



EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON THE ITEMS ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF INDUSTRIE DE NORA S.P.A.

Item No. 3 on the Agenda

3. Appointment of two members of the Board of Directors pursuant to Article 2386 of the Italian Civil Code.

Dear Shareholders,

with reference to this item on the agenda, we submit you a resolution, pursuant to Article 2386 of the Italian Civil Code, regarding the confirmation of the appointment of two members of the Board of Directors to replace two directors who have terminated their office earlier.

In this regard, we note that the current Board of Directors was appointed by the Shareholders' Meeting on March 9, 2022, for a term of three fiscal years, expiring on the Shareholders' Meeting convened to approve the financial statements for the year 2024.

Pursuant to Article 13.1 of the By-laws, the aforementioned Shareholders' Meeting also set the number of members of the Board of Directors in eleven, later expanded to twelve by the Shareholders' Meeting convened on June 20, 2022, with the appointment of independent director Alessandro Garrone. At the time of the aforementioned appointment, the Shareholders Meeting appointed, among the others, Mrs Alessandra Pasini, as non-executive, non-independent director who was also appointed as a member of the Audit, Risk and ESG Committee and the Strategy Committee, and Mr Sami Petteri Pelkonen, as non-executive, non-independent director, who is not a member of any internal committee.

On September 29, 2022, as disclosed to the market, Mrs Alessandra Pasini resigned from her office, effective September 30, 2022, due to her separate agreements with SNAM S.p.A. (a company that controls the shareholder Asset Company 10 S.r.l.). Following this resignation, the Board of Directors, convened on October 13, 2022, appointed by co-optation, pursuant to Article 2386 of the Civil Code and Article 13.4 of the By-laws, Mrs Paola Rastelli as new non-executive, after verifying that she met the requirements for the office and that there were no grounds for ineligibility and incompatibility. The appointment received the favorable opinion of the Appointments and Remuneration Committee and the approval of the Board of Statutory Auditors. At the time of her co-optation, the Board of Directors resolved that Mrs Paola Rastelli did not meet the requirements of independence pursuant to the law, the By-laws and the Italian *Corporate Governance* Code. The same Board of Directors also appointed Paola Rastelli as a new member of the Strategies Committee and the Control, Risk and ESG Committee, replacing Mrs Alessandra Pasini.

Subsequently, on December 23, 2022, as disclosed to the market, Director Sami Petteri Pelkonen resigned, effective December 31, 2022, to commence a new professional experience. Following this resignation, the Board of Directors, convened on February 1, 2023, appointed by co-optation, pursuant to Article 2386 of the Italian Civil Code and Article 13.4 of the By-laws, Mr Roberto Cingolani as a new independent, non-executive Director, after verifying that the latter met the requirements for the office and that there were no grounds for ineligibility and incompatibility. The appointment received the favorable opinion of the Appointments and Remuneration Committee and the approval of the Board of Statutory Auditors. At the time of his co-optation, Mr Roberto Cingolani declared that he met, and the Board verified that he met, the requirements of independence pursuant to the law, the By-laws and the Italian *Corporate Governance* Code. The same Board of Directors also resolved to increase the number of the members of the Strategy Committee from five to six members, hence appointing Roberto Cingolani as a new member of the Strategy Committee.

Finally, on March 10, 2023, as disclosed to the market, Mrs Paola Rastelli resigned from her office, effective immediately, due to her separate agreements with SNAM S.p.A. (a company that controls shareholder Asset Company 10 S.r.l.). Following this resignation, the Board of Directors, in its meeting of March 22, 2023, pursuant to Article 2386 of the Italian Civil Code and Article 13.4 of the By-laws, appointed by co-optation Mrs Paola Bonandrini as a new non-executive director, after verifying that she meets the requirements for the office and that there are no grounds for ineligibility and incompatibility. The appointment received the favorable opinion of the Appointments and Remuneration Committee and the approval of the Board of Statutory Auditors. At the time of her co-option, the Board of Directors resolved that Mrs Paola Bonandrini did not meet the requirements of independence pursuant to the law, the Articles of Association and the *Corporate Governance* Code. The same Board of Directors also appointed Paola Bonandrini as a new member of the Strategies Committee and the Control, Risk and ESG Committee, replacing Paola Rastelli.

Pursuant to the aforementioned Article 2386 of the Italian Civil Code, the Directors co-opted will expire on the date of the present Shareholders' Meeting, which will therefore be called to confirm the appointment of Mrs Bonandrini and Mr Cingolani or appoint two new Directors, as provided under Article 13.4 of the By-laws, according to the majorities provided for by law and by the Bylaws and, therefore, without the application of the slate voting mechanism. We note that the aforementioned appointments are in accordance with the provisions of the shareholders' agreement signed on April 11, 2022 by Federico De Nora, FDN S.p.A., Norfin S.p.A., SNAM S.p.A. and Asset Company 10 S.r.l., a wholly owned subsidiary of SNAM, as subsequently supplemented and amended on May 27, 2022, June 21, 2022 and February 1, 2023 (the "**IDN Shareholders' Agreement**"), aimed, among other things, at regulating certain profiles of IDN's *governance*.

For more information concerning the IDN Shareholders' Agreement, please refer to the essential information published on di Industrie De Nora S.p.A.'s website www.denora.com, Section "*Governance/Documents and Procedures*."

In view of the foregoing, the Board of Directors intends to propose to the Shareholders' Meeting to confirm in the office of Director of the Company the Directors already co-opted Paola Bonandrini and Roberto Cingolani. The term of their office will expire together with the other members of the Board of Directors, *i.e.*, at the Shareholders' Meeting convened for the approval of the financial statements for the year 2024 and confirming, *pro rata temporis*, the same annual remuneration for their office of all the other members of the Board of Directors of the Company, as determined by the Board of Directors on March 9, 2022, based on the total amount resolved by the Shareholders' Meeting held on the same date, amounting to Euro 40,000, plus reimbursement of expenses incurred by reason of the office.

With reference to Director Paola Bonandrini, the Board of Directors intends to propose to the Shareholders' Meeting to confirm, *pro rata temporis*, the same annual compensation for the position of member of the Company's Audit, Risk and ESG Committee determined by the Board of Directors on March 9, 2022, amounting to Euro 20,00, and the same annual compensation for the position of member of the Strategy Committee determined by the Board of Directors on March 9, 2022, amounting to Euro 20,000. The following documents are attached hereto (Annex 1) for the purposes of this resolution: (i) a summary *curriculum vitae* of the candidate Paola Bonandrini; and (ii) a summary *curriculum vitae* of the candidate Roberto Cingolani; and they attest, under their own responsibility, that they meet the requirements for the office provided for by the applicable law and by the By-laws and that they are not in any situation of ineligibility and/or incompatibility pursuant to the applicable regulatory and statutory provisions, as already declared and ascertained during co-optation.

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We therefore submit the following proposed resolutions for your approval.

Proposed resolution on the item No. 3 on the Agenda:

"The Ordinary Shareholders' Meeting of Industrie De Nora S.p.A.,

- having acknowledged the resignations from the position of Director of Mrs Alessandra Pasini and Mr Sami Petteri Pelkonen, both appointed by the Ordinary Shareholders' Meeting of March 9, 2022;*

- *having acknowledged the resignation, from the position of Director of the Company of Mrs Paola Rastelli, appointed by co-optation by the Board of Directors convened on October 13, 2022, to replace the resigning Director Alessandra Pasini;*
- *having acknowledged that, pursuant to Article 2386 of the Civil Code, the Company's Board of Directors, on February 1, 2023, and March 22, 2023, respectively, appointed Mr Roberto Cingolani by co-optation to replace Mr Sami Petteri Pelkonen and Mr Bonandrini to replace Mrs Paola Rastelli;*
- *having noted that, in accordance with Article 2386 of the Civil Code, the term of office of the co-opted directors Paola Bonandrini and Roberto Cingolani expires on the date of the Shareholders' Meeting;*
- *taking into account the resolutions passed by the Shareholders' Meeting and by the Board of Directors on March 9, 2022, on the appointment of the Board of Directors currently in office, both with reference to the number of members of the Board of Directors and with reference to the term of office and the amount of compensation;*

resolves

- 1. to appoint Mrs Paola Bonandrini, born in Gazzaniga (BG), on November 17, 1974, as a member of the Board of Directors of Industrie De Nora S.p.A., whose term of office will expire together with the Directors in office and therefore at the Shareholders' Meeting convened to approve the financial statements for the year 2024, pursuant to Article 2386 of the Italian Civil Code;*
- 2. to appoint Mr Roberto Cingolani, born Milan (MI), on December 23, 1961, as a member of the Board of Directors of Industrie De Nora S.p.A., whose term of office will expire together with the Directors in office and thus at the Shareholders' Meeting convened for the approval of the financial statements for the year 2024, pursuant to Article 2386 of the Italian Civil Code;*
- 3. to confirm in favor of Mrs Paola Bonandrini and Mr Roberto Cingolani each, pro rata temporis, the same annual compensation for the office of member of the Board of Directors of the Company determined by the Shareholders' Meeting and the Board of Directors of March 9, 2022;*
- 4. to confirm in favor of Mrs Paola Bonandrini, pro rata temporis, the same annual compensation for the position of member of the Company's Strategy Committee and Control, Risk and ESG Committee determined by the Board of Directors on March 9, 2022.*

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Milan, March 22, 2023

For the Board of Directors.
The Chairman of the Board of Directors
Federico De Nora

ANNEX 1

PAOLA BONANDRINI

Born in the province of Bergamo in 1974, Paola Bonandrini took her degree in structural engineering in 1998 at the Università degli Studi di Pavia and one year later she earned a master's degree in Management and Economics of Energy and Environment (Master MEDEA) at the Scuola Superiore Enrico Mattei.

Just after, she joined Snam, covering several roles in the Innovation Department, studying pipeline reliability models, structural risk analysis, materials and technologies. After she worked in the Operations in different roles (engineering and construction, operation and maintenance) and in different geographical areas. She became in 2008 the first woman in Snam history to manage a gas transport District, with the responsibility of the operation of the gas transport network in the South East of Italy.

After the acquisition of the distribution and storage companies Italgas and Stogit, she took part in 2010 in the integration project at group level and she was appointed Head of Health, Safety, Environment and Quality and Head of Property and Facility Management, in charge of the optimization and efficiency of the Snam group real estate.

In 2014 she left Snam to join Tigf (now Teréga), the French gas storage and transport company operating in the South of France, as Deputy Managing Director. She run the reorganization of the operational activities (engineering and construction, operation and maintenance, control rooms and dispatching center, metering, technical support and innovation), contributing to the repositioning of the company in the French context as an independent operator, prepared for the energy transition challenges. During this period she was also member of the Transport Technical Committee of IGU (International Gas Union).

She came back to Snam in October 2014, when she was appointed Senior Vice President in charge of operation and maintenance of all the gas storage plants (9 Seveso plants) and compression stations (13 plants) of Snam in Italy.

Since April 2019 she has been member of the Board of Directors of Teréga sa and Terega sas.

Since January 2023 she has been member of the Board of Directors of Scogat e Mariconsult.

ROBERTO CINGOLANI

Roberto Cingolani, born in Milan in 1961, is back to Leonardo as from October, 23rd 2022, after serving as Minister for the Ecological Transition of Italy in the cabinet of Prime Minister Mario Draghi from February 13th 2021 till October 22nd 2022.

Formerly, from September 2019 till he swore in as Minister, he was Chief Technology & Innovation Officer di Leonardo.

He graduated in Physics at the University of Bari, Italy, and in 1989 he got "*Diploma di Perfezionamento*" in Physics (PhD), at Scuola Normale Superiore di Pisa (Italy).

He was staff member at the Max Planck Institute in Stuttgart (Germany) and Visiting Professor at Tokyo University (Japan) and Virginia Commonwealth University (USA).

In 2000 he was appointed Full Professor of General Physics at the Engineering Faculty of University of Lecce (Italy). In 2001 he founded the National Nanotechnology Laboratory (NNL) of INFN in Lecce.

In 2005 he was founder and Scientific Director of the Istituto Italiano di Tecnologia (IIT) until he was appointed as Chief Technology & Innovation Officer of Leonardo.

He was awarded the title of "*Alfiere del Lavoro*" in 1981 and "*Commendatore della Repubblica Italiana*" in 2006. He is author or co-author of more than 1000 papers on international journals and he holds more than 100 patents.