

Repertory No. 89029

File No. 33879

**MINUTES OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS'  
MEETING BANCA IFIS S.p.A.**

**ITALIAN REPUBLIC**

On December 12 (twelve)2024(two thousand and twenty-four), in Venice-Mestre, at my office located at Corte dell'Orologio No. 1, at 18(eighteen) o'clock,

I, the undersigned **STEFANO BANDIERAMONTE**, Notary in Mestre, registered with the Notarial District of Venice, proceed with the drafting and signing, pursuant to Article 2375 of the Italian Civil Code and in accordance with the other applicable provisions, of the minutes of the shareholders' meeting (hereinafter also referred to as the "Meeting") of - "BANCA IFIS S.p.A.", a joint-stock company established in Italy under Italian law, with its registered office in Venice-Mestre (VE), Via Terraglio No. 63, share capital of EUR 53,811,095.00 (fifty-three million eight hundred eleven thousand ninety-five point zero zero), fully paid-in, divided into 53,811,095 (fifty-three million eight hundred eleven thousand ninety-five) shares with a nominal value of EUR 1.00 (one point zero zero) each, registered with the Companies Register of Venice Rovigo under Tax Code and registration number 02505630109, an Italian company listed in the Register of Banks maintained by the Bank of Italy under No. 5508, hereinafter referred to as the "**Company**" or the "**Bank**", parent company of the Banca Ifis Banking Group, whose shares are listed on Euronext Milan, a market organised and managed by Borsa Italiana S.p.A., STAR segment Milan

**HELD ON 28 NOVEMBER 2024**

**at the meeting venue located at the registered office of the Company in Venice-Mestre, Via Terraglio No. 63,** with my constant and continuous participation in the proceedings of the meeting.

It is therefore recorded that the aforementioned meeting took place as indicated above, pursuant to Article 2375 of the Italian Civil Code and in compliance with the other applicable provisions

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"On 28 (twenty-eight) November 2024 (two thousand and twenty-four), at nine o'clock and seven minutes, at the meeting venue located at the registered office of the Company in Venice-Mestre, Via Terraglio No. 63, the extraordinary shareholders' meeting of the Company "BANCA IFIS S.p.A.", as indicated above, was convened.

Taking the floor, the Chairman of the Board of Directors of the Company, FÜRSTENBERG Fassio Ernesto, born in Genoa (GE) on 23 February 1981 (hereinafter referred to as the "Chairman"), present at the registered office of the Company in Venice-

Mestre, Via Terraglio No. 63, where the meeting was held,  
- also on behalf of the other members of the Board of Directors and the Board of Statutory Auditors, extends a warm greeting to those present and thanks them for their participation;  
- notes that this meeting is held exclusively through the participation of the Designated Representative, and - for those entitled to participate - also via telecommunication means;  
- accordingly, pursuant to the Articles of Association, assumes the chairmanship of the Meeting and appoints Notary Stefano Bandieramonte as secretary of the meeting (the notary being present at the venue where the meeting is held and who will draft the minutes in the form of a public notarial deed, including for the ordinary part of the meeting, as there are no objections), hereinafter referred to as the "Secretary".

The Chairman recalls that the Meeting has been convened to discuss and deliberate on the following:

#### **AGENDA**

##### **Extraordinary Part**

**1) Amendments to the Articles of Association. Related and consequent resolutions.**

##### **Ordinary Part**

**1) Integration of fees in favour of the independent auditing firm PWC. Related and consequent resolutions.**

The Chairman therefore asked the Secretary to read out certain warnings, before the agenda, and to confirm that the preliminary formalities necessary for the purpose of ascertaining that it had been duly convened and that quorum requirements had been met, allowing it to duly form and resolve.

It is therefore acknowledged:

--- that the Company has decided to avail itself of the option provided for in Article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020, converted into law with amendments by Law No. 27 of 24 April 2020 (the effectiveness of which was, most recently, extended to include shareholders' meetings held by 31 December 2024, by Article 11, paragraph 2, of Law No. 21 of 5 March 2024, known as the "Capital Law" ("Decreto Cura Italia"), allowing participation in the Meeting by those entitled to vote exclusively through the representative designated by the Company pursuant to Article 135-undecies of the Consolidated Law on Finance (TUF) (hereinafter also referred to as the "Designated Representative"), to whom it was also possible to grant proxies and/or sub-proxies pursuant to Article 135-novies of the TUF, notwithstanding Article 135-undecies, paragraph 4, of the same decree;

--- that the Shareholders' Meeting is recorded for the sole purpose of facilitating the drafting of the minutes and that

the recordings, once the minutes have been completed, will be erased; it is specified that the processing of personal data is carried out in compliance with current legislation (EU Regulation no. 2016/679), it being understood that, as provided for by Article 6 of the Shareholders' Meeting regulations, no other recording equipment of any kind, including photographic equipment and similar devices and mobile phones, could be brought into the location where the meeting was being held, without the Chairman's specific authorisation;

--- that the Shareholders' Meeting of Banca Ifis S.p.A., (the "Company" or the "Bank"), parent company of the Banca Ifis Banking Group, whose shares are listed on Euronext Milan, a market organised and managed by Borsa Italiana S.p.A., STAR segment Milan, has been duly convened, in a single session, for 28 November 2024 at 9:00 AM at the Company's registered office in Venice-Mestre, Via Terraglio No. 63, with notice made available to the public at the Bank's registered office, on the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com), as well as on the Company's website, and published as an excerpt in the daily newspaper Italia Oggi on 23 October 2024;

--- that the notice of meeting indicated the right of shareholders, if the conditions are met, to request the supplementation of the agenda and submit new resolution proposals pursuant to Art.126-bis of the CLF and that this right has not been exercised by any shareholder;

--- that, for the purposes of this Shareholders' Meeting, the Company identified Società Monte Titoli S.p.A. - with registered office at Piazza degli Affari 6, 20121 Milan ("Monte Titoli") - as the shareholder representative appointed by the Company, pursuant to Art.135-undecies of the CLF (the "Designated Representative"), to whom the shareholders had the power to grant proxies pursuant to Art.135-undecies of the CLF, without charge to them and proxies or sub-proxies pursuant to Article 135-novies of the CLF. The Designated Representative, represented by Dr. Claudia Ambrosini, participated through the use of telecommunication means ensuring identification, in compliance with the applicable and prevailing regulations, and reported having received 352 (three hundred and fifty-two) proxies. Consequently, as communicated by the Designated Representative at nine o'clock and fourteen minutes, and as confirmed by the Chairman (document attached to the minutes under letter "A"), there are 298 (two hundred and ninety-eight) eligible participants in the Meeting represented by the Designated Representative, holding a total of 36,761,287 (thirty-six million seven hundred sixty-one thousand two hundred and eighty-seven) ordinary shares, duly deposited and entitled to vote, representing 68.315% (sixty-eight point three one five percent) of the 53,811,095 (fifty-three million eight hundred eleven thousand ninety-five) ordinary shares

comprising the share capital;

--- that the names of the shareholders participating in the Meeting, represented by the Designated Representative, along with the respective number of shares and the percentage of share capital, are documented in the materials expressly included in these minutes and attached under letter "B";

--- that the Designated Representative has declared that it has no interest on its own behalf or on behalf of third parties with respect to the proposed resolutions on the agenda;

--- that, in view of the manner in which this Shareholders' Meeting is being held, no questions are to be submitted today, and that no questions have been duly submitted and received prior to the Shareholders' Meeting;

--- that records and documents were filed, the notices required by law were issued, and market disclosure obligations were fulfilled;

--- that the current paid-up share capital is Euro 53,811,095.00 (fifty-three million eight hundred and eleven thousand nine hundred and ninety-five point zero zero zero zero) represented by no. 53,811,095 (fifty-three million eight hundred and eleven thousand nine hundred and ninety-five) registered ordinary shares of Euro 1.00 (one point zero zero zero) each;

--- that to obtain a Shareholders' Meeting admission ticket, communications from intermediaries relating to shares were produced pursuant to the Articles of Association;

--- that, pursuant to current personal data protection provisions, the personal data of the Shareholders' Meeting's participants are collected and processed by the Company exclusively for the purposes of fulfilling Company and Shareholders' Meeting obligations, in such a way that guarantees that the data will be kept secure and confidential;

--- that, considering the modalities of the Meeting, the number of individuals entitled to exercise voting rights at the start of the Meeting will be the same as those present at its conclusion, making it unnecessary to update the number of attendees before each vote;

--- that the Designated Representative has nonetheless been instructed to indicate, for each vote, the number of shares for which no voting instructions have been given, in order to exclude such shares from the calculation of the majority and capital percentage required for the approval of resolutions, pursuant to paragraph 3 of Article 135-undecies of the TUF;

--- that, for proper recording of the minutes, the Designated Representative, as the only participant connected via telecommunication means, has been requested to remain connected continuously and not to disconnect, with instructions to report any interruptions in the connection, and the individuals present in the room have been asked not to leave the room;

--- that, pursuant to the Shareholders' Meeting Regulations and current legislation and regulations on the matter, the legitimacy of those present (in the manner indicated) to contribute and vote in the Shareholders' Meeting had been verified;

- that as of today, according to the results of the Shareholders Book, supplemented by the communications received pursuant to art.120 of the CLF, and by other information made available, showed that the shareholder with a shareholding greater than the legal threshold of 3% (three) of the subscribed share capital and represented by shares with voting rights is:

-- "LA SCOGLIERA SA", holder of 27,174,347 (twenty-seven million, one hundred and seventy-four thousand, three hundred and forty-seven) ordinary shares equal to 50,50% (fifty point five zero percent) of the share capital;

-- Riccardo Preve, holder of 1,892,000 (one million eight hundred and ninety-two thousand) ordinary shares equal to 3.516% (three point five hundred and sixteen percent);

--- that no agreements were brought to the Company's attention regarding Art.122 of the CLF;

--- that as of today's date the Company holds 1,238,886 (one million two hundred and thirty-eight thousand eight hundred and eighty-six) treasury shares (equal to 2.302% (two point three hundred and two per cent) of the share capital), the voting rights of which are suspended pursuant to Art.2357-ter, paragraph 2 of the Civil Code. Therefore, as of today, the number of voting rights exercisable at the Shareholders' Meeting is 52,572,209 (fifty-two million five hundred and seventy-two thousand two hundred and ninety-nine). Treasury shares are however computed in capital in order to calculate the shares required for Shareholders' Meeting constitution and resolutions;

--- that the Appointed Representative Dr. Claudia Ambrosini is naturally present;

--- that from the Board of Directors, in addition to the Chairman Ernesto Furstenberg Fassio, also present in person at the venue of the Meeting are the Vice Chairman Simona Arduini, the Chief Executive Officer Frederik Geertman, and the Directors Antonella Malinconico, Nicola Borri, Beatrice Colleoni, Giovanni Meruzzi, Paola Paoloni, Luca Lo Giudice, as well as Roberta Gobbi and Monica Regazzi, the latter two having joined later and being present in the room at nine o'clock and twenty-seven minutes;

--- that the Directors Roberto Diacetti and Monica Billio are excused for their absence;

--- that the Chairman, Andrea Balelli, and the Standing Auditors Franco Olivetti and Annunziata Melaccio were present for the Board of Statutory Auditors in the room, at the place to which the Shareholders' Meeting had been convened and held;

--- that, in accordance with the law, available to the shareholders at the company office and on the website [www.bancaifis.it](http://www.bancaifis.it), in the "About us/Corporate Governance/Shareholders' Meeting" section, were the documents and information pursuant to Art.125-quater of the CLF;

--- that, in accordance with the law, the documents relating to the proposals concerning the items on the agenda pursuant to Art.125-ter of the CLF of this Shareholders' Meeting was made available to the public within the terms of the law at the Company's registered office and the authorised eMarket Storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com), as well as on the website [www.bancaifis.it](http://www.bancaifis.it) under "About us/Corporate Governance/Shareholders' Meeting";

--- that, in particular, among the documents made available to the public within the terms and in the manner prescribed by law as indicated above were the Board of Directors' Explanatory Report on proposals concerning items on the agenda pursuant to Art.125-ter of the Consolidated Law on Finance (TUF), as well as the reasoned proposal of the Board of Statutory Auditors concerning the ordinary matters on the agenda;

--- that the shareholders have had the possibility, having the right, to view all deeds deposited in the registered office and have been able to receive a copy;

--- that present in the room was Attorney Giuseppe Rumi, the Bank's legal counsel, assisting the Chairman and the Secretary;

--- that present in the room were General Counsel Lucia Martinoli, Rosalba Benedetto (Director of Communications, Marketing, Public Affairs & Sustainability - Chief of Staff and Chairman's Communication) and the two Co-General Managers (Raffaele Zingone Co-General Manager Chief Commercial Officer and Fabio Lanza Co-General Manager Chief Operating Officer);

--- that a number of the Company's employees and contract workers, including external ones, were present in the room for operational reasons, and also to assist the Company in recording the presence of shareholders and the votes;

--- that the Shareholders' Meeting Regulations, including the technical procedures for managing meeting works and voting, would be rigorously applied to this Shareholders' Meeting, as far as they are compatible with the current meeting method used in compliance with the provisions of the Articles of Association and the current regulations;

--- that the remote conferencing methods used guarantee the identification of those present and therefore enable the Company to verify whether or not this Shareholders' Meeting has been correctly constituted, the identity and legitimacy of the participating individuals, and whether or not voting and declaration of results have been correctly performed;

--- that votes be carried out by open ballot;

--- that the names of those who have not voted, voted against,

abstained or instructed the Designated Representative not to participate in one or more votes, would be listed in the these minutes and/or in the relevant annexes;

--- that, also for the ballot operations, as indicated above, the Company is helped by external collaborators who assist it in registering holdings and voting;

--- that before proceeding to address the items on the agenda, the Designated Representative will, if necessary, report any lack of entitlement to vote pursuant to the applicable regulations, which provide that:

i. anyone with a direct or indirect shareholding in a Company with shares listed on the Italian Stock Exchange which is greater than the threshold set by applicable legislation (and specifically 3% (three per cent) of the share capital with voting rights) must communicate this in writing to the Company and to CONSOB;

ii. specific legal and reporting requirements to the Bank of Italy apply to the acquisition of shareholdings in banks which, taking into account those already held, give rise to: a) a shareholding of 10% (ten per cent) or more, or to reaching or exceeding the thresholds of 20% (twenty per cent), 33% (thirty-three per cent) and 50% (fifty per cent) of the share capital or voting rights; b) the possibility of exercising significant influence over the management; c) control, regardless of the size of the shareholding;

iii. holders of significant shareholdings in banks must satisfy the requirements set out in applicable legislation and regulations and, if these requirements are not met, voting rights relating to shareholdings that exceed the thresholds of participation established by the regulations may not be exercised.

The President therefore declared that, based on the information available regarding rights to vote, the required checks were made and nobody declared that they were not entitled to vote and that, therefore, this Shareholders' Meeting was validly constituted and able to resolve on the items on the agenda. Since all the relevant documentation was made available to the public well in advance of the meeting date, it is proposed, unless otherwise advised by those present, to omit reading it and to refer to that documentation for all details regarding this proposed resolution:

- that the Illustrative Report of the Board of Directors contains the text of the Articles of Association in force in comparison with the text of the Articles of Association whose approval is proposed;

- that, with provision no. 1967203 dated 8 October 2024, the Bank of Italy issued confirmation under Article 56 of Legislative Decree no. 385 of 1 September 1993 ("TUB"), verifying that the proposed amendments to the Articles of

Association do not conflict with the principles of sound and prudent management.

The Chairman therefore moved on to the only item on the agenda of the Shareholders' Meeting:

**Extraordinary Part**

**1) Amendments to the Articles of Association. Related and consequent resolutions.**

Since documentation had been made available to the public well in advance of the date of the meeting, it was proposed, unless otherwise requested by other attendees, not to read it out to the meeting.

No one else taking the floor, the discussion on the sole item on the agenda for the extraordinary part is declared closed. Voting is then opened on item "1) Amendments to the Articles of Association. Related and consequent resolutions," and, at the invitation of the Chairman, the Secretary reads out the confirmation of the completion of the necessary formalities.

Accordingly:

- it is acknowledged that there are no changes in the number of individuals entitled to exercise voting rights;
- that the Chairman's request was reiterated for participants to declare if they do not have the right to vote in accordance with current legislation and Articles of Association, and invited the Designated Representative to identify any shareholder intending not to be counted in the calculation of the majority;
- it is acknowledged that no one has reported the existence of any impediments or restrictions on voting rights and that there are no changes in the number of shares for which the Designated Representative has received instructions regarding the agenda item being voted on;
- read out the following draft resolution:

*"The Shareholders' Meeting of Banca Ifis S.p.A., in an extraordinary session, having examined the explanatory report of the Board of Directors on the first and only item on the agenda of the Extraordinary Part, resolves*

*a) to amend Articles 6, 7, 9 and 11 of the Articles of Association, as per the "Proposed Text" in the Board of Directors' Explanatory Report and, to that effect, adopt the new text of the Articles of Association attached to the same Board of Directors' Report;*

*b) to grant a mandate to the Board of Directors for the possible adoption of a regulation for the management of the special list referred to in Article 143-quater of the Issuers' Regulation, regulating the procedures for its registration, maintenance and updating in compliance with the applicable rules and regulations and, in any case, such as to ensure the timely*



*exchange of information between shareholders, issuer and intermediary, and for the appointment of the person in charge of maintaining such special list;*

*c) to empower the Board of Directors to execute the above resolution, attributing to the Chief Executive Officer and the General Counsel, jointly and severally and with the right to sub-delegate, within the limits of the law, all power and authority to provide for whatever is necessary to implement the above resolution, as well as to carry out the necessary formalities, including the registration of the resolution in the Companies Register, so that the adopted resolution obtains the approvals required by law, with the power to introduce any non-substantial amendments, additions or deletions that may be required for the purpose, including during registration, and in general all that is necessary for the complete execution of the resolution itself with any and all powers for this purpose necessary and appropriate, none excluded and excepted, including for the purpose of fulfilling any formalities, acts, filing of petitions or documents, required by the competent Market Supervisory Authorities and/or by the provisions of law or regulations however applicable; and*

*d) to authorise the Chief Executive Officer and the General Counsel, severally and with the power to sub-delegate, to file and publish, in accordance with the law, the updated text of the Articles of Association with the changes made to the same following the previous resolution, and subject to the issuance of the order certifying that the amendments to the Articles of Association comply with the criteria of sound and prudent management pursuant to Art. 56 CBA by the Bank of Italy."*

The voting procedures through the Designated Representative are then recalled.

At nine o'clock and thirty minutes, the Chairman puts the resolution proposal just outlined to a vote.

A vote is then taken by the Designated Representative.

Upon the Chairman's announcement of the voting results, it is declared that the resolution proposal is approved by majority vote, with (all percentages of the share capital participating in the vote rounded for clarity):

- 29,615,494 (twenty-nine million six hundred fifteen thousand four hundred ninety-four) votes in favour, representing 80.562% (eighty point five six two percent) of the share capital participating in the vote;

- 7,145,793 (seven million one hundred forty-five thousand seven hundred ninety-three) votes against, representing 19.438% (nineteen point four three eight percent) of the share capital participating in the vote;

- no abstentions;

- and no non-voters,

noting that the names of shareholders who voted for, shareholders who voted against, and shareholders who abstained, and the related number of shares are shown in the documents attached to these minutes under letter "C".

The Chairman, having concluded the discussion of the extraordinary part of the agenda, requests the Secretary to attach the updated version of the Articles of Association to the minutes and, at nine o'clock and thirty-two minutes, declares that the Meeting will proceed to the discussion of the ordinary part of the agenda, specifically the first and only item of the ordinary part:

**Ordinary part**

**1) Integration of fees in favour of the independent auditing firm PWC. Related and consequent resolutions.**

The Chairman, noting that all the relevant documentation has been made available to the public within the timeframe prescribed by the applicable regulations, proposes, unless otherwise indicated, to forgo its reading and invites Dr. Andrea Balelli, Chairman of the Board of Statutory Auditors, to speak on the sole item on the agenda for the ordinary part of this Meeting.

Dr. Andrea Balelli, as Chairman of the Board of Statutory Auditors, takes the floor and delivers the following address:

*"The Board of Statutory Auditors has examined the requests from the Audit Firm and reviewed the positive assessments carried out by the relevant corporate departments of Banca Ifis, particularly with regard to the financial terms of the requested adjustments.*

*These adjustments amount to:*

- *EUR 10,000.00 for the financial statements per year; and*
- *EUR 20,000.00 for the consolidated financial statements per year,*

*and appear to be in line with the amounts previously paid to the former audit firm, EY, based on the evaluations conducted by the relevant corporate departments of Banca Ifis.*

*The Board, having considered the reasons adequately substantiated, and based on the analyses conducted and the opinions obtained, has expressed a favourable opinion on the proposed adjustment of the Audit Firm's fees as indicated above.*

*As a result of the above evaluations, the Board of Statutory Auditors submitted to the Shareholders' Meeting the proposal to accept the request for supplementary payment for the additional work carried out with regard to the financial statements and consolidated period 2023-2031."*

The Chairman thanks Dr. Balelli. As no one else takes the floor, the Chairman declares the discussion on the sole item of the agenda for the ordinary part of the Meeting closed. He opens the voting on item "1) Adjustment of fees in favour of

the Audit Firm PwC. Related and consequent resolutions," and, at the invitation of the Chairman, the Secretary reads out the confirmation of the completion of the necessary formalities.

Accordingly:

- it is acknowledged that there are no changes in the number of individuals entitled to exercise voting rights;
- that the Chairman's request was reiterated for participants to declare if they do not have the right to vote in accordance with current legislation and Articles of Association, and invited the Designated Representative to identify any shareholder intending not to be counted in the calculation of the majority;
- it is acknowledged that no one has reported the existence of any impediments or restrictions on voting rights and that there are no changes in the number of shares for which the Designated Representative has received instructions regarding the agenda item being voted on;
- read out the following draft resolution:  
*"The Shareholders' Meeting of Banca Ifis,*
  - *having acknowledged the application of the new ESEF (European Single Electronic Format) Regulation and the consequent introduction of the specific provisions concerning the preparation of the financial reports of issuers of securities admitted to trading on a regulated market in the European Union and that, in relation thereto, the independent auditing firm PwC S.p.A., entrusted with the statutory audit of the accounts for the period 2023-2031, made a request on 5 June 2023 for the integration of the fees relating to additional audit activities with respect to the services included in the proposal approved by the Ordinary Shareholders' Meeting of Banca Ifis S.p.A. on 28 April 2022, as formalised in the engagement letter of 5 April 2023;*
  - *having examined the reasoned proposal of the Board of Statutory Auditors containing the terms of the proposal of the aforesaid auditing firm and formulated on the basis of the positive assessments made by the competent corporate structures of Banca Ifis S.p.A.*

*resolves*

- a) *to ratify the above-mentioned Board decision to immediately recognise to the auditing firm PwC S.p.A. the amounts requested for the audit of the financial statements already carried out;*
- b) *to recognise to the auditing firm PwC S.p.A. the integration of the fees for the increased activities to be carried out due to the application of the ESEF Regulation, quantified as follows:*
  - *10,000.00 Euro for the annual financial statements; and*
  - *20,000.00 Euro for the consolidated financial statements per financial year;*
- c) *to grant the Chairman of the Board of Directors and the*

*Chief Executive Officer, separately between them, the broadest powers for all subsequent formalisation necessary."*

The voting procedures through the Designated Representative are then recalled.

At nine o'clock and thirty minutes, the Chairman puts the resolution proposal just outlined to a vote.

A vote is then taken by the Designated Representative.

At the Chairman's indication, who announces the voting results, it is declared that the resolution proposal is approved unanimously:

- 36,761,287 (thirty-six million seven hundred sixty-one thousand two hundred eighty-seven) votes in favour, representing 100% (one hundred percent) of the share capital participating in the vote;
- no votes against;
- no abstentions;
- no non-voters,

with the clarification that the names of the shareholders who voted in favour and the respective number of shares are included in the document attached to the minutes under letter "D."

The Chairman, as there is nothing further to deliberate and no one present requests the floor, declares that the discussion of the items on the agenda is concluded. He thanks all participants and the Secretary and declares the Meeting adjourned at nine o'clock and thirty-seven minutes.

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The following are attached to these minutes:

- under letter "A," the Chairman's communication;
- under letter "B," the list of the names of shareholders participating in the Meeting through the Designated Representative, along with their respective number of shares and percentage of share capital;
- under letter "C," the list of the names of shareholders who voted in favour, those who voted against, and the respective number of shares in the vote for the extraordinary part of the Meeting;
- under letter "D," the list of the names of shareholders who voted in favour, those who voted against, and the respective number of shares in the vote for the ordinary part of the Meeting;
- under letter "E," the updated text of the Articles of Association as a result of the approved resolution.

These minutes, along with the attachments, were read by me, the Notary, and signed at eighteen o'clock and twenty minutes of this day December twelve, 2024 (two thousand and twenty-four).

Drafted electronically by a person I trust and completed in handwriting by me, the Notary, this document consists of seven sheets and occupies twenty-five pages.

STEFANO BANDIERAMONTE Notary Public