any case, the Shareholders' Meeting is considered duly convened if the entire share capital is represented and the majority of the directors and standing members of the Board of Statutory Auditors in office attend the Shareholders' Meeting, in accordance with Article 2366 of the Italian Civil Code.</p> |
| <p><u>Article 11</u></p> <p>Conduct of the Shareholders' Meeting</p> <p>11.1 The Shareholders' Meeting is chaired by the Chair of the Board of Directors or, in their absence or impediment, by the Deputy Chair, where appointed. If there are multiple Deputy Chairs, the oldest Deputy Chair in age takes precedence.</p> <p>11.2 In the event of absence or impediment</p> | <p><u>Article 11</u></p> <p>Conduct of the Shareholders' Meeting</p> <p>11.1 The Shareholders' Meeting is chaired by the Chair of the Board of Directors or, in their absence or impediment, by the Deputy Chair, <u>where</u> appointed. If there are multiple Deputy Chairs, the oldest Deputy Chair <u>chairs the meeting.</u></p> <p>11.2 In the event of absence or impediment</p> |

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| <p>of the aforementioned persons, the Shareholders' Meeting elects its own Chair from among the directors or, failing that, from outside the directors.</p> <p>11.3 For the Shareholders' Meeting, both ordinary and extraordinary, to be duly convened and able to pass resolutions, the provisions of law in force from time to time shall apply.</p> <p>11.4 The Shareholders' Meeting also appoints a secretary, who is not required to be a shareholder. In the cases provided for by law, and in any case when the Chair of the Shareholders' Meeting considers it appropriate, the minutes are drawn up by a Notary Public chosen by the same Chair.</p> <p>11.5 The resolutions of the Shareholders' Meeting shall be recorded in the minutes, signed by the Chair and by the Secretary, or by the notary public.</p> | <p>of the aforementioned persons, the Shareholders' Meeting elects its own Chair from among the directors or, failing that, from outside the directors.</p> <p>11.3 For the Shareholders' Meeting, both ordinary and extraordinary, to be duly convened and able to resolve, the provisions of law in force from time to time shall apply.</p> <p>11.4 The Shareholders' Meeting also appoints a secretary, who is not required to be a shareholder. In the cases provided for by law, and in any case when the Chair of the Shareholders' Meeting considers it appropriate, the minutes are drawn up by a Notary Public chosen by the same Chair.</p> <p>11.5 The resolutions of the Shareholders' Meeting shall be recorded in the minutes, signed by the Chair and by the Secretary, or by the notary public.</p> |
| <p><u>Article 12</u></p> <p>Board of Directors</p> <p>12.1 The Company shall be governed by a Board of Directors consisting of a minimum of 5 (five) and a maximum of 11 (eleven) members, including the Chair and one or more Deputy Chairs.</p> <p>12.2 The Shareholders' Meeting shall determine the number of directors and their appointment.</p> <p>12.3 Directors shall remain in office for three financial years, unless the Shareholders' Meeting sets a different and lesser period at the time of appointment, and their mandate expire on the date of the Shareholders' Meeting called for the approval of the financial statements for the last financial year of their term of office.</p> | <p><u>Article 12</u></p> <p>Board of Directors</p> <p>12.1 The eCompany shall be governed by a Board of Directors consisting of a minimum of five (5) and a maximum of eleven (11) members, including the Chair and, <u>where appointed</u>, one or more Deputy Chairs.</p> <p>12.2 The determination of the number of directors and their appointment shall be made by the <u>pertain to the Shareholders' Meeting</u>.</p> <p>12.3 Directors remain in office <u>Members of the Board of Directors are appointed</u> for a <u>maximum period of</u> three financial years, unless a different, shorter period is determined <u>determined</u> by the Shareholders' Meeting at the time of appointment, and their term of office expiring on the date of the Shareholders' Meeting convened to approve the financial statements for the last financial</p> |

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| | <p>year of their office. and Directors may always be re-elected.</p> <p><u>12.4 On the proposal of the Chair, the Board of Directors appoints and revokes the secretary of the body.</u></p> |
| <p><u>Article 13</u></p> <p>Appointment of the Board of Directors</p> <p>13.1 The Directors are appointed by the Shareholders' Meeting, in compliance with the laws and regulations in force from time to time, including those set forth in codes of conduct drawn up by the management companies of regulated markets to which the Company adheres, concerning gender balance on the basis of the slates of candidates submitted by the shareholders and filed at the Company's registered office within the terms and in compliance with the laws and regulations in force from time to time.</p> <p>13.2 If there are several slates, one of the members of the Board of Directors shall be elected from the second slate that has obtained the highest number of votes and that is not connected to the first slate pursuant to the laws and regulations in force. Slates may only be submitted by shareholders who, alone or together with others, hold shares with voting rights representing a percentage no less than that provided for the Company by the applicable laws and regulations. This ownership percentage must be proven by appropriate certifications that must be produced, if not available on the day on which the slates are filed, also after the filing of the slates, provided this is done within the deadline set forth by the laws in force for the publication of the slates by the Company. All this shall be mentioned in the notice of call.</p> <p>13.3 Each shareholder, as well as</p> | <p><u>Article 13</u></p> <p>Appointment of the Board of Directors</p> <p>13.1 The Directors are appointed by the Shareholders' Meeting, in compliance with the provisions that may be applicable from time to time <u>to the Company, including those set forth by codes of conduct drawn up by the management companies of regulated markets to which the Company adheres, concerning gender balance</u>—on the basis of the slates of candidates submitted by the shareholders and filed at the Company's registered office within the terms and in compliance with the laws and regulations in force from time to time.</p> <p>13.2 If there are several slates, one of the members of the Board of Directors shall be elected from the second slate that has obtained the highest number of votes and that is not connected to the first slate pursuant to the laws and regulations in force. Slates may only be submitted by shareholders who, alone or together with others, hold shares with voting rights representing a percentage no less than that provided for the Company by the laws and regulations in force <u>from time to time</u>. This ownership percentage must be proven by appropriate certifications that must be produced, if not available on the day on which the slates are filed, also after the filing of the slates, provided this is done within the deadline set forth by the in force <u>in force from time to time</u> laws for the publication of the slates by the Company.</p> |

shareholders linked by control or connection relationships pursuant to the Italian Civil Code or who adhere to a shareholders' agreement concerning the Company's shares, may not submit or vote for more than one slate, not even through a third party or trust company.

13.4 Each candidate can appear on only one slate, under penalty of ineligibility.

13.5 The candidates included in the slates must not exceed the number eleven (11), they must be listed in sequential order and must meet the prerequisites indicated by the law. Without prejudice to compliance with the criterion guaranteeing the balance between genders, in each slate consisting of at least seven (7) candidates, at least two (2) candidates - indicated in a position no later than second and seventh place on each slate - must also meet the independence requirements laid down by law as well as the additional requirements of the codes of conduct drawn up by companies managing regulated markets or by trade associations of which the Company is a member. Consistent with any applicable legal provisions or with codes of conduct drawn up by companies managing regulated markets to which the Company adheres, slates with more than three (3) candidates must be composed of candidates of both genders so that at least two-fifths (rounded upwards) of the elected directors belong to the lesser represented gender and one-fifth for the first renewal following the trading start date, unless otherwise provided by any applicable from time to time legal or regulatory provisions. Each slate shall also be accompanied by comprehensive information on the personal and professional characteristics of the candidates, as well as declarations in which the individual candidates accept their candidacy and certify, under their own

All this shall be mentioned in the notice of convocation.

13.3 Each shareholder, as well as shareholders linked by control or connection relationships pursuant to the Italian Civil Code or who adhere to a shareholders' agreement concerning the Company's shares, may not submit or vote for more than one slate, not even through a third party or trust company.

13.4 Each candidate can appear on only one slate, under penalty of ineligibility.

13.5 ~~The candidates on the slates must be indicated in~~ **Each slate must indicate a number of candidates not exceeding eleven (11). Candidates** must be listed in sequential numbers and must meet the legal requirements. Without prejudice to compliance with the criterion guaranteeing the balance between genders **provided for by the legislation in force from time to time**, in each slate consisting of ~~at least a number equal to or higher than~~ **at least a number equal to or higher than** at seven (7) candidates, at least two (2) candidates - indicated in a position ~~no lower than the second and seventh place included between the first two and the third and the seventh respectively~~ **no lower than the second and seventh place included between the first two and the third and the seventh respectively** on each slate - must also meet the requirements of independence set forth by law as well as ~~the~~ **regulations in force from time to time** and/or by code of conduct of companies managing regulated markets or by trade associations of which the Company is a member. ~~Consistent with any applicable legal provisions or with codes of conduct drawn up by companies managing regulated markets to which the Company adheres,~~ **the** Slates with more than three (3) candidates must be composed of candidates of both genders **in order to grant the gender balance provided for by laws and**

responsibility, that they meet the requirements prescribed by law and regulations for members of the Board of Directors, and any other document required by law and regulations.

13.6 Once the Shareholders' Meeting has determined the number of directors to be elected, it shall proceed as follows:

1. all the directors to be elected except one shall be elected from the slate obtaining the highest number of votes, in the sequential order in which the candidates are listed in the that slate;

2. one director shall be elected on the basis of the progressive order in which candidates are listed from the second slate obtaining the highest number of votes - which is not connected in any way, even indirectly, pursuant to the laws and regulations applicable from time to time, with those who submitted or voted for the slate referred to in point 1 above, in accordance with the provisions of the law.

If two slates have obtained the second highest number of votes, a new vote shall be held by the Shareholders' Meeting and the candidate obtaining the simple majority of votes shall be elected. If, following the application of the above procedures, (i) the minimum number of directors meeting the independence requirements is not elected, and/or (ii) the composition of the Board does not comply on gender balance with the legal regulations or codes of conduct drawn up by regulated market management companies to which the Company adheres, candidates meeting the requirements will be elected from the same slate to which the candidates to be replaced for not meeting such requirements belonged. In the event that only one slate is submitted, the directors shall be taken from the submitted slate

~~regulations in force from time to time – so that at least two-fifths (rounded upwards) of the elected directors belong to the lesser represented gender and one-fifth for the first renewal following the trading start date, unless otherwise provided by any applicable legal or regulatory provisions in force from time to time.~~ Each slate shall also be accompanied by comprehensive information on the personal and professional characteristics of the candidates, as well as declarations in which the individual candidates accept their candidacy and certify, under their own responsibility, that they meet the requirements prescribed by law and regulations for members of the Board of Directors, and any other document required by ~~the law and regulations~~ by the provisions in force from time to time applicable to the Company.

13.6 Once the Shareholders' Meeting has determined the number of directors to be elected, it shall proceed as follows:

1. All but one of the directors to be ~~elected~~ shall be taken from the slate obtaining the highest number of votes, in the sequential order in which the candidates are listed on the slate;

2. from the second slate obtaining the highest number of votes - which is not connected in any way, even indirectly, ~~pursuant to the laws and regulations in force from time to time~~, with those who submitted or voted for the slate referred to in point 1 above, one director shall be ~~elected in accordance with the provisions of the law~~ taken on the basis of the progressive order in which candidates are listed.

If two slates have obtained the second highest number of votes, a new vote shall be held by the Shareholders' Meeting, after



provided that it has obtained the approval of a simple majority of the votes.

In the event that no slate is submitted (or the slate submitted does not allow to appoint directors in compliance with applicable laws and regulations or, in any case, if it is not possible to proceed according to the slate voting rules), or in the event that it is not necessary to appoint all the members of the Board of Directors, the Shareholders' Meeting resolves with the majorities set forth by law, without the application of the procedure indicated above and in any case so as to ensure the presence of the minimum number of Independent Directors required under the regulations in force from time to time, as well as in compliance with the gender balance rules. Slates obtaining a percentage of votes at the Shareholders' Meeting of less than half of those required by these Articles of Association for the submission of slates are not taken into account.

which and the candidate obtaining the simple majority of votes shall be elected. If, following the application of the above procedures, (i) the minimum number of directors meeting the independence requirements is not elected, and/or (ii) the composition of the Board of Directors does not comply with the provisions in force from time to time applicable to the ~~the legal regulations or codes of conduct drawn up by regulated market management companies to which the Company adheres on gender balance, regarding gender balance,~~ candidates meeting the requirements will be elected from the same slate to which the candidates to be replaced for not meeting such requirements belonged. In the event that only one slate is submitted, the directors shall be taken from the submitted slate provided that it has obtained the approval of a simple majority of the votes.

In the event that no slate is submitted (or the slate submitted does not allow to appoint directors in compliance with applicable ~~laws and regulations in force from time to time~~ applicable to the Company or, in any case, if it is not possible to proceed according to the slate voting rules), or in the event that it is not necessary to appoint all the members of the Board of Directors, the Shareholders' Meeting resolves with the majorities set forth by law, without the application of the procedure indicated above and in any case so as to ensure ~~the presence of the minimum number of Independent Directors required under the regulations in force from time to time, as well as in compliance with the gender balance rules~~ compliance with the provisions in force from time to time applicable to the Company in relation to the Board composition regarding the number of independent directors, as well

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| | <p><u>as on the subject of gender balance.</u> Slates obtaining a percentage of votes at the Shareholders' Meeting of less than half of those required by these Articles of Association for the submission of slates are not taken into account.</p> |
| <p><u>Article 14</u></p> <p>Termination of Office</p> <p>4.1 If during the year one or more Directors should cease to hold office during the year, Article 2386 of the Italian Civil Code shall apply. If one or more Directors who have ceased to hold office were drawn from a list that also contained the names of candidates who were not elected, the replacement is made by appointing, in accordance with the progressive order, people drawn from the same list to which the Director who is no longer in post belonged, who are still eligible and agree to accept the office. Replacement procedures must in any case ensure the presence of the necessary number of directors meeting the independence requirements and compliance with the regulations indicated above in force from time to time concerning gender balance.</p> <p>14.2 Except as provided in this Article, the appointment, removal, replacement and termination of directors are governed by law. If, due to resignation or other causes, the majority of the directors appointed by the Shareholders' Meeting should cease to hold office, the entire Board of Directors shall be deemed to have ceased to hold office, and a Shareholders' Meeting for the appointment of the new Board of Directors must be urgently called by the directors remaining in office.</p> | <p><u>Article 14</u></p> <p>Termination of Office</p> <p>14.1 If during the year one or more Directors should cease to hold office during the year, Article 2386 of the Italian Civil Code shall apply. If one or more Directors who have ceased to hold office were drawn from a list that also contained the names of candidates who were not elected, the replacement is made by appointing, in accordance with the progressive order, people drawn from the same list to which the Director who is no longer in post belonged, who are still eligible and agree to accept the office. The replacement procedures must in any case ensure the presence of the necessary <u>minimum</u> number of directors meeting the independence requirements <u>prescribed by the regulation in force from time to time</u> and compliance with the regulation <u>of the provisions on gender balance as indicated above applicable to the Company from time to time</u> applicable concerning gender balance.</p> <p>14.2 Except as provided in this Article, the appointment, removal, replacement and termination of directors are governed by law. If, due to resignation or other causes, the majority of the directors appointed by the Shareholders' Meeting should cease to hold office, the entire Board of Directors shall be deemed to have ceased to hold office, and a Shareholders' Meeting for the</p> |

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| | <p>appointment of the new Board of Directors must be urgently called by the directors remaining in office.</p> |
| <p><u>Article 15</u></p> <p>Chair of the Board of Directors and Delegated Bodies</p> <p>15.1 The Board of Directors shall elect from among its members a Chair and possibly one or more Deputy Chairs, unless the Shareholders' Meeting has already done so.</p> <p>15.2 The Board of Directors may appoint one or more managing Directors.</p> <p>15.3 The Chair holds office for the duration of the Board's term of office and is eligible for re-election.</p> <p>15.4 The Chair of the Board of Directors convenes the Board of Directors, establishes its agenda, coordinates its proceedings, and ensures that adequate information on the items on the agenda is provided to all directors in a timely manner. The Chair of Board of Directors appoints a secretary, who need not be a member thereof.</p> <p>15.5 The Board of Directors may establish an executive committee and/or other committees with specific functions and tasks, determining their composition and mode of operation.</p> <p>15.6 The Board of Directors may also appoint one or more General Managers.</p> | <p><u>Article 15</u></p> <p>Chair of the Board of Directors and Delegated Bodies</p> <p>15.1 The Board of Directors shall elect from among its members a Chair and possibly one or more Deputy Chairs, unless the Shareholders' Meeting has already done so.</p> <p>15.2 The Board of Directors may appoint grant powers to one or more managing Directors. <u>Pursuant to paragraph 5 of Article 2381 of the Italian Civil Code, the managing bodies refer to the Board of Directors and the Board of Statutory Auditors, in accordance to the applicable terms, the general business performance and its predictable development, as well as the more relevant transaction, for their dimensions and characteristics, carried out by the company and its subsidiaries.</u></p> <p>15.3 The Chair holds office for <u>three financial years or for the entire term of office</u> of the Board, <u>if different</u>, and may be re-elected.</p> <p>15.4 The Chair of the Board of Directors convenes the Board of Directors, establishes its agenda, coordinates its proceedings, and ensures that adequate information on the items on the agenda is provided to all directors in a timely manner. The Chair of Board of Directors appoints a secretary, who need not be a member thereof.</p> <p>15.5 The Board of Directors may establish an executive committee and/or other committees with specific functions and tasks, determining their composition and</p> |

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| | <p>mode of operation.</p> <p>15.6 The Board of Directors may also appoint one or more General Managers.</p> |
| <p><u>Article 17</u></p> <p>Meetings and resolutions of the Board of Directors</p> <p>17.1 The Board of Directors meets, also outside the registered office, as a rule at least once every three months and whenever the Chair deems it appropriate or when at least two directors or one director to whom delegated powers have been granted make a written and reasoned request.</p> <p>17.2 The Board of Directors may also be convened by at least one statutory auditor, with prior notification to the Chair.</p> <p>17.3 The Board of Directors is convened by means of written notice accompanied by all the elements useful for deliberation and sent at least 3 (three) days or, in case of urgency, at least 1 (one) day before the date set for the meeting by registered letter with advice of receipt, telegram, telefax, telex, e-mail or equivalent means, provided that proof of receipt is given.</p> <p>17.4 In any case, the Board of Directors shall be duly constituted, also in the absence of any formal call, if all its members and the standing members of the Board of Statutory Auditors are in attendance.</p> <p>17.5 Meetings of the Board of Directors are chaired by the Chair and, in their absence or if they are otherwise unable to attend, by the Deputy Chair. If there are multiple Deputy Chairs, the oldest Deputy Chair in age takes precedence. Failing this, another director designated by the Board of Directors will act in their stead.</p> | <p><u>Article 17</u></p> <p>Meetings and resolutions of the Board of Directors</p> <p>17.1 The Board of Directors meets, also outside the registered office, as a rule at least once every three months and whenever the Chair deems it appropriate or when at least two directors or one director to whom delegated powers have been granted make a written and reasoned request.</p> <p>17.2 The Board of Directors may also be convened by at least one statutory auditor, with prior notification to the Chair.</p> <p>17.3 The Board of Directors is convened <u>convened</u> by means of written notice accompanied by <u>by</u> all the elements useful for deliberation and sent at least 3 (three) days or, in case of urgency, at least 1 (one) day before the date set for the meeting by registered letter with advice of receipt, telegram, telefax, telex, certified <u>or ordinary</u> e-mail or <u>in any case</u> equivalent means, provided that proof of receipt is given <u>in this latter case</u>.</p> <p>17.4 In any case, the Board of Directors shall be duly constituted, also in the absence of any formal call, if all its members and the standing members of the Board of Statutory Auditors are in attendance.</p> <p>17.5 Meetings of the Board of Directors are chaired by the Chair and, in their absence or if they are otherwise unable to attend, by the Deputy Chair, <u>if appointed</u>. If there are multiple Deputy Chairs, the oldest Deputy Chair in age takes</p> |



17.6 Pursuant to Article 150 of Italian Consolidated Law on Finance and, in any case, any legal or regulatory provision in force, during meetings, the directors to whom powers have been delegated must report at least quarterly to the Board of Directors and the Board of Statutory Auditors verbally, or, when the Chair deems it appropriate, in a written report, on the general performance of operations and its foreseeable outlook, as well as on the most significant transactions, due to their size or characteristics, carried out by the Company or its subsidiaries, and each director must report any interest he/she may have, on his/her own behalf or on behalf of third parties, in a given Company transaction.

17.7 On the basis of the information received, the Board of Directors assesses the adequacy of the organisational, administrative and accounting structure of the Company, examines strategic, business and financial plans and assesses, on the basis of the report of the Delegated Bodies, the company's general performance.

17.8 A majority of Board members in office must be present for the Board of Directors' resolutions to be valid.

17.9 Resolutions are passed by an absolute majority of those present and, in the event of a tie, the vote of the person chairing the meeting prevails.

17.10 The Board meetings are validly constituted also when held by means of audioconference and/or videoconference, provided that all participants can be identified by the Chair and the other participants, that they are able to follow the discussion, to intervene in real time in the discussion of the items in question,

precedence chairs the meeting. Failing this, another director designated by the Board of Directors will act in their stead.

17.6 Pursuant to Article 150 of Italian Consolidated Law on Finance and, in any case, any ~~legal or regulatory provision in force~~ **from time to time** in force ~~applicable to the Company,~~ **during meetings,** the directors ~~to whom powers have been delegated~~ must report at least quarterly ~~to the Board of Directors and the Board of Statutory Auditors verbally,~~ **or, when the Chair deems it appropriate in a written report, on the general performance of operations and its foreseeable outlook, as well as** on the most significant transactions, due to their size or characteristics, carried out by the Company or its subsidiaries; **in particular, they report on the transactions in which they have an interest, on their own account or on behalf of third parts, or that are influenced by the subject exercising direction and coordination** ~~and each director must report any interest he/she may have, on their own behalf or on behalf of third parties, in a given Company transaction.~~

17.7 On the basis of the information received, the Board of Directors assesses the adequacy of the organisational, administrative and accounting structure of the Company, examines strategic, business and financial plans and assesses, on the basis of the report of the Delegated Bodies, the company's general performance.

17.8 A majority of Board members in office must be present for the Board of Directors' resolutions to be valid.

17.9 Resolutions are passed by an

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| <p>and to receive, transmit or view documents.</p> <p>17.11 The resolutions of the Board of Directors shall be recorded in minutes signed by the Chair of the meeting and the secretary.</p> | <p>absolute majority of those present and, in the event of a tie, the vote of the person chairing the meeting prevails.</p> <p>17.10 The Board meetings will be <u>are</u> validly constituted also when held by means of audioconference and/or videoconference, provided that all participants can be identified by the Chair and the other participants, that they are able to follow the discussion, to intervene in real time in the discussion of the items in question, and to receive, transmit or view documents.</p> <p>17.11 The resolutions of the Board of Directors shall be recorded in minutes signed by the Chair of the meeting and the secretary.</p> |
| <p><u>Article 18</u></p> <p>Powers of the board of directors</p> <p>18.1 The Board of Directors is vested, without any limitation, with the broadest powers for the ordinary and extraordinary management of the Company, with the power to perform all acts, including acts of disposal, deemed appropriate for the achievement of the corporate purposes, excluding only those reserved by law to the Shareholders' Meeting.</p> <p>18.2 The Board of Directors also has the power, in addition to issuing non-convertible bonds, to resolve on the matters set forth in Article 2365, second paragraph, of the Italian Civil Code.</p> <p>18.3 Legal representation of the Company before any judicial or administrative authority or third parties, as well as the corporate signing authority pertain to the Chief Executive Officer, if appointed, and, where this has not been appointed, to the Chair of the Board of Directors.</p> <p>18.4 The Chief Executive Officer may</p> | <p><u>Article 18</u></p> <p>Powers of the board of directors</p> <p>18.1 The Board of Directors is vested, without any limitation, with the broadest powers for the ordinary and extraordinary management of the Company, with the power to perform all acts, including acts of disposal, deemed appropriate for the achievement of the corporate purposes, excluding only those reserved by law to the Shareholders' Meeting.</p> <p>18.2 The Board of Directors also has the power, in addition to issuing non-convertible bonds, to resolve on the matters set forth in Article 2365, second paragraph, of the Italian Civil Code.</p> <p>18.3 Legal representation of the Company before any judicial or administrative authority or third parties, as well as the corporate signing authority pertain to the Chief Executive Officer, if appointed, and, where this has not been appointed <u>or, in their absence</u>, to the Chair of the Board of Directors.</p> |

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| <p>also appoint attorneys for the performance of specific acts and transactions or categories of acts and transactions, determining their powers and remuneration.</p> | <p>18.4 The Chief Executive Officer may also appoint attorneys for the performance of specific acts and transactions or categories of acts and transactions, determining their powers and remuneration, if any.</p> |
| <p><u>Article 20</u></p> <p>Related party transactions</p> <p>20.1 Transactions with related parties are concluded in compliance with the procedure approved by the Board of Directors pursuant to the laws and regulations in force from time to time.</p> <p>20.2 In cases of urgency - possibly also connected to situations of corporate crisis - the procedures may provide for special modes for the conclusion of transactions with related parties, as an exception to the ordinary rules, in compliance with the conditions established by the laws and regulations applicable from time to time.</p> | <p><u>Article 20</u></p> <p>Related party transactions</p> <p>20.1 Transactions with related parties are concluded in compliance with the procedure approved by the Board of Directors in application of the law including regulations in force from time to time <u>in compliance with the provisions in force from time to time applicable to the Company.</u></p> <p>20.2 In cases of urgency - possibly also connected to situations of corporate crisis - the procedures may provide for special modes for the conclusion of transactions with related parties, as an exception to the ordinary rules, in compliance with the conditions established by the laws and regulations applicable <u>provisions from time to time in force applicable to the Company.</u></p> |
| <p><u>Article 21</u></p> <p>Board of Statutory Auditors</p> <p>21.1 The Board of Statutory Auditors is composed of 3 (three) standing members and 2 (two) alternate members. The minority elects one standing statutory auditor, who will assume the position of Chair of the Board of Statutory Auditors, and one alternate statutory auditor.</p> <p>21.2 All statutory auditors must be enrolled in the Register of auditors, must meet all further requirements under current laws and regulations, and must have exercised the activity of statutory</p> | <p><u>Article 21</u></p> <p>Board of Statutory Auditors</p> <p>21.1 The Board of Statutory Auditors is composed of <u>of</u> 3 (three) standing members and of <u>of</u> 2 (two) alternate members. The minority elects one standing statutory auditor, who will assume the position of Chair of the Board of Statutory Auditors, and one alternate statutory auditor.</p> <p>21.2 All statutory auditors must be enrolled in the Register of auditors, must meet all further requirements under current laws and regulations <u>the</u></p> |

audit for a period of no less than three years.

21.3 The Statutory auditors shall remain in office for three financial years and may be re-elected. The Shareholders' Meeting appoints the Statutory Auditors and the Chair of the Board of Statutory Auditors in compliance with any regulations in force from time to time, including those set forth in codes of conduct drawn up by the management companies of regulated markets to which the Company adheres pertaining to gender balance and determines their remuneration.

21.4 Appointment of the Board of Statutory Auditors takes place on the basis of slates filed at the Company's registered office under penalty of forfeiture within the terms envisaged by the laws and regulations in force from time to time, in which the candidates are listed by means of a progressive number. The list consists of two sections: one for candidates for the office of standing statutory auditor, the other for candidates for the office of alternate statutory auditor.

21.5 Slates presenting a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, in accordance with any legal provisions in force or codes of conduct drawn up by companies managing regulated markets to which the Company adheres.

21.6 Only shareholders who, alone or together with others, own voting shares representing a percentage no lower than the percentage envisaged by the regulations in force for the submission of slates of candidates for the election of the Company's Board of Directors are entitled to submit slates. This ownership quota

provisions in force from time to time applicable to the Company and must have exercised the activity of statutory audit for a period of no less than three years.

21.3 The Statutory auditors shall remain in office for three financial years and may be re-elected. The Shareholders' Meeting appoints the Statutory Auditors and the Chair of the Board of Statutory Auditors ~~in compliance with any regulations in force from time to time, including those set forth in codes of conduct drawn up by the management companies of regulated markets to which the Company adheres pertaining to gender balance~~ and determines ~~their~~ remuneration.

21.4 Appointment of the Board of Statutory Auditors takes place on the basis of slates filed at the Company's registered office within the terms envisaged by ~~the laws and regulations in force from time to time~~, **by the provisions in force from time to time applicable to the Company, including those regarding gender balance**, in which the candidates are listed by means of a progressive number. The list consists of two sections: one for candidates for the office of standing statutory auditor, the other for candidates for the office of alternate statutory auditor.

21.5 Slates presenting a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, in ~~accordance within compliance with~~ any ~~legal provisions~~ in force **from time to time** or ~~codes of conduct drawn up by companies managing regulated markets to which~~ **applicable to the Company** ~~the Company adheres~~.

must be proven by appropriate certificates that must be produced, if not available on the day on which the slates are filed, within the deadline set forth by the regulations in force for the publication of the slates by the Company. All this shall be mentioned in the notice of convocation.

21.7 Each shareholder, as well as shareholders linked by control or connection relationships pursuant to the Italian Civil Code or who adhere to a shareholders' agreement concerning the Company's shares, may not submit or vote for more than one slate, not even through a third party or trust company. Each candidate can appear on only one slate, under penalty of ineligibility.

21.8 Candidates may be listed in slates who do not hold more offices than those permitted by the applicable regulations and who meet the requirements of honourableness, professionalism and independence established by Italian Decree No. 162 of 30 March 2000 and, in any case, by any legislative or regulatory provision in force from time to time and by this article. Outgoing statutory auditors may be re-elected.

21.9 The slates must also be accompanied by:

(i) information on the identity of the shareholders submitting the slate, with the indication of the total percentage of shares they hold;

(ii) a declaration from shareholders other than those who hold, also collectively, a controlling interest or a relative majority, attesting to the absence of any relationship with the latter, as provided for by the current provisions.

(iii) exhaustive information on the personal

21.6 Only shareholders who, alone or together with others, own voting shares representing a percentage no lower than the percentage envisaged by the regulations in force **from time to time** for the submission of slates of candidates for the election of the Company's Board of Directors are entitled to submit slates. This ownership quota must be proven by appropriate certificates that must be produced, if not available on the day on which the slates are filed, within the deadline set forth by the regulations in force for the publication of the slates by the Company. All this shall be mentioned in the notice of convocation.

21.7 Each shareholder, as well as shareholders linked by control or connection relationships pursuant to the Italian Civil Code or who adhere to a shareholders' agreement concerning the Company's shares, may not submit or vote for more than one slate, not even through a third party or trust company. Each candidate can appear on only one slate, under penalty of ineligibility.

21.8 Candidates may be listed in slates who do not hold more offices than those permitted by the applicable regulations and who meet the requirements of honourableness, professionalism and independence established by Italian **Ministerial** Decree No. 162 of 30 March 2000 and, in any case, ~~by any legislative or regulatory provision in force from time to time and by this article.~~ **Outgoing statutory auditors are eligible for re-election in accordance with the provisions from time to time** in force applicable to the Company, **even regarding gender balance.**

21.9 The slates must also be accompanied

and professional characteristics of the candidates and declarations in which the individual candidates accept the candidature and certify, under their own responsibility, that they meet the regulatory and statutory requirements for the respective offices;

(iv) the list of directorships and auditing positions held by the candidates in other companies with the undertaking to update this list at the date of the Shareholders' Meeting;

(v) any other document or information required by law. Candidates who do not comply with the above regulations are ineligible.

In the event that, at the deadline for term provided by legal and regulatory provisions applicable for the filing of slates, only one slate has been filed, or only lists submitted by shareholders who are connected with each other pursuant to the laws and regulations in force, slates may be submitted up to the next deadline established by the regulations in force. In this case, the percentage shareholding in the Company's capital required for the submission of slates by this provision of the Articles of Association is reduced to half.

21.10 Statutory auditors shall be elected as follows:

1. two standing statutory auditors and one alternate statutory auditor shall be drawn from the slate that received the highest number of votes at the Shareholders' Meeting, based on the sequential order in which they are listed in the sections of the slate;

2. the remaining standing statutory auditor, who shall hold the office of Chair of the Board of Statutory Auditors, and the remaining alternate statutory auditor shall be

by:

(i) information on the identity of the shareholders submitting the slate, with the indication of the total percentage of shares they hold;

(ii) a declaration from shareholders other than those who hold, also collectively, a controlling interest or a relative majority, attesting to the absence of any relationship with the latter, as provided for by the current provisions.

(iii) exhaustive information on the personal and professional characteristics of the candidates and declarations in which the individual candidates accept the candidature and certify, under their own responsibility, that they meet the regulatory and statutory requirements for the respective offices;

(iv) the list of directorships and auditing positions held by the candidates in other companies with the undertaking to update this list at the date of the Shareholders' Meeting;

(v) any other document or information required by ~~law~~ **by the provisions from time to time in force applicable to the Company.**

Candidates who do not comply with the above regulations are ineligible.

In the event that, at the deadline for the term provided by ~~legal and regulatory provisions~~ **from time to time in force applicable to the Company** for the filing of slates, only one slate has been filed, or only lists submitted by shareholders who are connected with each other ~~pursuant to the laws and regulations in force~~, slates may be submitted up to the next deadline established by the regulations in force. In this case, the percentage shareholding in the Company's capital required for the

elected, in compliance with the applicable regulations, in the order in which they are listed in the slate sections, from the second list that obtained the second highest number of votes at the Shareholders' Meeting and that is not associated in any way, not even indirectly, in accordance with the laws and regulations in force at the time, with those who submitted or voted for the slate pursuant to point 1 above. In the event of a tie among several slates, a new vote shall be held by the Shareholders' Meeting, and the candidates obtaining a simple majority of the votes shall be elected.

21.11 If only one slate is submitted, the entire Board of Statutory Auditors shall be drawn from it with the majorities prescribed by law.

21.12 If as a result of the application of the slate voting mechanism indicated above, the composition of the Board of Statutory Auditors does not comply with the regulations on gender balance, the Shareholders' Meeting shall proceed to appoint statutory auditors with the necessary requirements to replace the candidates without such requirements included in the slate to which the persons to be replaced belonged.

21.13 If the legal and statutory prerequisites are no longer met, the statutory auditor shall forfeit their office.

21.14 In the event of the replacement of a statutory auditor, the alternate statutory auditor selected from the same slate as the outgoing statutory auditor, who has confirmed they meet the requisites for the office, shall take over until the expiry of the term of office of the statutory auditors in office, so as to comply with the provisions of the regulations in force from time to time on gender balance, as

submission of slates by this provision of the Articles of Association is reduced to half.

21.10 Statutory auditors shall be elected as follows:

1. two standing statutory auditors and one alternate statutory auditor shall be drawn from the slate that received the highest number of votes at the Shareholders' Meeting, based on the sequential order in which they are listed in the sections of the slate;

2. the remaining standing statutory auditor, who shall hold the office of Chair of the Board of Statutory Auditors, and the remaining alternate statutory auditor shall be elected, ~~in compliance with the applicable regulations,~~ in the order in which they are listed in the slate sections, from the second list that obtained the second highest number of votes at the Shareholders' Meeting and that is not associated in any way, not even indirectly, ~~in accordance with the laws and regulations in force from time to time,~~ with those who submitted or voted for the slate pursuant to point 1 above. In the event of a tie among several slates, a new vote shall be held by the Shareholders' Meeting, and the candidates obtaining a simple majority of the votes shall be elected.

21.11 If only one slate is submitted, the entire Board of Statutory Auditors shall be drawn from it with the majorities prescribed by law.

21.12 If as a result of the application of the slate voting mechanism—~~indicated above,~~ the composition of the Board of Statutory Auditors does not comply with the regulations on gender balance in force from time to time, the Shareholders' Meeting shall proceed to appoint statutory auditors with the necessary requirements to replace the candidates without such

specified above, in the composition of the Board. If the aforementioned replacement does not allow for compliance with the current regulations on gender balance, as specified above, the Shareholders' Meeting will proceed with the appointment of a statutory auditor who meets the requirements to ensure compliance with these regulations.

21.15 If the Chair is replaced, this office will be taken over by the statutory auditor replacing them.

21.16 It is understood that the chair of the Board of Statutory Auditors shall remain with the minority statutory auditor.

21.17 The foregoing rules on the election of statutory auditors by slate voting do not apply to Shareholders' Meetings that must appoint the standing and/or alternate auditors required to complete the Board of Statutory Auditors. In such cases, the Shareholders' Meeting resolves with a majority vote, in compliance with the principle of necessary minority representation. Replacement procedures must in any case ensure compliance with the rules on gender balance applicable from time to time, as specified above.

21.18 In addition to the duties envisaged by the provisions in force, the Board of Statutory Auditors has the power to express non-binding opinions on the information received from the Board of Directors concerning the most significant economic, financial and equity transactions carried out by the Company or its subsidiaries, as well as on transactions with related parties.

21.19 The meetings of the Board of Statutory Auditors are validly constituted also when held by means of audioconference and/or videoconference, provided that all

requirements included in the slate to which the persons to be replaced belonged.

21.13 If the legal and statutory prerequisites are no longer met, the statutory auditor shall forfeit their office.

21.14 In the event of the replacement of a statutory auditor, the alternate statutory auditor selected from the same slate as the outgoing statutory auditor, who has confirmed they meet the requisites for the office, shall take over until the expiry of the term of office of the statutory auditors in office, so as to comply with the provisions of the regulations in force from time to time on gender balance, ~~as specified above,~~ in the composition of the Board. If the aforementioned replacement does not allow for compliance with the current regulations on gender balance, ~~as specified above,~~ the Shareholders' Meeting will proceed with the appointment of a statutory auditor who meets the requirements to ensure compliance with these regulations.

21.15 If the Chair is replaced, this office will be taken over by the statutory auditor replacing them.

21.16 It is understood that the chair of the Board of Statutory Auditors shall remain with the minority statutory auditor.

21.17 The foregoing rules on the election of statutory auditors by slate voting do not apply to Shareholders' Meetings that must appoint the standing and/or alternate auditors required to complete the Board of Statutory Auditors. In such cases, the Shareholders' Meeting resolves with a majority vote, in compliance with the principle of necessary minority representation. Replacement procedures must in any case ensure compliance with

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| <p>participants can be identified by the Chair and the other participants, that they are able to follow the discussion, to intervene in real time in the discussion of the items in question, and to receive, transmit or view documents.</p> | <p>the rules from time to time regulations in force on gender balance as specified above.</p> <p>21.18 In addition to the duties envisaged by the provisions in force, the Board of Statutory Auditors has the power to express non-binding opinions on the information received from the Board of Directors concerning the most significant economic, financial and equity transactions carried out by the Company or its subsidiaries, as well as on transactions with related parties.</p> <p>21.19 The meetings of the Board of Statutory Auditors are validly constituted also when held by means of audioconference and/or videoconference, provided that all participants can be identified by the Chair and the other participants, that they are able to follow the discussion, to intervene in real time in the discussion of the items in question, and to receive, transmit or view documents.</p> |
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3.3 Information as to the recurrence of a right to withdrawal

The proposed amendments pursuant to Article 2, 6, 9, 11, 12, 13, 14, 15, 17, 18, 20 and 21 of the Articles of Association do not entail the right of withdrawal pursuant to Article 2437 of the Italian Civil Code for those shareholders who did not take part in the resolutions covered by this Explanatory Report as none of the cases envisaged by the above mentioned regulation do not apply.

4. Proposed resolution

Dear Shareholders,

In light of the above, the Board of Directors invites you to pass the following resolution:

“The Extraordinary Shareholders’ Meeting of The Italian Sea Group S.p.A.:

- *having acknowledged the Explanatory Report of the Board of Directors with reference to item no.2 on the agenda of the Extraordinary Shareholders’ Meeting (the “Report”);*
- *having shared the reasons for the proposals contained in the Report;*

RESOLVES

1. *to amend articles 6 and 10 of the Articles of Association, also carrying out the formal revision of the numbering system of all Articles of Association, with the additional revision, other than the aforementioned Articles 6 and 10, of Articles 2, 9, 11, 12, 13, 14, 15, 17, 18, 20 and 21 of the Articles of Association, all of the above as per the texts proposed in the Report and, therefore, to adopt the new text of the Company's Articles of Association as set forth in the Report;*
2. *to grant severally to the Chair of the Board of Directors, Filippo Menchelli, and to the Chief Executive Officer, Giovanni Costantino, all the powers necessary or also only appropriate, with the power to sub-delegate in accordance with the law, for the full execution of this resolution, as well as to fulfil the necessary formalities, including the registration of the resolution in the Companies Register with the power to make any non-substantial amendments, additions or deletions that may be required also at the time of registration and, in general, all that is necessary for the full execution of the same resolution (also for the purpose of fulfilling any formalities, deeds, filing of petitions or documents, required by the competent market Supervisory Authorities and/or the provisions of law or regulations however applicable);*
3. *to confer severally to the Chair of the Board of Directors, Filippo Menchelli, and to the Chief Executive Officer, Giovanni Costantino, the widest powers, in compliance with the provisions of the law, for the adoption of a regulation for the management of the Special List in order to further detail the procedures for the registration, keeping and updating of the Special List, providing for the publication thereof on the Company's website, as well as for the appointment of the person in charge of managing the Special List".*

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This Report will be filed at the Company's registered office in Marina di Carrara, Carrara (MS), Viale C. Colombo 4bis, and will also be made available on the Company's website <https://investor.theitalianseagroup.com/>, section "Corporate Governance"/"Annual General Meeting".

Marina di Carrara, Carrara (MS), 31 May 2024

The Chair of the Board of Directors
(Filippo Menchelli)