



Shareholders' Meeting of April 17, 2025

REPORTS ON MATTERS ON THE AGENDA

CONTENTS

	PAGE
SHAREHOLDERS' MEETING CALL NOTICE	3
STATUTORY FINANCIAL STATEMENTS AT DECEMBER 31, 2024, ACCOMPANIED BY THE DIRECTORS' REPORT, THE INDEPENDENT AUDITORS' REPORT AND THE BOARD OF STATUTORY AUDITORS' REPORT. RESOLUTIONS THEREON. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS OF THE BASICNET GROUP AT DECEMBER 31, 2024.	4
PROPOSAL FOR THE ALLOCATION OF THE NET PROFIT FOR 2024 AND THE DISTRIBUTION OF A DIVIDEND. RESOLUTIONS THEREON.	5
REMUNERATION POLICY AND REPORT:	
3.1 REMUNERATION REPORT: MOTIONS RELATING TO THE FIRST SECTION AS PER ARTICLE 123-TER, PARAGRAPH 3-TER, OF LEGISLATIVE DECREE NO. 58/1998.	6
3.2 REMUNERATION REPORT: RESOLUTIONS RELATING TO THE SECOND SECTION AS PER ARTICLE 123-TER, PARAGRAPH 6, OF LEGISLATIVE DECREE NO. 58/1998.	7
ANNEX – REPORT ON REMUNERATION POLICY AND ON AMOUNTS PAID DRAWN UP AS PER ARTICLES 123-TER OF THE CONSOLIDATED FINANCE ACT AND 84 QUATER OF THE ISSUERS' REGULATION.	8
APPOINTMENT OF THE BOARD OF DIRECTORS:	31
4.1 ESTABLISHMENT OF THE NUMBER OF MEMBERS.	
4.2 ESTABLISHMENT OF THE DURATION OF OFFICE OF THE DIRECTORS.	
4.3 APPOINTMENT OF MEMBERS.	
4.4 APPOINTMENT OF THE CHAIRPERSON.	
4.5 MOTIONS REGARDING REMUNERATION FOR MEMBERS OF THE BOARD OF DIRECTORS.	
4.6 MOTIONS REGARDING TERMINATION INDEMNITY FOR THE CHAIRPERSON.	
4.7 AUTHORISATION PURSUANT TO ARTICLE 2390 OF THE CIVIL CODE.	
APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS:	34
5.1 APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS AND ITS CHAIRPERSON FOR THE YEARS 2025-2027.	
5.2 DETERMINATION OF THE FEES DUE TO THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS.	
APPOINTMENT OF THE INDEPENDENT AUDIT FIRM:	37
6.1 APPOINTMENT OF AN INDEPENDENT AUDIT FIRM FOR THE FISCAL YEARS 2026-2034. RESOLUTIONS THEREON;	
6.2 ASSURANCE ENGAGEMENT CONCERNING CONSOLIDATED SUSTAINABILITY REPORTING FOR THE FISCAL YEARS 2026-2028. RESOLUTIONS THEREON.	
ANNEX A BASICNET S.P.A. BOARD OF STATUTORY AUDITORS' RECOMMENDATION FOR THE APPOINTMENT OF THE INDEPENDENT AUDIT FIRM FOR THE 2026-2034 PERIOD.	40
ANNEX "B" BOARD OF STATUTORY AUDITORS' REASONED PROPOSAL REGARDING THE ASSURANCE ENGAGEMENT CONCERNING CONSOLIDATED SUSTAINABILITY REPORTING FOR THE FISCAL YEARS 2026-2028. RESOLUTIONS THEREON	53
AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES. RESOLUTIONS THEREON.	56
SHAREHOLDERS' MEETING REGULATION	60

SHAREHOLDERS' MEETING CALL NOTICE

Dear Shareholders,

the Agenda for the Shareholders' Meeting scheduled for April 17, 2025 at 11:00 AM, called through notice published on the company website www.basicnet.com/contenuti/datifinanziari/assembleeAzionisti.asp on March 7, 2025 and in the "il Giornale" newspaper on March 8 comprises:

1. Statutory Financial Statements at December 31, 2024, accompanied by the Directors' Report, the Independent Auditors' Report and the Board of Statutory Auditors' Report. Resolutions thereon. Presentation of the Consolidated Financial Statements of the BasicNet Group at December 31, 2024.
2. Proposal for the allocation of the net profit for 2024 and the distribution of a dividend. Resolutions thereon.
3. Remuneration Policy and Report:
 - 3.1 Remuneration Report: motions relating to the First Section as per Article 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree No. 58/1998.
 - 3.2 Remuneration Report: resolutions relating to the Second Section as per Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.
4. Appointment of the Board of Directors:
 - 4.1 Establishment of the number of members.
 - 4.2 Establishment of the duration of office of the Directors.
 - 4.3 Appointment of members.
 - 4.4 Appointment of the Chairperson.
 - 4.5 Motions regarding remuneration for members of the Board of Directors.
 - 4.6 Motions regarding termination indemnity for the Chairperson.
 - 4.7 Authorisation pursuant to Article 2390 of the Civil Code.
5. Appointment of the Board of Statutory Auditors:
 - 5.1 Appointment of the Board of Statutory Auditors and its Chairperson for the years 2025-2027.
 - 5.2 Determination of the fees due to the members of the Board of Statutory Auditors.
6. Appointment of the Independent Audit Firm:
 - 6.1 Appointment of an Independent Audit Firm for the fiscal years 2026-2034. Resolutions thereon;
 - 6.2 Assurance engagement concerning consolidated sustainability reporting for the fiscal years 2026-2028. Resolutions thereon.
- 7 Authorisation to purchase and dispose of treasury shares. Resolutions thereon.

Illustrative Report of the Board of Directors on point 1 of the Agenda

- 1. Statutory Financial Statements at December 31, 2024, accompanied by the Directors' Report, the Independent Auditors' Report and the Board of Statutory Auditors' Report. Resolutions thereon. Presentation of the Consolidated Financial Statements of the BasicNet Group at December 31, 2024.**

Dear Shareholders,

we submit, for your deliberation, the following:

MOTION

the Shareholders' Meeting of BasicNet S.p.A., having reviewed the 2024 results, the Directors' Report and having noted the Board of Statutory Auditors' Report and that of the Independent Audit Firm EY S.p.A.,

RESOLVES

to approve the Directors' Report and the Financial Statements at December 31, 2024, in relation to each individual part and in its entirety.

Turin, March 7, 2025

for the Board of Directors

The Chairperson

Marco Daniele Boglione

Illustrative Report of the Board of Directors on point 2 of the Agenda:

2. Proposal for the allocation of the net profit for 2024 and the distribution of a dividend. Resolutions thereon.

Dear Shareholders,

We propose the allocation of the net profit of Euro 7,959,435.00 as follows:

-	to each of the 46,967,000 ordinary shares in circulation (excluding the 7,033,000 treasury shares held at March 7, 2025), a dividend of Euro 0.16 before withholding taxes for an amount of	Euro	7,514,720.00
-	to unrealised exchange gains reserves, for a total of	Euro	115,801.16
-	to retained earnings the residual amount, for a total of	Euro	328,913.84

The dividend will be paid from April 30, 2025, with record date of April 29, 2025 and coupon date (No. 18) of April 28, 2025.

We also propose that, if at the dividend coupon date the number of shares with dividend rights is lower than indicated above due to any share buy-backs by the company, the relative dividend will be allocated to retained earnings, as will any rounding made on payment.

We propose therefore the following:

MOTION

the BasicNet S.p.A. Ordinary Shareholders' Meeting

RESOLVES

to approve the proposed allocation of the net profit for the year of Euro 7,959,435, as presented above, and the proposed payment of a dividend of Euro 0.16 to each of the ordinary shares in circulation and entitled to receive dividends on the coupon date.

Turin, March 7, 2025

for the Board of Directors

The Chairperson

Marco Daniele Boglione

Illustrative Report of the Board of Directors on point 3 of the Agenda:

3. Remuneration Policy and Report:

Dear Shareholders,

in accordance with Article 123-ter, paragraph 3-ter of Legislative Decree No. 58/1998, we submit to voting the Remuneration Report.

The Remuneration Report, approved by the Board of Directors on March 7, 2025, and published in full on the company's website at www.basicnet.com/contenuti/datifinanziari/assembleeAzionisti.asp is attached to this report (Appendix 1). It consists of two sections:

- (i) the first section, which outlines the company's remuneration policy for the Administration and Control Boards, General Managers and Senior Executives, without prejudice to Article 2402 of the Civil Code for the remuneration of members of the control boards;
- (ii) the second section, which outlines the remuneration paid to members of the Administration and Control Boards, to the General Managers and to the Senior Executives in the reporting year.

3.1 Remuneration Report: motions relating to the First Section as per Article 123-ter, paragraph 3-ter, of Legislative Decree No. 58/1998.

Where you agree with the content of "Section I" of the Remuneration Report, we invite you to approve the following motion:

"The Shareholders' Meeting,

- noting the Remuneration Report prepared by the Board of Directors in accordance with Article 123-ter of the Consolidated Finance Act and the indications of Article 84-quater of the Issuers' Regulation;
- having examined "Section I" of the Company's remuneration policy

resolves

to approve "Section I" of the Remuneration Report prepared by the Company.

Turin, March 7, 2025

for the Board of Directors

The Chairperson

Marco Daniele Boglione

3.2 Remuneration Report: resolutions relating to the Second Section as per Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.

Given that, in accordance with Article 123-ter, paragraph 6 of the Consolidated Finance Act, the Shareholders' Meeting must express a non-binding opinion (in favour or against) concerning the second section of the Remuneration Report, we propose a favourable vote on "Section II", adopting the following motion:

"The Shareholders' Meeting,

- having examined "Section II" relating to the remuneration paid to members of the Administration and Control Boards, General Managers and Senior Executives in the reporting year

approves, with a consultative, non-binding resolution,

"Section II" of the Remuneration Report".

Turin, March 7, 2025

for the Board of Directors

The Chairperson

Marco Daniele Boglione

***REMUNERATION POLICY AND
REPORT***

***Prepared in accordance with Articles 123-ter
of the Consolidated Finance Act
and 84-quater of the Issuers' Regulation***

Website: www.basicnet.com

Report approval date: March 7, 2025

CONTENTS

Glossary.....	10
SECTION I	13
SECTION II	22
<u>Table 1 – Remuneration paid to Directors, Statutory Auditors, General Managers and other Senior Executives.</u>	28
<u>Table 2 - Investments held by the members of the Board of Directors and Control Boards and by Senior Executives.</u>	30

Glossary

Directors	The members of the Board of Directors of BasicNet S.p.A.
BasicNet or Company	BasicNet S.p.A.
Corporate Governance Code	The Corporate Governance Code for Listed Companies approved by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., in force since January 1, 2021.
Remuneration Committee or Committee	The Remuneration Committee set up within the Board of Directors of BasicNet S.p.A.
Board of Directors	The Board of Directors of BasicNet S.p.A.
Senior Executives	The Senior Executives are those persons entrusted with the power and responsibility - directly or indirectly - for the planning, management and control of company operations, comprising Directors (executives and non) of the Company (IAS 24, paragraph 9) (according to the definition as per Annex 1 of the Consob Regulation concerning related party transactions adopted with Resolution No. 17221 of March 12, 2010, as subsequently amended and supplemented).
Group	BasicNet and its subsidiaries in accordance with Article 93 of the CFA.
Connected Persons	The spouse, partner equivalent to a spouse (civil union partner or de facto cohabitee), supported children (even where not cohabiting), relatives and in-laws cohabiting for at least one year, the companies controlled by the Directors, Statutory Auditors or Senior Executives.
Share Plan	The "2024-2027 Stock Grant" plan based on BasicNet S.p.A. shares approved by BasicNet's Shareholders' Meeting on April 16, 2024, designed to retain and incentivise employees and Directors of the Company and/or its subsidiaries.
Remuneration Policy or Policy	The Policy adopted by the Company in relation to the remuneration and compensation paid to the members of the Board of Directors and Senior Executives of the Company.

Issuers' Regulation	The Regulation promulgated by Consob with Resolution no. 11971 of May 14, 1999 regarding issuers, as subsequently amended and supplemented.
Related Parties Regulation	The Regulation issued by Consob with Resolution No. 17221 of March 12, 2010 on related party transactions, as subsequently amended and supplemented.
Report	This Remuneration Policy and Report prepared in accordance with Article 123- <i>ter</i> of the CFA and 84- <i>quater</i> of the Issuers' Regulation.
Statutory Auditors	The members of the Board of Statutory Auditors of BasicNet S.p.A.
Consolidated Finance Act or CFA	Legislative Decree No. 58 of February 24, 1998. Consolidated Finance Act.

Introduction

This Report, prepared in accordance with Article 123-ter of the CFA and Article 84 of the Issuers' Regulation, illustrating the Remuneration Policy and Report of the Company, was reviewed by the Remuneration Committee, in its consultative and advisory role to the Board of Directors, and approved by the Board of Directors on March 7, 2025.

The Remuneration Policy and Report consists of two sections:

- Section I: describes, for the year 2025, the remuneration policy of the members of the Board of Directors, Senior Executives and the Board of Statutory Auditors, subject to that outlined in Article 2402 of the Civil Code, in addition to the procedures utilised for the adoption and implementation of this policy. Section I will be submitted to the binding vote of the shareholders at the Shareholders' Meeting called for April 17, 2025 for the approval of the 2024 Annual Accounts, as provided by paragraph 3-ter of Article 123-ter of the Consolidated Finance Act.
- Section II: details the remuneration paid during the year ended December 31, 2024 by the Company and BasicNet S.p.A.'s subsidiaries to the Company's Directors, Statutory Auditors and Senior Executives. This section, which sets out each of the items making up the remuneration of the individuals concerned, will be subject to an advisory vote at the Shareholders' Meeting called for April 17, 2025.

The report also includes information on the equity investments held in the Company by the members of the management and supervisory bodies and by the General Managers, supplied in accordance with Schedule 7-ter of Annex 3A to the Issuers' Regulation.

This document is available for consultation at the Company's registered office, on its website www.basicnet.com, in the "Shareholders' Meetings/2025" section, and on the centralised authorised storage mechanism 1Info, www.1info.it.

SECTION I

- a. **Boards or parties involved in the preparation and approval of the Remuneration Policy, specifying the respective roles, in addition to the Boards or parties responsible for the correct implementation of the policy.**

The bodies involved in the preparation, approval and implementation of the Remuneration Policy are the following:

- the **Shareholders' Meeting**, which:
 - on appointment, sets the annual remuneration of the Board, in addition to the right of the Chairperson and certain other Senior Directors, to receive termination indemnity;
 - on appointment and for the entire duration of mandate, decides the annual remuneration of the Statutory Auditors, in accordance with Article 2402 of the Civil Code;
 - approves the share-based incentive plans proposed by the Board of Directors, referring their implementation to the Board;
 - expresses, in accordance with Article 123-ter, paragraph 3-ter of the CFA, a binding vote on Section I of the Remuneration Policy and Report, drawn up by the Board of Directors, according to the time period set by the policy itself, and in any case every three years and upon any amendments to the policy. The Shareholders' Meeting of April 16, 2024 approved the document as follows:
 - votes in favour: 47,964,193, equal to 97.7835% of those attending the Shareholders' Meeting;
 - votes against: 1,087,188, equal to 2.2164% of those attending the Shareholders' Meeting;
 - abstaining: 29, equal to 0.0001% of those attending the Shareholders' Meeting.
 - expresses, in accordance with Article 123-ter, paragraph 6 of the CFA, a non-binding vote on Section II of the Remuneration Policy and Report, drawn up by the Board of Directors. As a result of the votes, the Shareholders' Meeting of April 16, 2024, expressed a positive opinion with:
 - votes in favour: 47,964,193, equal to 97.7835% of those attending the Shareholders' Meeting;
 - votes against: 1,087,188, equal to 2.2164% of those attending the Shareholders' Meeting;
 - abstaining: 29, equal to 0.0001% of those attending the Shareholders' Meeting.
- the **Board of Directors**, which:
 - prepares and approves the Remuneration Policy;
 - establishes, having consulted the Remuneration Committee, the remuneration of Senior Directors, in line with the Remuneration Policy approved by the Shareholders' Meeting;
 - after consultation with the Remuneration Committee and the Related Parties Committee and the Board of Statutory Auditors, grants any bonuses to Executive Directors and/or Senior Executives, in the form of one-off payments, in relation to their specific contribution to the achievement, or the achievement, of particular strategic or management results or - even more exceptionally - in order to retain resources, thus rewarding and recognising talent;

- approves the Remuneration Policy and Report to be presented to the Shareholders' Meeting in accordance with Article 123-ter of the CFA;
 - defines and enacts the share-based remuneration plans or financial instruments approved by the Shareholders' Meeting;
 - may delegate to the managers responsible for each operating function (so-called “.com”) powers of remuneration for Executives and other Personnel of the Company, and advise the Chief Executive Officers of the subsidiary companies on remuneration for Executives and other Personnel, including as regards any bonus mechanisms, as identified within the budget of each company;
- the **Chairperson of the Board of Directors**, who:
 - proposes the Group's Remuneration Policy, submitting it for the opinion of the Remuneration Committee and the approval of the Board of Directors;
 - proposes remuneration measures for individual Executive Directors, submitting them for the opinion of the Remuneration Committee and the approval of the Board of Directors;
 - provides the Remuneration Committee with the information required to formulate proposals regarding the criteria for the remuneration of Senior Directors and Senior Executives;
- the **Remuneration Committee**, which:
 - assists the Board in developing remuneration policy;
 - presents to the Board proposals for the remuneration of Senior Directors and Senior Executives;
 - periodically assesses the practical application of the policy for remunerating Executive Directors and Senior Directors;
 - values periodically, and during the preparation of the Annual Remuneration Policy and Report, the adequacy and overall consistency of the policy for the remuneration of Executive Directors;
 - assesses the proposals for the allocation of remuneration departing from the Remuneration Policy most recently approved by the shareholders, for example for proposals to award extraordinary bonuses or additional elements of remuneration to the Directors and/or Senior Executives;
- the **Related Parties Committee**, which:
 - expresses its opinion on proposals for the allocation of remuneration departing from the Remuneration Policy most recently approved by the shareholders, for example for proposals to award extraordinary bonuses or additional elements of remuneration to Executive Directors and/or Senior Executives;
 - expresses its opinion on the allocation of remuneration to Directors and/or Senior Executives who are classified as Related Parties of the Company;
- the **Board of Statutory Auditors**, which:
 - draws up the opinions required under the applicable regulation with regards to the remuneration proposals of Senior Directors as per Article 2389 of the Civil Code;
- the **Independent Audit Firm**, which:
 - verifies that the Directors have prepared Section II of the Report, as required by the new paragraph 8-bis of Article 123-ter of the CFA.

b. Involvement of a Remuneration Committee or another Committee on the issue of remuneration. Composition (with the distinction between Non-Executive and Independent Directors), duties and procedures; and any additional measures to avoid or manage conflicts of interest.

The current Remuneration Committee was appointed at the Board of Directors meeting of April 13, 2022 and is composed of Non-Executive Directors Carlo Pavesio (Chairperson) and Daniela Ovazza, and Non-Executive and Independent Directors Piera Braja and Francesco Calvo.

The Board, on appointment, considered that the knowledge and experience of the Independent Directors and the Non-Executive Directors called to sit on the Committee guarantees its proper functioning.

The Committee meets when called by the Chairperson of the Committee, or when requested by the Chairperson of the Board of Directors or the Board of Statutory Auditors. The work of the Committee is overseen and coordinated by the Chairperson of the Committee.

The Remuneration Committee may access the necessary information and departments for the discharge of their duties.

The proposals of the Remuneration Committee are reported in the minutes of the Remuneration Committee, in extract or in full, and in the minutes of the Board of Directors meetings at which they are drawn up.

The Remuneration Committee presents proposals or expresses opinions to the Board of Directors on the remuneration of Executive Directors and Senior Executives of the Group and periodically assesses the adequacy of the remuneration policy within the Company's strategy.

The Committee transfers to the Related Parties Committee for prior examination any proposals for the allocation of remuneration that do not comply with the Remuneration Policy most recently approved by the Shareholders, before submitting them to the Board of Directors, as well as the proposal of remuneration to Directors and Senior Executives who qualify as Related Parties of the Company. Each proposal is adopted in full compliance with the criteria of transparency and independence, taking note of the declarations of the parties who may have an interest with regard to specific decisions of the Committee.

c. How the Company has taken into account the compensation and working conditions of its employees in determining its Remuneration Policy

The Group recognises the central importance of human resources, in the firm belief that the principal factor determining the success of the business is the individual acting in an environment which supports professional and human growth. In this context, BasicNet's Remuneration Policy is determined by taking into consideration aspects of the compensation and working conditions of the Company's employees. Both respond to the aim of attracting, retaining and motivating human resources with the necessary skills to oversee and develop the Company's activities and to lay the foundations to pursue the long-term interest and sustainability of the Company.

Employees and collaborators are offered opportunities for growth based on merit, professional skills and participation in the company's development processes, including through an automatic, scheduled system that allows periodic performance evaluation and position review.

In line with BasicNet's philosophy, employees' working conditions play a decisive role, alongside compensation, in fostering a sense of belonging to the Group and building corporate identity, which in turn is recognised as a critical success factor. Working activities are carried out at sites designed to put the person at the centre, where they can enjoy a series of services and spaces that are ideal for both work and group recreation.

Additional information about BasicNet's policies regarding the management of social and Human Resources-related issues can be found in the Sustainability Statement, included in the Directors' Report, published at www.basicnet.com, Financial data/Financial Statements section.

d. Details of independent experts involved in the preparation of the Remuneration Policy

No independent experts were utilised in the preparation of the Remuneration Policy.

e. Purpose of the Remuneration Policy, its underlying principles, its duration, and, in the event of a review, a description of the changes from the Remuneration Policy last submitted to the Shareholders' Meeting and how such review takes into account the votes and evaluations cast by shareholders at that Meeting or thereafter.

BasicNet S.p.A.'s remuneration policy, described below, has been prepared with reference to the year 2025. The purpose of the Remuneration Policy is to establish in the Company's interest a remuneration that is adequate to attract, retain and motivate Executive Directors and Senior Executives with the professional qualities required to successfully oversee the management of the Company and the Group and to align the interests of the Human Resources with the pursuit of the priority objective of creating value for all stakeholders in the medium to long term.

To this end, the BasicNet Shareholders' Meeting of April 16, 2024, approved the introduction of a share-based remuneration and incentive plan to retain or attract individuals who play or will play significant roles in the pursuit of the Company's long-term interests and sustainability.

The remuneration policy, which is in line with BasicNet's Human Resources management philosophy, is centred on fostering a strong sense of belonging to the Group. This sense of belonging is fostered by and reflecting in the workplaces themselves, where offices, residences, stores and services, and gathering areas coexist. The principles underlying the Remuneration Policy follow from the Company's philosophy regarding human resource management:

- (i) fixed remuneration adequately remunerates the performance of the Executive Directors and Senior Executives identified by the Board of Directors of BasicNet S.p.A.;
- (ii) the loyalty and protection of the Group's staff is ordinarily encouraged through the development of internal professional growth, a working environment organised with an eye to following the principles of human living (residence, work and leisure) with the desire to satisfy the "basic" needs of the individual, and the recognition of employee services (e.g. free parking, discounts on purchases of company products, gyms, and museum access, catering services and home delivery of meals when working remotely, a help desk for parcel collection, and delivery service for private errands).
- (iii) potential for short-term *ex-post* rewards for exceptional performance, consistent with the Group's corporate culture. The Board of Directors, having consulted with the Remuneration Committee (or the Chairperson, or the Vice-Chairperson responsible for each operational function, the .com's, with reference to the other Human Resources of the Group), may grant some form of bonus to Executive Directors and/or Senior Executives (and/or to the other Human Resources of the Group), in the form of one-off payments, in relation to their specific contribution to the achievement, or the achievement, of particular strategic or management results or, even more exceptionally, with the aim of retaining resources, thus rewarding and recognising talent.
This principle involves not adopting short-term incentive systems defined in advance, so as not to make the management decision-making process overly rigid, in a company that is known for its flexibility, speed of action and reaction to seize market opportunities and protect the value generated (a choice that has always been an integral feature of the Company since it first established its organisational model);
- (iv) as noted above, the Shareholders' Meeting, aware that it is equipping itself with an incentive tool in the medium to long term, approved a share plan designed to improve staff loyalty.

The Company has not received guidance on the merits of the Remuneration Policy at the Shareholders' Meeting or in the Chief Executive Officer's interview with investors.

The founding criteria of the remuneration policy, as explained in more detail in the preceding sections, are in line with those of previous years.

- f. **Description of the policies concerning fixed and variable remuneration components, with specific regard to the identification of the related weight under the scope of total salary and the distinction between the short and medium- to long-term variable components.**

Remuneration of the Non-Executive Directors.

The remuneration awarded to the Non-Executive Members of the Board of Directors for their office is fixed by the Shareholders' Meeting upon appointment.

The Board of Directors also awards compensation to Directors who serve on Committees established within the Board of Directors. Directors who are appointed Chairpersons of internal Board committees do not receive any compensation in addition to that received by members serving on Committees.

An insurance policy is in force to cover the third-party liability of the Boards of Directors (General Managers, where appointed, and Senior Executives) deriving from the exercise of their functions and aimed at indemnifying the beneficiaries and the Company from the cost of damages for compensation in that regard, excluding cases of wilful misconduct.

Remuneration of the Executive Directors.

The remuneration structure for Executive Directors makes provision for an additional fee on top of that set by the Shareholders' Meeting for all Directors, which is determined according to the powers assigned to them and the commitment required.

This remuneration, which was approved by the Board of Directors pursuant to paragraph 3 of Article 2389 of the Civil Code, following a proposal by the Remuneration Committee and consultation with the Board of Statutory Auditors, is composed of:

- a fixed remuneration, commensurate with responsibilities and deemed appropriate to remunerate the skills, experience and commitment associated with the position held by each Director/Senior Executive. The fixed component is adequate to remunerate the performance of the Director with delegated powers/Senior Executive in line with the responsibilities of his/her office. These fixed fees have been updated, as described in Section II of this Report, to reflect the increased powers and responsibilities of certain Directors within the Group;
- without prejudice to the fact that for the Executive Directors of BasicNet S.p.A. there is no variable remuneration component in the remuneration contractual structure; the Board of Directors, on the proposal of the Chairperson, after consultation with the Remuneration Committee and the opinion of the Related Parties Committee and the Board of Statutory Auditors, reserves the right to establish an additional one-off bonus, based on particular results achieved on the completion of corporate transactions to the sustainable success of the Group, or for retention purposes.

The Board of Directors' of March 7, 2025 resolved, after consultation with the Remuneration Committee, and with the favourable opinion of the Related Parties Committee and the Board of Statutory Auditors, to award an extraordinary bonus in connection with the acquisition by Permira Strategic Growth Topco S.à r.l. RAIF of a minority shareholding in K-Way S.p.A. to the Chairperson, Vice-Chairpersons, Chief Executive Officer, some Executive Directors and some Group staff who contributed to the enhancement of the K-Way brand and the completion of the transaction.

- g. **Policy in relation to non-monetary benefits.**

In addition to the fixed component, a number of non-monetary benefits may be conferred, such as, for example, life or health insurance policies for Executive Directors and Senior Executives. In addition, the Chairperson of BasicNet S.p.A., for the duration of his/her mandate, is granted use of a property located within the "BasicVillage" in Turin called "Foresteria – loft People on the move." The Company provides Human Resources with the use of company-owned vehicles, including for non-exclusive private use.

- h. **With reference to the variable components, a description of the performance and financial and non-financial targets, and where appropriate taking into account the criteria relating to corporate social responsibility, on the basis of which they are assigned, distinguishing between short-term and medium/long-term variable components, and information on the link between the change in results and the change in remuneration.**

The Board meeting of March 8, 2024 also approved the submission to the Shareholders' Meeting of a remuneration and incentive plan called the "2024-2027 Stock Grant," to be executed through the free allocation of shares, as an incentivisation and retention tool for those individuals who - in the opinion of the implementing executive board - may be considered strategic for the Company in contributing to its growth, development and value creation.

The plan has the following features:

- its purpose is the free grant of a maximum total of 2,000,000 (two million) Rights granting Beneficiaries the right to receive a maximum total of 2,000,000 (two million) BasicNet Shares, subject to the fulfilment of the Vesting Conditions.
- The Beneficiaries are the Employees and Directors of the Company and Subsidiaries, as identified from time to time by the Executive Board;
- the number of Rights to be granted to each Beneficiary under the Plan is determined by the Delegated Board on the basis of, among other criteria: the significance of their role within the Group; the importance of maintaining the relationship with the Beneficiary; the Beneficiary's contribution to the Company's value creation; the Beneficiary's talent and potential; and the Beneficiary's expertise and knowledge of the sector in which the Group operates;
- the Vesting Conditions may be set within a minimum period of two years and a maximum of five years;
- the vesting of the Rights is subject to the Vesting Conditions established for each Beneficiary, at the discretion of the Executive Board. The Conditions may consist of the retention target alone or may include, along with the retention target, performance and/or personal and/or sustainability targets;
- the Performance Periods may last a minimum of two years and a maximum of five years each. Rights may be granted during the periods indicated below:
 - by December 31, 2025 (Second Grant Period); and thereafter
 - by December 31, 2026 (Third Grant Period); and thereafter
 - by December 31, 2027 (Fourth Grant Period).

The allocation of the Shares to the beneficiary will be subject to verification that the Targets set out in the Grant Letter have been achieved.

The plan does not provide for lock-up clauses.

The 2024-2027 Plan disclosure document, drawn up as per Article 84-*bis* and Annex 3A, Table 7 of the Issuers' Regulation, is available on the Company website www.basicnet.com.

At its meeting on February 12, 2025, it approved the Regulation of the remuneration and incentive plan called the "2024-2027 Stock Grant" and conferred upon the Vice-Chairpersons of the Board of Directors, severally, with the power for this purpose to appoint proxies, all powers necessary to specifically identify the beneficiaries of the plan and the related conditions for the vesting of rights, in accordance with the criteria set out in the Regulation. This is without prejudice to the Board's purview where the beneficiary is a member of the Board of Directors.

Within the context of the acquisition by Permira Strategic Growth Topco S.à r.l. RAIF of a minority interest in K-Way S.p.A., agreements have been made regarding the selection of management of the K-Way Group companies and their relative remuneration. In this context, a Senior Executive has been identified in the person of the CEO of K-Way S.p.A. (as well as Chairperson of the Board of Directors and Chief Executive Officer of K-WayRetail S.r.l.). The agreements include, in addition to an entry fee, a fixed fee and variable remuneration. Annual financial MBOs targets have been set and consist of the achievement of certain levels of sales, EBIT and financial position (representing 90% of the MBO) and personal targets (representing 10% of the MBO) determined by the Board of Directors of K-Way S.p.A. The total amount of the bonus shall not exceed 40% of the fixed gross annual salary for the relevant year. These fees are inclusive of the non-competition agreement made by the Senior Executive.

It is also specified that other K-Way Group executives are provided with annual MBOs in the proportions indicated above.

- i. **Criteria used to assess the performance targets underlying the grant of shares, options, other financial instruments or other variable components of remuneration, specifying the extent of the variable components to be paid according to the level of achievement of the objectives**

For information about the Remuneration and Incentive Plan called the “2024-2027 Stock Grant” see letter h) above.

The vesting of the Rights is subject to the Vesting Conditions established for each Beneficiary, at the discretion of the Executive Board. The Conditions may consist of the retention target alone or may include, along with the retention target, performance and/or personal and/or sustainability targets.

- j. **Information highlighting the contribution of the Remuneration Policy, and in particular the policy on variable remuneration components, the Company's strategy, the pursuit of long-term interests and the sustainability of the Company.**

The structure of fixed remuneration is designed to lead to responsible conduct geared towards the sustainable development of the business, pursuing medium/long-term interests on the basis of corporate strategies, enabling action to be rapidly redirected in the face of unforeseen events or opportunities. This approach avoids the rigidity that goes with incentivising conduct by concluding contracts containing predetermined and specific objectives to which variable remuneration is linked. The fixed remuneration is in line with the market and the powers assigned in the context of the specific organisational structures used by the Company and the actual commitment required, and does not need to be supplemented with short-term variable components in order to be considered adequate. This remuneration strategy creates participation and tension in the achievement of the Company's results by nurturing the sense of belonging to the Group which, as highlighted above, is the pillar of BasicNet's strong identity and corporate culture, which in turn drives the Company's sustainability. Any variable fees are awarded after the fact and on a one-off basis, following the achievement of particularly positive results aimed at increasing the medium/long-term growth prospects of the Company or ensuring its ability to remain in the market.

The Remuneration and Incentive Plan called the "2024-2027 Stock Grant" to be enacted through the free allocation of shares as an incentive and loyalty-building tool seeks to engage individuals who may be strategic for the Company in contributing to its growth, development and the creation of sustainable value in the medium to long term.

- k. **Vesting periods, any systems of deferred payment and indexing of deferred payments and the criteria utilised for the determination of these periods and, if established, ex-post correction mechanisms of the variable component (malus or clawback).**

The Regulation of the "2024-2027 Stock Grant" Share Plan provides that the Board of Directors reserves the unilateral right to obtain the revocation, including partial, of the Rights, along with the right not to allocate the Shares, in situations where, within the term of the Plan, it is determined that the fulfilment of the Vesting Conditions has been affected by the Beneficiary carrying out any of the following actions:

- a) fraudulent or grossly negligent conduct to the detriment of the Company and/or the Subsidiary;
- b) conduct in violation of legal regulations and/or company standards, codes, procedures and models;
- c) violation of the obligations of loyalty and proper management;
- d) conduct that results in a significant financial or asset loss for the Company and/or any of the Subsidiaries.

There are no contractual clauses allowing the Company to ask for the repayment, in full or in part, of variable components of the remuneration paid, including in light of the allocation practices of any portion of additional remuneration ex post, on the basis of audited financial statements approved by the Shareholders' Meeting.

- l. **Clauses for the maintenance in portfolio of financial instruments after their acquisition: maintenance periods and criteria utilised for the establishment of this period.**

This provision is not applicable to the Group's remuneration policies.

For information regarding the "2024-2027 Stock Grant", see letter h) above.

- m. **Policy relating to benefits on termination of office, with specification of the circumstances giving rise to such rights and any link between this benefit and the Company performance.**

The Board, on the indication of the Shareholders' Meeting, and where the Meeting itself has not decided, establishes the amount of Termination Indemnity through an annual allocation, also provided through a leading insurance company, on behalf of the Company, of an insurance policy, related to an annual constant premium of an amount equalling the amount of the post-employment benefit, in favour of the Chairperson.

The Board of Directors has the power to issue any non-competition agreements with the Executive Directors for a specific period following the conclusion of their mandate, providing for appropriate remuneration for this in line with market practices.

The Senior Executive of K-Way S.p.A. is also entitled to a Fixed Severance Payment of 1 million in the event of Good Leaver. In the event of listing or divestment of BasicNet or Permira shareholders in K-Way TopCo or directly in K-Way by the direct parent company K-Way Topco, an extraordinary bonus is provided that varies according to the investment completion conditions.

- n. **Insurance coverage, social security or pension payments, other than obligatory payments.**

Insurance coverage, social security or pension payments, other than the obligatory payments, are not provided for, with the exception of any non-monetary benefits represented by life or supplementary health policies.

A third-party D&O - Directors' & Officers' Liability civil liability policy covers the Directors, Statutory Auditors and Executives for circumstances relating to the exercise of their functions, excluding incidences of fraud. This concerns insurance cover (structurally not consisting of consideration) signed independently of the Company for the benefit of all Group Directors and Statutory Auditors in office.

o. Remuneration policy, if any, adopted for (i) Independent Directors; (ii) committee membership; and (iii) Chairperson of the Board of Directors and Vice-Chairpersons

Independent Directors do not receive compensation that differs from the remuneration for their office paid to the other non-Executive members of the Board of Directors.

The remuneration of the Control and Risks Committees is decided by the Board of Directors on the proposal of the Remuneration Committee, having consulted the Board of Statutory Auditors. The remuneration of the Remuneration Committee is decided by the Board of Directors, having consulted the Board of Statutory Auditors. There is no additional remuneration for Chairpersons of the internal Board committees.

The Chairperson of the Board of Directors receives significantly higher remuneration than the other Directors (executive and non) in view of the powers delegated and of the importance of the specific and autonomous role compared to that of the other Directors in relation to the direction and governance oversight on driving sustainable growth, and thus in view of the powers, duties and responsibilities entrusted to the Chairperson's office.

Chief Executive Officers receive remuneration that also takes into account the operational powers they hold in strategic Group companies.

p. Remuneration policy established using the policies of other companies as a benchmark, and the criteria utilised for the choice of these companies.

For the setting of the remuneration policy, BasicNet did not refer to the remuneration policies of other companies.

q. Exceptions from the Remuneration Policy in the presence of exceptional circumstances, and subject to the provisions of Regulation No. 17221 of March 12, 2010, any further procedural conditions under which departures may be applied.

Given the lack of ex-ante definition of short-term variable remuneration components and mechanisms for their recognition, the assignment of any *ex-post* bonuses to BasicNet S.p.A. Directors and Senior Executives represents a departure from the Remuneration Policy. This departure is implemented by the Board of Directors, after consulting with the Remuneration Committee and with the favourable opinion-the Related Parties Committee and the Board of Statutory Auditors.

r. Remuneration of the Board of Statutory Auditors

The Remuneration Policy for the Board of Statutory Auditors provides for a fixed fee approved by the Shareholders' Meeting upon appointment. The remuneration takes into account the responsibilities and commitment of the members of the Board of Statutory Auditors and in-depth analysis of the quantification of the commitment required may submitted by the outgoing Board of Statutory Auditors in view of the Shareholders' Meeting called to determine the remuneration of the Board. There are no variable compensation components in favour of the Board of Statutory Auditors.

A third-party D&O - Directors' & Officers' Liability civil liability policy covers the corporate bodies and the Executives for circumstances relating to the exercise of their functions, excluding incidences of fraud. This concerns insurance cover (structurally not consisting of consideration) signed independently of the Company for the benefit of all Group Directors and Statutory Auditors in office.

SECTION II

Part One

The remuneration of the Directors, Statutory Auditors and Senior Executives is detailed below.

For the purposes of the Remuneration Policy, BasicNet Directors with delegated authority are considered to be Senior Executives with strategic responsibility. Except as explained in Section I with reference to the addition of a Senior Executive at K-Way S.p.A. from financial year 2025, there are no Senior Executives at the subsidiaries, as strategic decisions are taken by the Chairperson of the Board of Directors, Vice-Chairpersons, and Chief Executive Officer of BasicNet S.p.A., within the limits of the powers granted to them.

The Board of Directors and the Board of Statutory Auditors at the date of this report comprised:

Board of Directors

Name	Office held on the Board	Office held on the Committees	
		Remuneration Committee	Control and Risks and Related Parties Committee
Marco Boglione	Chairperson with proxies		
Alessandro Boglione	Vice-Chairperson with proxies		
Lorenzo Boglione	Vice-Chairperson with proxies		
Maria Boglione	Non-Executive Director		
Federico Trono	Chief Executive Officer		
Veerle Bouckaert	Executive Director - Company Executive		
Piera Braja	Independent and Non-Executive Director	Member	Chairperson
Paola Bruschi	Executive Director- Company Executive		
Francesco Calvo	Independent and Non-Executive Director	Member	Member
Cristiano Fiorio	Independent and Non-Executive Director		Member
Monica Gamberoni	Executive Director - Company Executive		
Francesco Genovese	Executive Director - Company Executive		
Daniela Ovazza	Non-Executive Director	Member	
Carlo Pavesio	Non-Executive Director	Chairperson	

Board of Statutory Auditors

Name	Office held on the Board
Ugo Palumbo	Chairperson
Gianna Luzzati	Statutory Auditor
Alberto Pession	Statutory Auditor
Simonetta Mattei	Alternate Auditor
Riccardo Garbagnati	Alternate Auditor

The remuneration reported in Part Two of this Section refer to the 2024 financial year on an accrual basis.

- **Remuneration of the members of the Board of Directors**

The Shareholders' Meeting of April 13, 2022 resolved to grant an annual fee of Euro 20 thousand gross of withholding taxes, for each of the Directors, in line with the previous mandate.

- **Remuneration of Executive Directors**

The Board of Directors meeting on April 29, 2022, following the Shareholders' Meeting that appointed the Board for the 2022-2025 mandate, approved the remuneration pursuant to Article 2389 of the Civil Code of the Senior Directors, in accordance with the powers granted, having consulted the Remuneration Committee and with the favourable opinion of the Board of Statutory Auditors. The fixed remuneration has been updated, through appropriate resolutions, to reflect the increased powers and responsibilities of certain Directors within the Group and were attributed as follows:

- to the Chairperson of the Board of Directors Marco Daniele Boglione:
 - a) remuneration of Euro 1.2 million on an annual basis, along with a Director's fee of Euro 20,000 on an annual basis before statutory withholdings; and:
 - b) as per the Shareholders' Meeting motion, in line with the previous three-year period, an annual allocation of Euro 500 thousand as Termination Indemnity, proposing the assignment, from a leading insurance company, in the name of the Company, of an insurance policy, related to an annual constant premium of an amount equal to the amount of the termination indemnity approved and the assignment as beneficiary of the capital guaranteed on maturity of the policy the same insured Director, or persons indicated by him in the case of death, granting to these parties the right to receive any gains from the insurance policy, to be considered as supplements of the above-stated indemnity;
 - c) in line with the previous three-year period, a "term-life constant capital" life policy for an insured capital amount of Euro 1.5 million;
 - d) in continuity with the previous three years, the use of the property unit located within the BasicVillage and called "Foresteria - Loft People on the Move" and the recognition of the related expenses, with a normal value of Euro 85 thousand Euro per year;

- to Vice-Chairperson Alessandro Boglione: remuneration of Euro 455 thousand on an annual basis, before withholding taxes, in addition to his remuneration as an Executive, and to the remuneration for the office of Director, amounting to Euro 20,000 on an annual basis. Remuneration is also received from Group companies in which Alessandro Boglione serves as Chairperson/Chief Executive Officer.
- to Vice-Chairperson Lorenzo Boglione: remuneration of Euro 455 thousand on an annual basis, before withholding taxes, in addition to his remuneration as an Executive, and to the remuneration for the office of Director, amounting to Euro 20,000 on an annual basis. Remuneration is also received from Group companies in which Lorenzo Boglione serves as Chairperson/Chief Executive Officer;
- to the Chief Executive Officer Federico Trono: remuneration of Euro 290 thousand on an annual basis, before withholding taxes, in addition to his remuneration as an Executive, and to the remuneration for the office of Director, amounting to Euro 20,000 on an annual basis. This remuneration will also cover positions on the Board of Directors of other Group companies.
- to Director Paola Bruschi: in addition to gross annual remuneration for the office of Executive of the Company and remuneration for the office of Director amounting to Euro 20,000 on an annual basis, remuneration of Euro 40 thousand on an annual basis as the Executive Officer for Financial Reporting at BasicNet S.p.A.;
- to Director Francesco Genovese: gross annual remuneration for the office of Executive of the Company in addition to remuneration for the office of Director amounting to Euro 20,000 on an annual basis;
- to Director Veerle Bouckaert: gross annual remuneration for the office of Executive Director of the Company, in addition to the confirmation of the annual fee of Euro 10 thousand on an annual basis for the office of Executive Director of Kappa S.r.l. and the remuneration for the office of Director of Euro 20,000 on an annual basis.

- **Remuneration for Committee attendance**

Each member of the Remuneration Committee and the Control and Risks and Related Parties Committee receives a fixed fee of Euro 5 thousand gross annually before withholding taxes, determined at the Board of Directors' meeting of April 29, 2022 (in continuity with the previous mandate).

- **Non-monetary benefits**

Pertains to the Chairperson of the Board of Directors, as listed in the previous item.

- **Termination Indemnity**

Pertains solely to the Chairperson of the Board of Directors as set out in Section I of this Report, as listed in the preceding paragraph.

- **Indemnity of the Directors in the event of dismissal or termination of employment following a public tender offer.**

Regards Group Executives (also Directors) as legally required under Article 2120 of the Civil Code.

- **Exceptions to the Remuneration Policy**

With the favourable opinion of the Remuneration Committee, the Related Parties Committee, and the Board of Statutory Auditors, the Board of Directors' of March 8, 2024 resolved to award, in view of the work carried out in 2023 that laid the foundation for medium- to long-term growth:

- to Lorenzo Boglione, who is the Company's Vice-Chairperson of Operations and holds senior operational positions in several other Group companies, a one-off bonus of Euro 100 thousand before withholding taxes;
- to Alessandro Boglione, who is the Company's Vice-Chairperson of Operations and holds senior operational positions in several other Group companies, a one-off bonus of Euro 100 thousand before withholding taxes;
- to Federico Trono, who is the Company's Chief Executive Officer and holds senior operational positions in several other Group companies, a one-off bonus of Euro 50 thousand before withholding taxes.

Change in trends relating to the remuneration and compensation paid by the Company

Remuneration paid to members of the Administrative and Control Boards

The following tables provide comparison information, from 2019, of annual changes:

- in the total remuneration of Executive Directors for each financial year,
- in the Company's results,
- in the average annual salary, benchmarked to the Company's full-time employees excluding Directors

Directors	Change 2024/2023	Change 2023/2022	Change 2022/2021	Change 2021/2020	Change 2020/2019
Marco Boglione - Chairperson & Chief Executive Officer (1)	--	3.2%	-2.0%	12.3%	2.6%
Lorenzo Boglione - Vice-Chairperson and Chief Executive Officer (2) (3)	+1%--	-20.6%	95.3%	30.4%	52.2%
Alessandro Boglione - Vice-Chairperson and Chief Executive Officer (2) (3)	+--	-20.6%	95.3%	30.4%	52.2%
Federico Trono - Chief Executive Officer (2) (4)	+--	-20.0%	-9.3%	38.7%	29.8%
Paola Bruschi - CFO and Executive Officer for Financial Reporting (2)	+1%	1.0%	-0.5%	-0.3%	6.6%
Veerle Bouckaert - Executive Director (2) (5)	-1%	7.5%	18.7%	-25.6%	43.9%
Francesco Genovese - Executive Director (2)	-1%	7.7%	19.3%	39.3%	9.6%

1) In 2021, received a one-off bonus of Euro 200,000

2) Including executive remuneration

3) In 2020, received a one-off bonus of Euro 70,000, and in 2022, received a one-off bonus of Euro 50,000 paid by K-Way S.p.A. and Euro 200,000 paid by BasicNet S.p.A. (approved in 2023, accruing in 2022) regarding results achieved in 2022. In 2023, received a one-off bonus of Euro 100,000 (approved in 2024, accrued in 2023). The other increases relate to the assumption of the position of Chief Executive Officer in some strategic Group companies, as resolved in 2022.

4) In 2021, received a one-off bonus of Euro 150,000, and in 2022, received a one-off bonus of Euro 100,000 paid (approved in 2023, accruing in 2022) regarding results achieved in 2022. In 2023, received a one-off bonus of 50,000 Euro (approved in 2024, accruing in 2023).

5) In 2020, received a one-off bonus of Euro 40,000

Remuneration for Non-Executive Directors and for participation on internal Board committees did not change during the reporting periods. The changes relate to the variations in Directors and internal Board committee compared to previous years.

The remuneration of the Board of Statutory Auditors did not change during the reporting periods. The changes relate to the variations in the Board of Statutory Auditors compared to previous years.

Company Results

A comparison of the Company's income indicators is set out below.

Indicator (1)	Change 2024/2023	Change 2023/2022	Change 2022/2021	Change 2021/2020	Change 2020/2019
Consolidated revenues	+3.1%	+2.7%	+30.0%	+14.1%	-15.0%
EBITDA	+5.0%	-4.6%	+37.8%	+123.2%	-53.4%
Consolidated net profit	+3.6	-18.8%	+47.8%	+136.9%	-59.2%

(1) Data taken from BasicNet's consolidated financial statements.

Average remuneration, calculated on a full-time equivalent basis, of employees other than members of administrative and control bodies

The average remuneration of BasicNet S.p.A.'s employees, other than members of the administrative and control boards, decreased 2.89% in 2024 compared to the previous year. In 2022, in order to support the workforce and their families in the face of rising living costs, the Group introduced an extraordinary welfare initiative equal to one month's salary.

Average remuneration of employees other than members of the Board of Directors and the Board of Statutory Auditors	Change 2024/2023	Change 2023/2022	Change 2022/2021	Change 2021/2020	Change 2020/2019
Average remuneration (1)	-2.89%	+5.8%	6.8%	+3.6%	-8.6% (2)

(1) Calculated based on the average monthly salary of full-time employees, including bonuses quantified with reference to the vesting year:

(2) The figure takes into account the effects of the Extraordinary Temporary Lay-off Scheme introduced during the COVID-19 emergency.

Table 1 – Remuneration paid to Directors, Statutory Auditors, General Managers and other Senior Executives.

The following table breaks down the remuneration of Directors, Statutory Auditors and General Managers. Separate indication is provided of remuneration received from subsidiaries and/or associated companies. Remuneration concerns that accrued in the year. Termination indemnity is indicated for the period in which it matured, even if not paid, for those concluding employment during the year or for those reaching the end of mandate and/or contract.

Name	Office held	Period of office	Concl. of office	Fixed remun.	Remun. for committee attendance	Bonuses and other incentives	Profit sharing	Non-monetary benefits	Other remuneration	Total	Benefits on conclusion of office
Directors											
Marco Boglione (1)	Chairperson	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				1,220,000				137,755	500,000	1,857,755	
(II) Remuneration from subsidiaries and associates											
Total				1,220,000	-	-	-	137,755	500,000	1,857,755	
Lorenzo Boglione (2)	Director Vice-Chairperson and Chief Executive Officer	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				117,192						117,192	
(II) Remuneration from subsidiaries and associates				455,000						455,000	
Total				572,192	-	-	-	-	-	572,192	
Alessandro Boglione (3)	Director Vice-Chairperson and Chief Executive Officer	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				115,592						115,592	
(II) Remuneration from subsidiaries and associates				455,000						455,000	
Total				570,592	-	-	-	-	-	570,592	
Federico Trono (4)	Chief Executive Officer	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				442,857						442,857	
(II) Remuneration from subsidiaries and associates											
Total				442,857	-	-	-	-	-	442,857	
Maria Boglione (5)	Director	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				26,521						26,521	
(II) Remuneration from subsidiaries and associates											
Total				26,521	-	-	-	-	-	26,521	
Piera Braja (6)	Independent Director	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				20,000	10,000					30,000	
(II) Remuneration from subsidiaries and associates											
Total				20,000	10,000	-	-	-	-	30,000	
Veerle Bouckaert (7)	Director	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				134,958						134,958	
(II) Remuneration from subsidiaries and associates				10,000						10,000	
Total				144,958	-	-	-	-	-	144,958	
Paola Bruschi (8)	Director	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				202,938						202,938	
(II) Remuneration from subsidiaries and associates										-	
Total				202,938	-	-	-	-	-	202,938	
Francesco Calvo (9)	Independent Director	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				20,000	10,000					30,000	
(II) Remuneration from subsidiaries and associates											
Total				20,000	10,000	-	-	-	-	30,000	
Cristiano Florio (10)	Independent Director	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				20,000	5,000					25,000	
(II) Remuneration from subsidiaries and associates											
Total				20,000	5,000	-	-	-	-	25,000	
Monica Gamberoni (11)	Director	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				79,556						79,556	
(II) Remuneration from subsidiaries and associates											
Total				79,556	-	-	-	-	-	79,556	
Francesco Genovese (12)	Director	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				141,008						141,008	
(II) Remuneration from subsidiaries and associates											
Total				141,008	-	-	-	-	-	141,008	
Daniela Ovazza (13)	Director	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				20,000	5,000					25,000	
(II) Remuneration from subsidiaries and associates											
Total				20,000	5,000	-	-	-	-	25,000	
Carlo Pavesio (14)	Director	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				20,000	5,000					25,000	
(II) Remuneration from subsidiaries and associates											
Total				20,000	5,000	-	-	-	-	25,000	
Grand total				3,500,622	35,000	-	-	137,755	500,000	4,173,377	

Name	Description of office			Fixed remun.	Remun. for committee attendance	Bonuses and other incentives	Profit sharing	Non-monetary benefits	Other remuneration	Total	Benefits on conclusion of office
	Office held	Period of office	Concl. of office								
Ugo Palumbo	Chairperson	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				36,000						36,000	
(II) Remuneration from subsidiaries and associates											
Total				36,000						24,000	
Gianna Luzzati	Statutory Auditor	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				24,000						24,000	
(II) Remuneration from subsidiaries and associates											
Total				24,000						24,000	
Alberto Pession (15)	Statutory Auditor	01/01/2024-31/12/2024	approv. 2024 accounts								
(i) Remuneration from Company preparing the accounts				24,000						24,000	
(II) Remuneration from subsidiaries and associates				19,200						19,200	
Total				43,200						43,200	

- 1) The remuneration from BasicNet includes the Euro 20,000 (before withholding taxes) awarded by the Shareholders' Meeting for the office of Director, and Euro 1,200,000 (before withholding taxes) as Executive Chairperson of the Company. "Non-monetary benefits" relate to a "term-life constant capital" life policy for an insured capital amount of Euro 1.5 million and for Euro 52,775 the use of the residential unit located at the "BasicVillage" called "Foresteria - Loft People on the Move" and the relative expenses, of a normal value of Euro 85 thousand annually. "Other remuneration" relates to the annual allocation of Termination Indemnity.
- 2) The remuneration from BasicNet includes the Euro 20,000 before withholding taxes awarded by the Shareholders' Meeting for the office of Director and remuneration as a Company Executive. Remuneration from other companies is received as Executive Director of Kappa S.r.l. for Euro 255,000 and Chief Executive Officer of K-Way S.p.A. for Euro 100,000, Chief Executive Officer of Sebago S.r.l. for Euro 50,000, Chairperson of the Board of Directors of Superga S.r.l. for Euro 50,000;
- 3) The remuneration from BasicNet includes the Euro 20,000 before withholding taxes awarded by the Shareholders' Meeting for the office of Director and remuneration as a Company Executive. Remuneration from other companies is received as Chief Executive Officer of BasicItalia S.r.l. for Euro 255,000 and of K-Way S.p.A. for Euro 100,000., Chairperson of the Board of Directors of Sebago S.r.l. for Euro 50,000, Chief Executive Officer of Superga S.r.l. for Euro 50,000;
- 4) Remuneration includes the Euro 20,000 (before withholding taxes) awarded by the Shareholders' Meeting for the office of Director, the remuneration of Euro 290,000 (before withholding taxes) as Chief Executive Officer of the Company and remuneration as an Executive of the Company.
- 5) The remuneration from BasicNet includes Euro 20,000 before withholding taxes allocated by the Shareholders' Meeting for the office of Director, in addition to remuneration as an employee of the Company from September 2024.
- 6) The remuneration from BasicNet includes Euro 20,000 before withholding taxes allocated by the Shareholders' Meeting for the office of Director, in addition to remuneration as a member of the Remuneration Committee (Euro 5,000 before withholding taxes) and the Control and Risks and Related Parties Committee (Euro 5,000 before withholding taxes).
- 7) The remuneration from BasicNet includes the Euro 20,000 before withholding taxes awarded by the Shareholders' Meeting for the office of Director and remuneration as a Company Executive. The remuneration from other companies is received as Executive Director of Kappa S.r.l.
- 8) The remuneration from BasicNet includes Euro 20,000 gross of withholding taxes allocated by the Shareholders' Meeting for the office of Director, the remuneration as an Executive of the Company and for the position of Executive Officer for Financial Reporting (Euro 40,000 before withholding taxes), allocated by the Board of Directors meeting of April 29, 2022.
- 9) The remuneration from BasicNet includes Euro 20,000 before withholding taxes allocated by the Shareholders' Meeting for the office of Director and remuneration as a member of the Remuneration Committee (Euro 5,000 before withholding taxes) and the Control and Risks and Related Parties Committee (Euro 5,000 before withholding taxes).
- 10) The remuneration from BasicNet includes Euro 20,000 before withholding taxes allocated by the Shareholders' Meeting for the office of Director and remuneration as a member of the Remuneration Committee (Euro 5,000 before withholding taxes).
- 11) The remuneration from BasicNet includes the Euro 20,000 before withholding taxes awarded by the Shareholders' Meeting for the office of Director and remuneration as a Company Executive, with reference to the entire year.
- 12) The remuneration from BasicNet includes the Euro 20,000 before withholding taxes awarded by the Shareholders' Meeting and remuneration as a company Executive.
- 13) The remuneration from BasicNet includes Euro 20,000 before withholding taxes allocated by the Shareholders' Meeting for the office of Director and remuneration as a member of the Remuneration Committee (Euro 5,000 before withholding taxes).
- 14) The remuneration from BasicNet includes Euro 20,000 before withholding taxes allocated by the Shareholders' Meeting for the office of Director and remuneration as a member of the Remuneration Committee (Euro 5,000 before withholding taxes).
- 15) Remuneration received as Statutory Auditor of the subsidiaries BasicVillage S.p.A. (Euro 4,200 before withholding taxes) and K-Way S.p.A. (Euro 15,000 before withholding taxes).

Table 2 - Investments held by the members of the Board of Directors and Control Boards and by Senior Executives

The following table shows the equity investments in BasicNet S.p.A. held by the members of the Management and Supervisory Bodies and Senior Executives.

Name	Office	Investee	Number of shares held at end of 2023	Number of shares purchased	Number of shares sold	Number of shares held at end of 2024
Marco Boglione(*)	Chairperson	BasicNet	20,517,733			20,517,733
Lorenzo Boglione	Director	BasicNet	21,580			21,580
Alessandro Boglione	Director	BasicNet	14,604			14,604
Carlo Pavesio	Director	BasicNet	100,000			100,000

(*) of which 20,206,065 shares held through the subsidiary BasicWorld S.r.l. and 311,668 held directly.

for the Board of Directors
The Chairperson

Marco Daniele Boglione

Report of the Board of Directors on point 4 of the Agenda:

4. Appointment of the Board of Directors:

- 4.1 Establishment of the number of members.**
- 4.2 Establishment of the duration of office of the Directors.**
- 4.3 Appointment of members.**
- 4.4 Appointment of the Chairperson.**
- 4.5 Motions regarding remuneration for members of the Board of Directors.**
- 4.6 Motions regarding termination indemnity for the Chairperson.**
- 4.7 Authorisation pursuant to Article 2390 of the Civil Code.**

Dear Shareholders,

with the approval of the financial statements at December 31, 2024, the mandate of the Board of Directors of the Company, appointed by the Shareholders' Meeting of April 13, 2022, concludes.

Consequently, you shall be called at the next Shareholders' Meeting to: 4.1- determine the number of members, 4.2 - determine the duration in office of the Directors, 4.3 - appoint the members, 4.4 - appoint the Chairperson, 4.5 - resolve on the fees due to the members of the Board of Directors, 4.6 - resolve on the allocation of a severance indemnity for the Chairperson and finally, 4.7 - provide authorisation pursuant to Article 2390 of the Civil Code.

4.1 Establishment of the number of members of the Board of Directors

Article 13 of the By-Laws (available at <http://www.basicnet.com/contenuti/gruppo/statuto.asp?menuSelectedID=2c>) establishes that: "the Company is administered by a Board of Directors, made up of between five and fifteen members, including non-shareholders. The Shareholders' Meeting, before their appointment, establishes the number of members of the Board of Directors and the duration of office in accordance with that permitted by law".

The Board of Directors therefore invites you to establish the number of members of the Board of Directors, within the aforementioned limits.

4.2 Establishment of the duration of office of the Directors

As per section one of Article 13 of the By-Laws, the Board of Directors invites you to establish the term of office of the Board of Directors

4.3 Appointment of the members

The appointment of the Board of Directors takes place, in accordance with Article 13 of the By-Laws, on the basis of lists presented by shareholders, in which the candidates, numbering not more than fifteen, should be listed by progressive numbering. The lists of candidates should be filed at the registered office of the Company, or by fax to +39 0112617354, or to the certified e-mail address basicnet@legalmail.it, accompanied by the relative documentation, by the twenty-fifth day before the day of the Shareholders' Meeting, therefore March 23, 2025, by shareholders who, alone or together with other shareholders, hold at least 4.5% of the share capital (as established by Consob through its Executive Resolution No. 123 of January 28, 2025). The holding, at the presentation date of the slate, should be corroborated by the relevant communications produced by the filing intermediary and sent by e-mail to basicnet@pecserviziottoli.it, also subsequent to filing, although by the deadline for the publication of slates by the Issuer, therefore March 27, 2025.

According to the deadlines and means set out above, together with each slate, declarations in which the individual candidates accept their candidature must be filed at the company's registered office, stating in good faith, the absence of reasons for ineligibility and incompatibility, as well as the fulfilment of the requirements for the respective positions, including any declarations confirming their independence, in addition to information on directorships held in other companies.

Each slate must include candidates who meet said independence requirements, since at least two elected members of the Board of Directors must be declared independent. The slates presenting a number of candidates of three or above must include candidates belonging to both genders, so that the under-represented gender comprises at least two-fifths of the candidates. Each candidate may be presented on only one slate at the risk of being declared ineligible.

Finally, shareholders presenting a "Minority Slate" should comply with the recommendations of Consob under Communication No. DEM/9017893 - Appointment of members of the Administration and Control Boards - of February 26, 2009.

Directors are appointed as follows: a) from the slate which obtained the highest number of votes, based on the progressive order with which they are listed in the slate, all the members necessary are elected to fill the number of Directors established for the Shareholders' Meeting, while ensuring the gender balance provisions are complied with, except one; b) from the slate which obtained in the Shareholders' Meeting the second highest number of votes one member is elected of the Board of Directors as the first candidate on this slate. Consideration is not taken of the slates which have not obtained at least the number of votes required by the Company By-Laws for the presentation of slates. Should two slates receive the same number of votes, a second vote of the entire Shareholders' Meeting is taken to decide between them with the candidate being elected through a simple majority of the votes. In the case of presentation of only one slate, or in the case of no slate presented, the Shareholders' Meeting deliberates by statutory majority.

4.4 Appointment of the Chairperson

In accordance with Article 13 of the By-Laws, the Shareholders' Meeting is granted the faculty to appoint the Chairperson of the Board of Directors.

We invite you therefore to appoint the Chairperson of the Board of Directors on the basis of the proposals which may be drawn up by shareholders

4.5 Motions regarding remuneration for members of the Board of Directors

In accordance with Article 15 of the By-Laws "The Board of Directors receives remuneration as established by the Shareholders' Meeting and the Directors have the right to the reimbursement of expenses incurred for the exercise of office. Directors holding specific offices also receive specific remuneration, to be calculated as per paragraph 3 of Article 2389 of the Civil Code."

The Board of Directors therefore invites you, on the basis of the proposals which may be drawn up by shareholders, to:

- set the remuneration of the Board of Directors in accordance with Article 2389 of the Civil Code, including the right of the Chairperson (to be appointed), to also receive termination indemnity;
- establish that the remuneration of the Chairperson and of Directors holding specific offices, is set, in accordance with Article 2389 of the Civil Code and Article 15 of the By-Laws, by the Board of Directors, on the proposal of the Remuneration Committee and with the favourable opinion of the Board of Statutory Auditors.

4.6 Motions regarding termination indemnity for the Chairperson

The Board of Directors therefore invites the Shareholders' Meeting, on the basis of the proposals which may be drawn up by shareholders, to consider the allocation of an end-of-mandate indemnity to the Chairperson of the Board of Directors.

4.7 Authorisation pursuant to Article 2390 of the Civil Code

Finally, the Board of Directors invites the Shareholders' Meeting to express its opinion on whether or not the Directors who will be elected may be Directors or General Managers of competing companies.

The Board, in its meeting on March 7, 2025, considered that the application of regulatory and statutory provisions ensures a sufficiently high level of diversity within the governing bodies and, therefore, deemed it unnecessary to adopt additional diversity policies beyond those required by law.

The Board decided to resubmit to each candidate the assessment of compatibility in undertaking the position of Director at the Company with any additional offices of directorship or Statutory Auditor held at other companies listed on regulated markets, in financial companies, banks, insurance companies or large companies. The Directors are requested, both on the acceptance of office and during the period of their office and thereafter, to report in a timely manner to the Board of Directors operating appointments in competing groups.

Turin, March 7, 2025

for the Board of Directors

The Chairman

Marco Daniele Boglione

Report of the Board of Directors on point 5 of the Agenda

5. Appointment of the Board of Statutory Auditors:

5.1 Appointment of the Board of Statutory Auditors and its Chairperson for the years 2025-2027;

5.2 Determination of the fees due to the members of the Board of Statutory Auditors.

Dear Shareholders,

with the approval of the financial statements at December 31, 2024, the mandate of the Board of Statutory Auditors of the Company, appointed by the Shareholders' Meeting of April 13, 2022, concludes. Consequently, you shall be called at the next Shareholders' Meeting to: (5.1) appoint three Statutory Auditors and two Alternate Auditors and the Chairperson for the years 2025-2027 and (5.2) determine the fees due to the Chairperson of the Board of Statutory Auditors and the Statutory Auditors.

5.1 Appointment of the Board of Statutory Auditors and its Chairperson for the years 2025-2027;

In accordance with Article 17 of the By-Laws (available on the website <http://www.basicnet.com/contenuti/gruppo/statuto.asp?menuSelectedID=2c>):

- the Board of Statutory Auditors should comprise three Statutory Auditors and two Alternate Auditors, while departing Statutory Auditors may be re-elected. The Statutory Auditors and Alternate Auditors are appointed for a period of three years, which concludes on the date of the Shareholders' Meeting called for the approval of the financial statements relating to the final year in office;
- the appointment of the Board of Statutory Auditors will take place according to the presentation of slates by Shareholders, in which the candidates are listed by progressive numbering. The list is composed of two sections: one for the candidates for the office of Statutory Auditor and the other for candidates for the office of Alternate Auditor.

The lists should be drawn up so as to ensure that the resulting Board of Statutory Auditors complies with the regulatory-established minimum gender quotas (the under-represented gender must constitute at least two-fifths of the Board of Statutory Auditors).

The lists of candidates should be filed at the registered office of the Company, or sent by fax to +39 0112617354, or to the certified e-mail address basicnet@legalmail.it, accompanied by the relative documentation, by the twenty-fifth day before the day of the Shareholders' Meeting, i.e. March 23, 2025, by shareholders who, alone or together with other shareholders, hold at least 4.5% of the share capital (as established by Consob through its Executive Resolution No. 123 of January 28, 2025).

The holding, at the presentation date of the list, should be corroborated by the relevant communications produced by the filing intermediary and sent by e-mail to basicnet@pecserviziolitoli.it, also subsequent to filing, although by the deadline for the publication of lists by the Issuer, therefore March 27, 2025.

In the event that only one list is filed by March 23, 2025, or only related lists in accordance with the applicable regulation, further lists may be presented until March 26, 2025, with the minimum percentage for the presentation of such lists reduced to 2.25% of the share capital.

Each shareholder, in addition to shareholders belonging to the same group, in accordance with Article 2359 of the Civil Code and the parties belonging to, also through subsidiaries, a shareholders' agreement in accordance with Article 122 of Legislative Decree No. 58/98 (CFA), may not present, nor through nominees of trust companies, more than one list. In the case of violation no consideration is taken of the vote of the shareholder for any list presented. Each shareholder may vote for only one list.

The lists should be accompanied by exhaustive disclosure on the personal and professional background of the candidates, with indication of the presenting shareholders and the overall share capital holding, in addition to the declaration of shareholders other than those who hold, also jointly, a controlling or relative majority holding, declaring the absence of connecting relationships as per the applicable regulations, with these latter, or where in existence, the reasons why such are considered relevant.

According to the deadlines and means set out above, together with each list, a declaration in which the individual candidates accept their candidature, must be filed, stating in good faith the absence of reasons for ineligibility and incompatibility and the existence of the requisites for the respective positions, in addition to information on directorships held in other companies.

Each candidate may be presented on only one list at the risk of being declared ineligible.

Lists presented that do not comply with all of the above formalities are considered as not presented.

Finally, shareholders presenting a "Minority List" should comply with the recommendations of Consob under Communication No. DEM/9017893 - Appointment of members of the Administration and Control Boards - of February 26, 2009.

Each shareholder may vote for only one list.

The procedure for electing Statutory Auditors is as follows:

- a. from the list which obtained the highest number of votes at the Shareholders' Meeting, based on the progressive order on the list, two Statutory Auditors and one Alternate Auditor are elected;
- b. from the list which obtained the second highest number of votes at the Shareholders' Meeting, the remaining Statutory Auditors and the other Alternate Auditor member are elected, based on the progressive order on the list.

The Chairperson of the Board of Statutory Auditors is the first candidate indicated on the list that obtained the second highest number of votes.

In the case of parity of votes between lists, the candidates from the list having a higher equity investment are elected or, subordinately, with the greater number of shareholders.

In the case of presentation of only one list, all Statutory Auditors will be taken from that list, with the Chairperson the first listed on the list.

Subject to the incompatibilities under the applicable legal provisions, those not considered of good standing and professionalism as per Ministry of Justice Decree No. 162 of March 30, 2000 may not be appointed to the Board of Statutory Auditors, as also stated in the By-Laws. For the application of this decree and as established by Article 17 of the By-Laws, the matters strictly relating to company operations and the sectors closely linked to that in which the Company operates are:

- the research, developments, styling, production and sale of products and services, in particular textile products, clothing, footwear, eyewear, leatherwear, sporting equipment and goods, in addition to accessories for these sectors;
- the management and development of brands.

The areas closely related to the Company's sector are:

- industrial, commercial and tax law, in addition to economics and business, accountancy and corporate finance.

In addition, those who do not comply with the limit upon the cumulative number of administration and control positions established by the applicable legal and regulatory provisions may not be appointed to the Board of Statutory Auditors (Article 144-*duodecies* and subsequent of the Issuers' Regulation).

At the meeting of November 13, 2018, the Board of Directors considered that the application of the regulatory provisions and the By-Law provisions ensure a sufficiently diverse range of profiles on the Board of Directors and Board of Statutory Auditors and therefore decided not to adopt additional diversity policies than those required by law or recommended by the Self-Governance Code.

With regards to that outlined above, the Shareholders' Meeting is therefore called to appoint the Board of Statutory Auditors and its Chairperson for the years 2025-2026-2027.

5.2 Determination of the fees due to the Board of Statutory Auditors.

With regards to the establishment of the remuneration of the members of the Board of Statutory Auditors, in accordance with Article 2402 of the Civil Code, such will be established by the Shareholders' Meeting on its appointment and for the entire mandate. You are therefore invited, on the basis of the proposals which may be drawn up by Shareholders (even during the Shareholders' Meeting itself), to establish the remuneration of the Board of Statutory Auditors.

Turin, March 7, 2025

for the Board of Directors

The Chairman

Marco Daniele Boglione

Illustrative Report of the Board of Directors on point 6 of the Agenda

6. Appointment of the Independent Audit Firm:

6.1. Appointment of the Independent Audit Firm the fiscal years 2026-2034. Resolutions thereon;

6.2 Assurance engagement concerning consolidated sustainability reporting for the fiscal years 2026-2034. Resolutions thereon.

Dear Shareholders,

with the approval of the 2025 Annual Accounts by the Shareholders' Meeting, the legal audit engagement awarded to EY S.p.A. by resolution of the Shareholders' Meeting on April 27, 2017 will conclude.

The appointment may not be granted to the outgoing Auditor as completing in 2025 the nine-year period established by Article 17 of Legislative Decree No. 39 of January 27, 2010, as modified by Legislative Decree No. 135 of July 17, 2016 in enactment of Directive 2006/43/EC.

It is therefore necessary to submit for the approval of the Shareholders' Meeting the appointment of a differing independent audit firm.

6.1. Appointment of the Independent Audit Firm the fiscal years 2026-2034. Resolutions thereon;

In FY 2024, BasicNet began, one year before the conclusion of EY S.p.A.'s mandate, the procedure to select a new independent audit firm to be granted the relevant assignment for 2026-2034, so as to submit the reasoned recommendation for the new assignment to the Shareholders' Meeting on April 17, 2025. It is understood that the appointment will take effect from the conclusion of the current legally-required audit assignment, i.e. the approval of the 2025 Annual Accounts.

In its capacity as the "Internal Audit Committee" pursuant to Articles 13 and 17 of Legislative Decree No. 39/2010, as amended, and Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 ("Regulation 537/2014"), the Board of Statutory Auditors was therefore called upon to prepare the Reasoned Recommendation in accordance with the provisions set out in the *pro tempore* EU regulations in force.

Bringing this process forward is common practice among listed companies and is designed, among other objectives, to put the incoming auditor in a position to comply with the "cooling-in" period, provided for in Article 5(1) of Regulation 537/2014. This prohibits the incoming auditor from providing certain services during the financial year immediately preceding the beginning of the period being audited.

Considering the above, the Board of Directors therefore submits for your review and approval the Reasoned Recommendation as prepared by the Board of Statutory Auditors, in its capacity as the Internal Audit Committee (which is attached to this report and also contains the economic conditions offered by the same companies). This Recommendation lists PricewaterhouseCoopers S.p.A. and Crowe Bompani S.p.A. as possible candidates for the appointment of the independent audit firm for the financial years 2026-2034, also specifying its preference for the offer made by the independent audit firm PricewaterhouseCoopers S.p.A.

* * *

In relation to the above, we invite you to approve the following motion:

"The Shareholders' Meeting of Basicnet S.p.A.:

- having acknowledged the Board of Statutory Auditors' Reasoned Recommendation regarding the appointment of the independent audit firm for the financial years 2026-2034 for the performance of the legally-required audit;
resolves

- 1) to approve the Board of Statutory Auditors' proposal in accordance with the terms and conditions set out in the "BasicNet S.p.A. Internal Audit Committee's Recommendation for the appointment of the independent audit firm for the nine-year period 2024-2036" (attached to the Directors' Illustrative Report) and, by virtue of the justified preference expressed,
- 2) to appoint as the independent audit firm for BasicNet S.p.A., pursuant to Legislative Decree No. 39 of January 27, 2010, and Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014, for a term of 9 (nine) financial years and, specifically, for the financial years 2026-2034:
 - (i) in the first instance, PricewaterhouseCoopers S.p.A., ranked first for an annual fee of Euro 311,000, corresponding to an expected annual commitment of a total of 5,276 hours per year, under the conditions set out in the Recommendation;

- (ii) as an alternative - should the motion under point (i) not be approved - Crowe Bompani S.p.A., ranked second for an annual fee of Euro 275,000, corresponding to an expected annual commitment of a total of 5,130 hours per year, under the conditions set out in the Recommendation;
- 3) to confer upon the Board of Directors, and on its behalf the Chief Executive Officers, severally, all the broadest powers, non excluded or excepted, to legally formalise the aforementioned resolution, and to carry out the relevant and necessary formalities with the competent bodies and/or offices. They shall also have the power to introduce any non-substantial amendments that may be required for this purpose, and in general whatever is necessary for the complete execution of this resolution, with any and all powers necessary and appropriate, in compliance with current regulatory provisions”.

The fees referred to in point (i) or, subordinately, in point (ii) above will be adjusted annually, to the contractually defined extent, in line with the trend in the cost of living index, and may vary as a result of changes in the scope of intervention by the independent audit firm and as a result of exceptional events and/or those which are wholly unforeseeable at the time the contract is entered into, without prejudice to the verification and monitoring of the independent audit firm’s independence and activity carried out by the Board of Statutory Auditors, in its role as Internal Audit Committee.

6.2 Assurance engagement concerning consolidated sustainability reporting for the fiscal years 2026-2034. Resolutions thereon.

Dear Shareholders,

the approval of the 2025 Annual Accounts by the Shareholders’ Meeting will also conclude the Assurance engagement concerning consolidated sustainability reporting

It should first be noted that Legislative Decree No. 125/2024 repealed Legislative Decree No. 254 of December 30, 2016, which required that a non-financial statement be prepared, and introduced the requirement that a section of the Directors’ Report of the financial statements, individual and/or consolidated, as appropriate, be dedicated to the new “sustainability disclosure”, Pursuant to Article 8 of Legislative Decree No. 125/2024, this disclosure, which must be prepared according to a specific common European standard and include certain minimum information, must also be subject to limited attestation of compliance by an auditor or independent audit firm licensed under Legislative Decree No. 39 of January 27, 2010 (“Legislative Decree No. 39/2010”).

In this regard, the provisions of Article 13, paragraph 2-ter, of Legislative Decree No. 39/2010, as amended by Legislative Decree No. 125/2024, provide that the Shareholders’ Meeting, on the reasoned proposal of the control board, must appoint the sustainability reporting compliance auditor and determine the fee payable to the sustainability auditor or independent audit firm for the entire term of the appointment. The aforementioned provision also provides that the term of office shall be three financial years (expiring on the date of the Shareholders’ Meeting called to approve the financial statements for the third financial year).

As part of the process to select the new independent audit firm, the Company also obtained a specific quotation for the limited attestation of compliance of the Company’s consolidated sustainability reporting, pursuant to Legislative Decree No. 125 of September 6, 2024 (“Legislative Decree 125/2024”) issued in implementation of Directive (EU) 2022/2464 (the “Corporate Sustainability Reporting Directive” or “CSRD”), for the financial years 2026-2028, and forwarded it to the Board of Statutory Auditors.

The Board of Statutory Auditors, in its role as Internal Audit Committee pursuant to Legislative Decree No. 39/2010, having assessed the proposals received, has made its reasoned proposal (attached hereto as Annex B) regarding the engagement of PricewaterhouseCoopers S.p.A., for the limited attestation report on the compliance of the Company’s consolidated sustainability reporting for the financial years 2026, 2027 and 2028.

Motion

On the basis of the above, the Board of Directors proposes that the Shareholders' Meeting approve the following motion:

"The Shareholders' Meeting of BasicNet S.p.A.,

having acknowledged the Board of Directors' Report and the Board of Statutory Auditors' reasoned proposal pursuant to Article 13, paragraph 2-*ter*, of Legislative Decree No. 39/2010, as amended and supplemented (the "Decree") regarding the appointment to certify the compliance of BasicNet S.p.A.'s consolidated sustainability reporting:- Having examined the illustrative report submitted by the Board of Directors; and

resolves

- to appoint the independent audit firm PricewaterhouseCoopers S.p.A. to certify the compliance of BasicNet S.p.A.'s consolidated sustainability reporting for the financial years 2026-2028, pursuant to Articles 13, paragraph 2-*ter*, and 14-*bis* of the Decree, for a fee of Euro 56,000 for each financial year; this fee is determined on the basis of current hourly rates and may be adjusted on July 1 of each year, from July 1, 2027, within the limits of the increase in the ISTAT index, and under the further terms and conditions set out in the offer made by the aforementioned independent audit firm;
- to confer upon the Board of Directors, and on its behalf the Chief Executive Officers, severally, all the broadest powers, non excluded or excepted, to legally formalise the aforementioned resolution, and to carry out the relevant and necessary formalities with the competent bodies and/or offices. They shall also have the power to introduce any non-substantial amendments that may be required for this purpose, and in general whatever is necessary for the complete execution of this resolution, with any and all powers necessary and appropriate, in compliance with current regulatory provisions".

Turin, March 7, 2025

for the Board of Directors

The Chairperson

Marco Daniele Boglione

**BASICNET S.P.A. BOARD OF STATUTORY AUDITORS’ RECOMMENDATION FOR
THE APPOINTMENT OF THE INDEPENDENT AUDIT FIRM FOR THE 2026-2034
PERIOD.**

1. PREMISES

With the approval of the 2025 Annual Accounts, the mandate for the audit of the accounts of BasicNet S.p.A. (hereafter “Basicnet” or the “Company”) awarded to the Audit Firm EY S.p.A. (hereafter the “Outgoing Auditor” or EY”) for the nine-year period 2017-2025 will conclude.

Therefore, in the second half of 2024, the company considered it appropriate to commence the selection process of the new independent audit firm for the assignment for the years 2026-2034, in accordance with current regulations on the audit of accounts in Italy and at EU level.

The selection process was brought forward from the conclusion date of the current engagement to allow the incoming auditor to comply with the provisions of EU Regulation 537/2014 (hereinafter also the “Regulation”), which prohibit the provision of certain services other than the legally-required audit from the financial year immediately preceding the first year of the audit.

We note the Board of Statutory Auditors acts as the Internal Audit Committee (hereinafter also the “IAC”), as provided for companies employing a traditional administration system. In this capacity, as part of the selection to appoint the independent auditor, the board is tasked with providing a reasoned recommendation to the governing body to enable the Shareholders’ Meeting to make a properly considered decision.

Specifically, pursuant to Article 19, paragraph 1, letter f of Legislative Decree No. 39 of January 27, 2010 (hereinafter also the “Decree”), the IAC is *“responsible for the procedure for the selection of the legal auditor or audit firm”*; the IAC’s remit also includes *“recommend[ing] the legal auditor or audit firm pursuant to Article 16 of the European Regulation”*.

EU Regulation No. 537 of April 16, 2014 also provides that the IAC presents to the Board of Directors a reasoned recommendation for the appointment of the audit engagement containing *“two possible alternatives for the appointment”*, expressing a justified preference for one of the two.

Based on the above, the Board of Statutory Auditors, in its role as IAC, has prepared the following recommendation (hereinafter also the “Recommendation”) to be presented to the Board of Directors of the company, in accordance with the purposes prescribed by current regulations and that prescribed by BasicNet’s *Group procedure for the audit assignment to the audit firm*.

The Recommendation was prepared following a specific selection process, undertaken by the company in accordance with Article 16, paragraph 3 of the Regulation, for which the Board of Statutory Auditors is, in accordance with the same article, directly responsible.

For the purposes of the selection process, the Board of Statutory Auditors utilised the operational support of the Executive Officer for Financial Reporting (hereafter the “Executive Officer for Financial Reporting”) as well as, where considered necessary and/or appropriate, other company departments.

2. THE SELECTION PROCESS

2.1 Call for offers from audit firms

For the selection process of the new audit firm for the assignment for the years 2026-2034, BasicNet - in accordance with Group procedures on the matter - preliminarily (i) developed a rating model based on the key factors for the awarding of the assignment (see below, paragraph 3.1) and (ii) presented to the Board of Statutory Auditors the methodological proposal, in accordance with the provisions of law, on the procedure and timeframe for the selection process of the audit firm. The Board of Statutory Auditors approved this methodological proposal. Therefore, together with the Board of Statutory Auditors, the company carried out an assessment to identify the audit firms to send the Invitation Letters (as defined below) on the basis of the letters of transparency published in relation to the year 2023/24 pursuant to Article 18 of the Decree and of the professional assignments/services undertaken on behalf of entities of public interest.

On the completion of this assessment, and considering that the appointment may not be conferred to the Outgoing Auditor having completed, at the end of 2025, the nine-year period as per Article 17 of Decree 39/2010¹, four firms were identified: KPMG S.p.A., Deloitte Touche S.p.A., PricewaterhouseCoopers S.p.A. and Crowe Bompani S.p.A.

The company, therefore, together with the Board of Statutory Auditors, determined the contents of the letter to be sent in relation to the *“Request for an offer as auditor of the accounts for the financial years 2026-2034, pursuant to Legislative Decree No. 39/2010 as amended and Regulation (EU) No. 537 of April 16, 2014”* to the companies identified on the completion of the assessment process illustrated above. The Invitation Letter was therefore sent to:

- Deloitte & Touche S.p.A. (hereafter also “Deloitte”);
- PricewaterhouseCoopers S.p.A. (hereinafter also “PWC”);
- KPMG S.p.A. (hereinafter also “KPMG”);
- Crowe Bompani S.p.A. (hereinafter also “Crowe”);

Despite the initial choice for the recipients of the Invitation Letter, we highlight that participation in the selection process was in no way precluded to any entity which, in the previous calendar year, received less than 15% of their fees from the audit of entities of public interest in Italy.

The Invitation Letter required that the presentation of the offer was sent by certified e-mail to basicnet@legalmail.it.

¹ See Legislative Decree No. 39/2010, Article 17: *“The audit assignment has a duration of nine years for the audit firms and seven years for legal auditors. It may not be renewed and newly conferred if at least four years have not passed since the ending of the previous appointment”*.

As the auditors of BasicNet assumes importance as the principal auditor of the Group to which the company belongs (hereafter the “Group”), the Invitation letter made a specific request for services for BasicNet and for each subsidiary included in the offer.

The Invitation Letter was prepared indicating:

- the information necessary in order to understand the operations of the company and of the Group, as well as the type of activities requested;
- further terms and conditions in relation to the selection process.

The same letter also requested an offer for the Independent Auditors’ Report on the BasicNet Group’s Non-Financial Statement, pursuant to Legislative Decree No. 254/2016 and the “Corporate Sustainability Reporting Directive (CSRD)”, Directive 2022/2464, which will be the subject of a separate proposal to the Shareholders’ Meeting.

2.2 Documentation and information requested in the Invitation Letter

Based on that indicated in the Invitation Letter, the offers must contain three sections respectively: (i) administration information, (ii) technical information and (iii) economic proposal.

2.2.1. “Administration Information” Section

For the administration section the company requested the audit firms to provide the following documentation:

- a) declaration of consent to handling of their personal data for the purposes of the tender, duly completed and signed by the legal representatives, together with a copy of an identity document by the presenter.
- b) declaration by the independent audit firm that it received a mandate to participate in this tender, and therefore unconditionally accept the contents of the related documents and that it is presenting the technical and economic offer;
- c) declaration by the independent audit firm of its commitment to remove, by December 31, 2024, any cause for incompatibility that may exist pursuant to current regulations between the independent audit firm, BasicNet and the BasicNet Group companies;
- d) attestation that the independent audit firm (including the entities in its Italian and international network) is not in, nor has it recently been in, situations that could potentially compromise its independence under the provisions of current regulations, including a description of the procedures that the independent audit firm constantly implements to ensure compliance with independence requirements

2.2.2. *“Technical Information” Section*

The technical offer, which should be prepared in accordance with the indications contained in Consob communication No. 96003556 of April 18, 1996 and the Invitation Letter and its attachments, must contain, as a minimum, the following information, necessary for the company to assess qualitatively the offers received:

- description of the network to which the audit firm belongs: capacity to service global clients, national and international size of the audit firm and its network (i.e. revenues, employees, countries within the network, etc.), experience in the sector.
- Information on the audit teams assigned to the assignment, including their CVs, and providing details of any specialists. This documentation should detail the experience of the audit team in the sector in which the BasicNet Group operates, knowledge of our Group and an indication of any experience and specific know-how in the field of IFRS.
- Description of the audit firm’s intended program of activities, describing the methodological approach and the main procedures it intends to use, and the timing for implementation of audit procedures.
- Description of the audit firm’s intended program of activities, describing the methodological approach and the main procedures it intends to use for the activities required under Legislative Decree No. 125/2024 (“CSRD”).

The company also requested that the audit firms attach to the offer the Transparency Report, pursuant to Article 18 of Legislative Decree of January 27, 2010.

2.2.3. *“Economic Proposal” section*

The economic offer, prepared in accordance with the indications contained in Consob No. 96003556 of April 18, 1996 and as outlined in the Invitation Letter and its attachments must:

- be presented in Euro for each company in attachment 2 to the Invitation Letter;
- contain revaluation mechanisms of the fees in line with the consumer price index in the various countries in which the Group operates;
- illustrate: the grade of the personnel involved (partner, manager, senior, assistant), the number of resources, the number of total hours allocated, the hourly tariff applied, the total cost per professional grade, the total cost for the activities requested;
- be quoted net of the oversight contribution to be paid to Consob;
- provide for fees not subject to change to take into account any errors in the assessment of the estimates of the hours presented;

- provide quotations including any expenses relating to the utilisation, within the audit activity, of specialists such as, by way of non-exhaustive example, experts in national and international tax, experts in the measurement of the fair value of assets and liabilities in the financial statements, experts in the assessment models of impairment tests, and in international accounting standards (IAS/IFRS) and actuaries.
- provide quotation for activities required under Legislative Decree No. 125/2024 (“CSRD”).

2.3 Functioning of the tender

On September 11, 2024, through certified electronic post and under the responsibility of the corporate affairs office, the Invitation Letter was sent to the companies identified in the assessment process.

On October 30, 2024, the Company received responses from:

- Deloitte & Touche S.p.A.
- PwC S.p.A.
- KPMG S.p.A.;

on November 4, 2024, a response was received from:

- Crowe Bompani S.p.A.;

(hereafter also, jointly, the “Offering Companies”). Deloitte & Touche responded that they did not intend to submit an offer², while the other companies’ responses were supplemented by the required information and documentation.

The Board of Statutory Auditors and the Executive Officer for Financial Reporting requested some further clarifications/additions to the offers received and these were promptly submitted by December 11, 2024.

The company, in accordance with the provisions of the *Group procedure for the appointment of the audit firm*, analysed the proposals received, preparing a report on the conclusion of the procedure which was then presented to the Board of Statutory Auditors.

The Board of Statutory Auditors, within the collegial meetings held, oversaw the overall analysis process and comparison of the offers received on the basis of the rating model prepared by the company, assessing in detail the offers received through the analysis, for each assessment criterion, of each of the individual distinctive and qualified aspects³.

² *we hereby thank you for inviting us to participate in the tender for the provision of professional services related to the legally-required audit of the financial statements of BasicNet S.p.A. and its subsidiaries for the nine-year period 2026-2034.*

Our discussions with you have confirmed that you intend to continue to use other types of services provided by the Deloitte network, which are incompatible with a possible appointment of Deloitte to the legally-required audit engagement. Therefore, as previously communicated to you verbally, following your decision, we will not formulate a proposal for the appointment of the legally-required audit for the nine-year period 2026-2034.

We extend our warmest regards and remain available for any clarification.

³ For details of the analyses and evaluations carried out on the offers received, see Section 3.2 below.

The analyses of the Offers in addition took account of the requirements and/or indications of the Supervisory Authority with regard to the auditing of accounts (for example in relation to independence, mandatory insurance coverage, professional standing and the composition of the team), in addition to the information and historic data provided by the Executive Officer for Financial Reporting.

3. ASSESSMENT CRITERIA

3.1 The rating model adopted

Before commencing the selection process of the new auditors the company, together with the Board of Statutory Auditors, identified clear and objective selection criteria, in order to ensure a procedure based on transparency and traceability of the activities undertaken and of the decisions.

In the definition of the selection criteria, account was taken of qualitative elements (such as knowledge of the Group, the characteristics of the audit firm and its network, the methodological approach proposed and the composition of the audit team), in addition to quantitative elements (such as the breakdown of the overall hours and the areas of intervention).

The quality-quantitative elements as identified were, therefore, designed to develop a rating model which would measure the key factors of the offers received, assigning to each of them a score.

The indication of the key factors was made favouring therefore the quality and the reliability of the work of the audit firm, also taking into account the peculiarities of the BasicNet Group.

The model is composed of:

- a technical section, in which the quality/quantitative characteristics of the offers received are measured, to which a maximum score obtainable is 70;
- an economic section, in which the amount requested for the services to be provided is assessed, to which a maximum score obtainable is 30.

The maximum score obtainable by the audit firm is therefore 100.

3.1.1 Technical section

Within the technical section, the company identified 6 macro-categories, attributing to each of them a specific weighting in terms of score assigned.

For each macro-category, a variable numeric indicator was assigned (17 in total), attributing to each individual indicator a maximum score established based on the importance of each indicator, so that the sum of the maximum score attributable to each indicator is equal to the score assigned to the macro-category.

Below are specified, for each macro-category, the drivers which guided the underlying assessments attributed of the score.

- Capacity to serve global clients

The overall capacity was assessed of the audit firm to work with listed companies, with organisational structures and operational complexities similar to that of BasicNet and of the Group. The general characteristics of the audit firm were assessed based on overall size and the global presence of the network, attributing in any case to this area a relatively low weight, within the overall technical assessment.

- Audit team of the parent company

This macro-area was attributed a relatively high weight, after that on the knowledge of the company and of the Group.

All the information was assessed relating to the team assigned, directly or as support, in order to assess the level of professionalism, seniority, relationship and availability, such as: the composition of the team which will be effectively working on the audit, the experience in the sector (in particular of the partners, managers and specialised professional staff) and the level of knowledge of the Group by the partners and managers which will be working on the audit.

- **Hours and mix**

The mix of the hours proposed by each audit firm was carefully assessed with reference to the use of professional figures proposed in the assignment. Specifically, an assessment was made, in addition to the total number of hours estimated by the audit firm for the assignment, also - and in particular - of the breakdown of the total hours by professional grade, avoiding an excessive concentration of the more strictly operative figures, and also on the contrary, on staff with a higher profile.

- Knowledge of the Group and of the sector

The knowledge of the sector and, in particular, of the Group is the area which was attributed the highest weight within the technical assessment of the offer, especially in view of the peculiar business model which characterises the BasicNet operations and of the Group in general. All the information necessary was assessed in order to evaluate and ensure the carrying out of an efficient undertaking of the assignment, such as the main audit assignments of listed companies in the sector (fashion/textile) in the last three years (and, in general, the experience in the sector), as well as specific knowledge of the Group.

- **IFRS**

The level of experience within IAS-IFRS was reviewed, assessed through the specific experience of the audit team in relation to IAS-IFRS international accounting standards, participation within international organisations and any publications by the team.

- Methodology

All the elements and information relating to the audit process to evaluate the level of technicality, automation and strategy was assessed with particular reference to the strategy/audit plan to critical areas in the consolidated financial statements of the Group and to the presence of sector specialists in the team for the audit of BasicNet.

3.1.2 Economic section

The rating model provides, in the economic section, the attribution of a score calculated based on the amount requested by each single company for the services requested.

We note that the participants in the tender were requested to comply with some specific technical procedures for the quotation (for example exclusion of Consob contribution), in order to render the offers comparable.

3.2 Assessment of the offers

3.2.1 Premises

The company and the Board of Statutory Auditors undertook, firstly, a preliminary verification on the completeness and formal correctness of the administration information requested in the Invitation Letter. Specifically, in this phase, with the support of the Executive Officer for Financial Reporting:

- detailed reviews and verifications were undertaken also in relation to the declarations provided by the offering companies;
- information was acquired from the principal internal departments in relation to the qualitative and quantitative aspects of consultation relationships with the Offering Companies and the other companies of the respective networks, also in order to assess any possible risks, present or future, of objectivity and independence.

On conclusion of the administration verification, the assessment procedure was carried out, for each audit firm:

- with reference to the technical section, attributing a specific score, within the maximum limits established, to each individual indicator, adding and comparing the various results obtained;
- with reference to the economic section, attributing a score calculated on the basis of the formula within the rating mode.

The Executive Officer for Financial Reporting and the Board of Statutory Auditors adopted an assessment procedure, aware of the important responsibility in the appointment of the legal auditor, in order to analyse and individually assess each single important aspect and, thereafter, combine and appreciate these aspects within the overall picture.

All the various factors involved in the assessment process were therefore weighed in such a manner that the final score would faithfully respect the specific requirements identified by the company.

In consideration of the matters outlined above and taking into account, in particular, the procedure in the weighting of the qualitative and quantitative aspects illustrated, also considering the response from Deloitte & Touche, the Board of Statutory Auditors made the following assessment of the offers.

3.2.2 Technical section

- Capacity to serve global clients

Two of the three Offering Companies highlighted significant experience in the audit of Italian listed companies with an organisational structure and operational complexity similar to that of the Group: these companies were awarded the full score relating to the macro-area in consideration.

The other firm displayed markedly different characteristics in terms of size, global presence, and audit experience with companies similar to BasicNet, and was found to be adequate in each case.

- Audit team of the parent company

In relation to the professional qualifications of the team, all the Offering Companies consist of resources with strong know-how in the sector, for which it was considered appropriate to attribute an equal score to each of them.

In relation to experience, the maximum score was attributed to one of the audit firms, with the other firms received scores that were one and two points lower respectively; particular importance was given to the profile of the lead partner and the specialist members of the team.

Finally, in relation to the knowledge of the Group by the partners and managers which will be involved in the audit, the two highest scores were attributed to the companies which, to varying degrees, have already had relationships with the Group; the remaining Offering Company was awarded a medium score, given its limited activity with the BasicNet Group.

- **Hours and mix**

As regards the number of hours, the highest scores were awarded to the two companies that proposed a very similar total number of hours, while the third company was awarded a lower score as the assumed total number of hours was believed to be an underestimation.

In terms of the mix of hours, the highest score was awarded to the two independent audit firms that offered the most equal distribution of total hours across the various professional categories; the third firm scored one point lower as a higher concentration of hours were assigned to figures with lower seniority.

- Knowledge of the Group and of the sector

In this assessment area consideration was given to the knowledge of the Group matured in the past by the Offering Companies, in particular, through the provision of non-audit services.

Specifically, in relation to experience in the sector in the last three years, reference was made to the current client portfolio of the Offering Companies in the fashion/textile sector, attributing based on this criterion a decreasing score to the Offering Companies.

In relation to the proven knowledge of the Group, account was taken of the contacts which the three Offering Companies have matured over time with the company and the Group (prior audit assignments, consulting activity etc.), attributing to them decreasing scores;

Finally, the number of listed Italian companies (clients) in the relevant industry in the last three years was evaluated. In this area, one company was awarded the highest score, followed by a lower score for the second company, while the third company received a score of zero due to the lower number of roles with listed companies and the absence of roles with listed companies operating in the same industry.

- **IFRS**

All the Offering Companies presented a team with equal skill sets and knowledge within IFRS, a level that was assessed through the analysis of the specific experiences of the members of the audit team within international accounting standards. In terms of publications, two companies were awarded the maximum score, while a third scored the minimum score due to the lowest number of publications.

- Methodology

In relation to the methodological approach numerous profiles characterising the audit process were assessed, such as the data analytics techniques and the audit analytics techniques, noting that all the Offering Companies have developed and implemented systems and processes for the acquisition and treatment of large quantities of data and information.

In view of the assessments made, the same score was attributed to all of the Offering Companies.

3.2.3 Economic section

Under the economic profile, the Board of Statutory Auditors noted that the total cost indicated in the offer from the Offering Companies for the audit activities on the separate and consolidated financial statements of the Group and for the related services were in line with the expectations of the company, although with some differences in terms of total fees proposed, and in hourly rates applied.

In particular, the principal misalignment compared to the general trend were represented by:

- a) the economic offer of the company requesting the lowest fee was approximately 15% lower than the highest proposal;
- b) the hourly rate proposed by the company making the lowest offer was approximately 28% lower than the highest proposal.

Regarding point (b) specifically, the Board notes that this mismatch is not so much attributable to a particularly unfavourable hourly rate, but rather stems from a probable underestimation of the number of hours required to perform the task; the scores awarded to the various offers in relation to the technical section tended to be similar overall.

3.2.4 *Total scores awarded*

Firstly, we note that the documentation received confirms that all of the Offering Companies belong to primary international networks, with high levels of quality and professional services; on the one hand, however, a greater level of experience is evident (in the sector and in listed companies with characteristics similar to those of BasicNet) in two of the three Offering Companies, and on the other, there is a significant difference in the total number of hours required to perform the task.

Economically, the differences between the offers were limited, with one company coming out slightly ahead by submitting the most economically advantageous bid.

The analysis undertaken on the offers and on the additional information received illustrated, among other matters, that:

- (i) the method for carrying out the audit, illustrated in the offers, also considering the hours and the professional resources to be used, are considered adequate in relation to the extent and complexity of the appointment;
- (ii) all of the offers contain specific and reasoned declarations concerning the commitment to confirm the existence of the independence requirements established by law, with particular reference to Articles 10 and 17 of the Decree, in accordance with the applicable regulations;
- (iii) all of the Offering Companies have in place, although with differing features and quality levels, appropriate organisations and adequate technical skills for the size and complexity of the appointment in accordance with Article 10-bis, 10-ter, 10-quater and 10-quinqies of the Decree and the requirements of the Regulation.

Based on the activities undertaken and previously described the following total scores were assigned (expressed in cents):

	Maximum score	KPMG	PWC	CROWE
Technical section	70	55	63	51
Economic section	30	25	27	30
Total	100	80	90	81

4. BOARD OF STATUTORY AUDITORS' REASONED RECOMMENDATION

The Board of Statutory Auditors:

- on the basis of the procedure undertaken, of the offers received, of the assessments made and of the results therein
- taking into account that Article 16, paragraph 2 of the Regulation provides that the reasoned recommendation of the Board of Statutory Auditors should contain at least two possible alternatives for the assignment in order to permit a choice and
- considering also that the aforementioned Article 16, paragraph 2, requires the Board of Statutory Auditors to express a duly justified preference,

RECOMMENDS

that the Board of Directors propose to the Shareholders' Meeting to award the audit assignment of BasicNet S.p.A. for the years 2026-2034 to the company PricewaterhouseCoopers S.p.A. or to the company Crowe Bompani S.p.A., whose proposed economic offers and relative mix of hours are detailed at the end of this present Recommendation. Between the two

EXPRESSES ITS PREFERENCE

for **PricewaterhouseCoopers S.p.A.** as it achieved the highest score in the technical section and has the most experience with listed companies in related industries.

5. DECLARATIONS

The Board of Statutory Auditors declares, in accordance with Article 16, paragraph 2, of the Regulation, that the present Recommendation was not influenced by third parties and that there were no contractual clauses applied of any type pursuant to Article 16, paragraph 6 of the Regulation.

February 10, 2025

The Board of Statutory Auditors of BasicNet S.p.A.

acting in its capacity as the Internal Audit Committee

Ugo Palumbo

Gianna Luzzati

Alberto Pession

Economic offers and relative mixes of hours

	PWC		CROWE	
Legally-required audit activities	fees	hours	fees	hours
Audit of the statutory financial statements including correct book keeping, tax declarations, translation of the reports into English and ESEF compliance audit	16,000	320	10,920	210
Audit of the consolidated financial statements	25,000	500	15,600	300
Limited audit of the half-year financial statements	8,000	160	5,200	100
Total BasicNet S.p.A.	49,000	980	31,720	610
Companies within the audit scope	262,000	4,296	267,540	4,520
Discount			- 24,260	
Total BasicNet Group audit activities	311,000	5,276	275,000	5,130

For PWC - The amounts shown do not include VAT or out-of-pocket expenses, which shall be invoiced on a cost-per-cost basis, nor the supervisory contribution to Consob, which you will be charged annually according to the contribution percentage in effect at the time of the charge. Should the value of the contribution be changed by subsequent measures, we will apply the new contribution, making the appropriate adjustments. Expenses relating to technology and secretarial and communication services will be charged at a flat rate of 6% of the fees. Fees are indicated with reference to the current rates and will be adjusted annually every July 1 from July 1, 2026, based on the total change in the ISTAT cost-of-living index (consumer price index for blue- and white-collar households) from the previous year using June 2025 as a base, or an equivalent index for use in foreign countries.

For Crowe - Reimbursements for expenses incurred in performing the work, such as out-of-office expenses office (the reference office for carrying out the work is in Turin) and travel expenses, will be added to the above fees, as will incidental expenses related to technology (databases, software, etc.) and secretarial and communication services, at a flat rate of 5% plus VAT.

**BOARD OF STATUTORY AUDITORS' REASONED PROPOSAL
REGARDING THE ASSURANCE ENGAGEMENT CONCERNING CONSOLIDATED
SUSTAINABILITY REPORTING FOR THE FISCAL YEARS 2026-2028. RESOLUTIONS THEREON**

Dear Shareholders,

the Board of Directors has called you to the Shareholders' Meeting in ordinary session to discuss and deliberate on the following Agenda item: “Assurance engagement concerning consolidated sustainability reporting for the fiscal years 2026-2028. Resolutions thereon”.

With this report (the “Report”) - prepared pursuant to Article 125-*ter* of Legislative Decree No. 58 of February 24, 1998, as subsequently amended (“CFA”), we wish to provide an explanation of the reasons for the proposal submitted for your approval.

PREMISES

With the approval of the 2025 Annual Accounts, the mandate for the audit of the accounts of BasicNet S.p.A. (hereafter “Basicnet” or the “Company”) awarded to the Audit Firm EY S.p.A. (hereafter the “Outgoing Auditor” or EY”) for the nine-year period 2017-2025 will conclude.

The subsequent appointment of EY S.p.A. for the Independent Auditors' Report on the BasicNet Group's Non-Financial Statement, pursuant to Legislative Decree No. 254/2016, which was replaced by the “Corporate Sustainability Reporting Directive (CSRD)”, Directive 2022/2464, which came into effect on January 5, 2023, will conclude at the same time.

A new appointment must therefore be made in compliance with the provisions of Article No. 13 of Legislative Decree No. 39 of January 27, 2010 (the “Decree”), as most recently amended pursuant to Legislative Decree No. 125 of September 6, 2024 (the “CSRD Decree”), for a term of three financial years, 2026, 2027 and 2028.

Article 13, paragraph 2-*ter* of the Decree provides that it is the Shareholders' Meeting, upon the reasoned proposal of the control body, to appoint the auditor for sustainability reporting compliance and to allocate both the fee payable to the sustainability auditor/independent audit firm for the entire duration of the appointment and any criteria for adjusting this fee during its performance.

As already highlighted in the proposal formulated for the legally-required audit appointment, to which reference should be made, in the second half of 2024, the company considered it appropriate to begin the process to select the new independent audit firm for the appointment, in accordance with current regulations on the audit of accounts in Italy and at EU level, and for the audit of the “Corporate Sustainability Reporting Directive (CSRD)”, Directive 2022/2464.

The selection process was brought forward from the conclusion date of the current engagement to allow the incoming auditor to comply with the provisions of EU Regulation 537/2014 (hereinafter also the “Regulation”), which prohibit the provision of certain services other than the legally-required audit from the financial year immediately preceding the first year of the audit.

Specifically, declarations of availability were received from:

- PricewaterhouseCoopers S.p.A. (hereinafter also “PWC”);
- KPMG S.p.A. (hereinafter also “KPMG”);
- Crowe Bompani S.p.A. (hereinafter also “Crowe”);

The Board of Statutory Auditors reviewed the offers received, as extensively described in the recommendation for the appointment of the independent audit firm for the 2026-2034 period, to which reference should be made.

Following the assessments carried out, and in particular with regard to the following elements:

- experience in the field, major clients, especially regarding listed companies;
- audit methodological approach and supporting technical tools;
- composition of the proposed work team in terms of the experience and professionalism required to carry out the assignment;
- adequacy of the forecast hours budgeted to perform the assignment;
- adequacy of the distribution of working hours across professional profiles with varying experience levels;
- appropriateness and adequacy of the total annual fee charged to ensure the quality and reliability of the work, and the independence of the independent audit firm.

The Board of Statutory Auditors:

RECOMMENDS

that the Shareholders’ Meeting confer, pursuant to Article 13, paragraph 1 of Legislative Decree No. 39 of January 27, 2010, as most recently amended pursuant to Legislative Decree No. 125 of September 6, 2024, the task of Attestation of Consolidated Sustainability Reporting Compliance for the financial years 2026, 2027 and 2028 to PricewaterhouseCoopers S.p.A. or Crowe Bompani S.p.A., whose economic offers and the relevant proposed hour mixes are detailed at the end of this Recommendation. Between the two

EXPRESSES ITS PREFERENCE

for PricewaterhouseCoopers S.p.A., a company already recommended for the legally-required audit assignment for the nine-year period 2026-2034, following the procedure to appoint the independent audit firm, to which reference should be made; this preference also considers the synergies that will result from the work carried out as part of the legally-required audit of the Company and Group accounts.

February 10, 2025

The Board of Statutory Auditors of BasicNet S.p.A.
acting in its capacity as the Internal Audit Committee

Ugo Palumbo

Gianna Luzzati

Alberto Pession

Economic offers

	PWC		CROWE	
	fees	hours	fees	hours
Declaration of compliance of the consolidated sustainability reporting as per Legs. Decree 125/2024 CSRD	56,000	700	56,000	1,113

Report of the Board of Directors on point 7 of the Agenda

7. Authorisation to the purchase and disposal of treasury shares. Resolutions thereon.

Dear Shareholders,

this report was prepared by the Board of Directors in compliance with Article 125-*ter* of Legislative Decree No. 58 of February 24, 1998 ("CFA"), in addition to Articles 73 and 84-*ter* of Consob Regulation No. 11971/1999 and amendments and supplements ("Issuers' Regulation")-, to outline and submit for the approval of the Shareholders' Meeting the request for authorisation to purchase and dispose of treasury shares, in accordance with Articles 2357 and 2357-*ter* of the Civil Code, Article 132 of the CFA and Article 144-*bis* of the Issuers' Regulation, all in view of the rationale and according to the means and terms outlined below.

We remind you that the previous authorisation to purchase and dispose of treasury shares was approved by the Shareholders' Meeting held on April 16, 2024, and that this authorisation concludes on the approval of the financial statements at December 31, 2024, with no time limit with regard to the authorisation to dispose of treasury shares.

1. Rationale underlying the authorisation request

The Board of Directors considers it beneficial to request a new authorisation from the Shareholders' Meeting to carry out any purchase or disposal of treasury shares to:

- equip the Company with a portfolio of treasury shares to be used as consideration in any future corporate transactions with third parties, or by pledging them as collateral in financial transactions;
- remunerate shareholders in specific market situations, within the limits established by current legislation;
- take opportunities to create value, and to use liquidity efficiently in relation to market trends;
- subsequently cancel the treasury shares, according to the terms and procedures eventually defined by the competent corporate bodies;
- service any incentivisation and retention plan adopted by the Company;
- to carry out any other action that the competent Authorities may deem to be market practice.

In any event, the aforementioned transactions shall be carried out within the limits provided for by applicable law and, where applicable, in accordance with the market practices permitted by the supervisory authority pursuant to and for the purposes of Article 13 of Regulation (EU) No. 596/2014 ("**MAR**") in force at the time.

2. Maximum number, category and nominal value of the shares to which the authorisation refers

We propose in accordance with Articles 2357 and 2357-*ter* of the Civil code, to authorise the Board of Directors to:

- purchase, in one or more tranches, a maximum number of ordinary shares whose number, taking into account those already held by the Company, does not exceed 20% of the share capital;
- dispose of treasury shares purchased in accordance with this motion, in addition to those already held by the Company;
- allocate the treasury shares purchased in accordance with this motion, as well as those already held by the Company, to the service of any incentivisation and retention plan adopted by the Company.

3. Information useful for establishing the maximum limit to which authorisation refers

As at the date of this report, the share capital totals Euro 31,716,673.04 and is divided into 54,000,000 ordinary shares without par value (including 7,033,000 treasury shares on March 7, 2025 and 7,218,100 treasury shares in portfolio at the date of issue of this report).

The purchase and disposal transactions regarding treasury shares will be carried out in compliance with Articles 2357 and subsequent of the Civil code and Article 132 of the CFA: in such an amount that, at any given time these treasury shares do not exceed overall 20% of the share capital, while also within the limits of the retained earnings and available reserves of the last financial statements approved, with the consequent setting up, in accordance with Article 2357-ter, paragraph 3 of the Civil Code, of an undistributable reserve of an amount of the treasury shares from time to time acquired.

The amount of distributable profits and available reserves shall be assessed at the time of undertaking purchases.

4. Duration of the authorisation

The authorisation to purchase is requested for a period beginning from the date of this Shareholders' Meeting and which will continue until the Shareholders' Meeting called to approve the 2025 financial statements, without further time limits concerning the authorisation to dispose of treasury shares.

During the eventually agreed authorisation period, the Board of Directors may proceed with the authorised transactions on one or more occasions and at any time, to an extent and at times which may be freely established in compliance with the applicable rules and with the graduality deemed to be in the interest of the Company.

5. Minimum and maximum purchase price

We propose that purchases be undertaken at a unitary price of not more than 20% above or below the listed share price on conclusion of the trading session preceding every single transaction, or on the date on which the price is set, in compliance with the conditions established by Delegated Regulation (EC) No. 596/2014 and the related implementing provisions.

With regards to the consideration for the disposal of treasury shares, this shall be established by the Board of Directors, also in compliance with the applicable regulation and according to the criteria and conditions that take account of the execution methods employed, the movement in the price of the share in the period preceding the transaction, the nature of the transaction and the interest of the Company.

6. Manner to execute purchase and disposal transactions

Purchases may be carried out, on one or more occasions, in compliance with the principle of equal treatment of shareholders, in accordance with Article 132 of the CFA and with the legal and regulatory provisions in force at the time they are carried out.

Specifically, purchases may be made:

- (a) through a public purchase or exchange offer;
- (b) on regulated markets, in accordance with the operating methods set out in the regulations for the organisation and management of these markets, which do not allow the direct matching of buy orders with predetermined sell orders;
- (c) by granting shareholders, in proportion to the shares held, a put option to be exercised within a period of time established in the Shareholders' Meeting motion authorising the purchase programme;
- (d) according to the means established by market practices permitted by Consob as per Article 13 of Regulation (EU) No. 596/2014.

Where convenient for the Board of Directors, treasury shares may be purchased according to methods differing from those indicated above, as long as they are permitted and/or compatible with the applicable legislative and regulatory rules, taking account of the need to comply with the principle of the equal treatment of shareholders.

Disposals may be executed by any means deemed necessary or appropriate in achieving the purpose for which the transaction is carried out, and therefore also outside the market or as part of corporate transactions.

7. Useful information, where the purchase operation is instrumental to the reduction of the share capital by cancelling treasury shares

The purchase transactions will not be instrumental to the reduction of the Company's share capital by cancelling the treasury shares purchased.

PROPOSAL

Dear Shareholders,

in light of that stated above, we propose the following motion:

“The Ordinary Shareholders’ Meeting of BasicNet S.p.A.,

- taking account of the provisions of Articles 2357 and subsequent of the Civil code, 132 of Legislative Decree No. 58/1998 (“**CFA**”) and Article 144-*bis* of Consob Regulation No. 11971/1999 and subsequent amendments and supplements (the “**Issuers’ Regulation**”);
- having noted the Board of Directors’ Illustrative Report, prepared pursuant to Articles 125-*ter* of the CFA and 73 of the Issuers’ Regulation (the “**Report**”);
- having reviewed the Illustrative Report prepared by the Board of Directors and the proposals contained therein;
- acknowledging the opportunity to grant authorisation for the purchase and disposal of treasury shares for the purposes and according to the means indicated in the Report;

RESOLVES

1. to authorise the Board of Directors to purchase, on one or more occasions, a maximum number of ordinary shares which, taking account of those already held by the Company, does not exceed the legal limits, for a period beginning from the date of this Shareholders’ Meeting and extending until the date of the Shareholders’ Meeting called to approve the 2025 Annual Accounts, with no further time limits. Purchases may be made to:
 - (a) equip the Company with a portfolio of treasury shares to be used as consideration in any future corporate transactions with third parties, or by pledging them as collateral in financial transactions;
 - (b) remunerate shareholders in specific market situations, within the limits established by current legislation;
 - (c) take opportunities to create value, and to use liquidity efficiently in relation to market trends;
 - (d) subsequently cancel the treasury shares, according to the terms and procedures eventually defined by the competent corporate bodies;
 - (e) service any incentivisation and retention plan adopted by the Company;
 - (f) to carry out any other action that the competent Authorities may deem to be market practice.

2. to grant to the Board of Directors the broadest range of powers to execute the purchase transactions, according to the means indicated at point 6 of the Report, at a unitary price of not more than 20% above or below the listed share price on conclusion of the trading session preceding every single transaction, or on the date on which the price is set; all in compliance with the applicable legal and regulatory provisions, including, where applicable, the market practices allowed by the regulation applicable at the time;
3. to authorise the Board of Directors to dispose of, without further time limits, the shares held in portfolio, on one or more occasions (and also before completing the purchases), for the purposes illustrated in the Report and according to the means permitted by the applicable regulation, with the faculty of the Board of Directors to establish on a case by case basis, considering the purposes pursued and the nature of the transaction, the terms, means and conditions to utilise the treasury shares, including to service them for any future incentivisation and retention plans adopted by the Company in the terms and conditions established therein;
4. to grant to the Board of Directors and, on its behalf the Chief Executive Officers in office, separately and with the faculty to sub-delegate, all powers necessary to execute these motions.

Turin, March 7, 2025

for the Board of Directors

The Chairperson

Marco Daniele Boglione

SHAREHOLDERS' MEETING REGULATION

Article 1

This regulation applies to the Ordinary and Extraordinary Shareholders' Meeting. It is filed at the registered office for the use of Shareholders and those entitled to attend the Shareholders' Meeting.

Amendments to this Regulation are approved by the Ordinary Shareholders' Meeting.

Article 2

Those holding shares in accordance with applicable legislation and the By-Laws, or their proxies or representatives, may attend and speak at the Shareholders' Meeting.

Proof of personal identity is required for attendance at the Shareholders' Meeting. Unless otherwise indicated in the Call Notice, the personal identification and the verification of the right to attend takes place at the location of the Shareholders' Meeting at least one hour before the time fixed for the meeting.

Attendees are assured the possibility to follow and take part in the discussion and to exercise their right to vote using the technical methods established on each occasion by the Chairperson.

Those who for any reason leave the premises where the Meeting is held must notify the personnel appointed by the Company to oversee the meeting.

Article 3

Company functionaries and Directors and functionaries of Group companies may attend the Shareholders' Meeting. On the invitation, and however with the consent of the Chairperson, professionals, consultants, financial analysts, university students and qualified and accredited journalists may follow the business of the Meeting, without the right to intervene and vote.

Persons accredited to follow the meeting must report for identification by the Company's appointees at the entrance of the premises where the Meeting is to be held and collect a special badge to be exhibited upon request.

Article 4

The Chairperson directs the business of the Shareholders' Meeting. The Chairperson of the Shareholders' Meeting utilises assistants to verify the voting rights of those attending the Meeting and the propriety of proxies granted.

The Chairperson is assisted by the secretary, appointed by the Shareholders' Meeting on the proposal of the Chairperson, or where necessary or considered beneficial, by a notary. The secretary and the notary may utilise the assistance of trusted persons, also non-shareholders.

The Shareholders' Meeting may be the subject of audio/video filming and/or recording either for broadcasting/projection in the Shareholders' Meeting location or service premises, or to provide support for the preparation of the minutes and responses.

The information provided to the Shareholders' Meeting by the Corporate Boards may be communicated also through the company website.

For the management of the voting procedures, the Chairperson of the Shareholders' Meeting may appoint one or more tellers from among attending shareholders, in the number considered most appropriate.

Under the direction of the Chairperson of the Shareholders' Meeting, a sheet of attendees is prepared, in which those who attend on their own behalf, by proxy or in another manner established by law, are indicated, specifying the number of shares held.

Where the necessary number of attendances for the constitution of the Shareholders' Meeting is not reached, the Chairperson of the Shareholders' Meeting, following a lapse of time considered adequate after the time fixed for the beginning of the Shareholders' Meeting, announces such to the attendees, declaring the meeting void and postponing the handling of the matters on the Agenda to the subsequent call.

The business of the Shareholders' Meeting may be suspended if the Chairperson of the Shareholders' Meeting considers such correct, and with the consent of the meeting, for a period of not greater than three hours. Audio and/or video recording and transmission equipment are not permitted in the rooms of the Shareholders' Meeting without the prior consent of the Chairperson of the Meeting.

Article 5

In handling the matters on the Agenda, the Chairperson, with the consent of the Meeting, may follow a different Agenda from that posted on the Call Notice.

Similarly, it is within their authority to discuss two or more Agenda items jointly.

The matters are handled by the Chairperson and, on his or her invitation, by the Directors, by the Statutory Auditors, by the employees of the Company and/or the subsidiaries, in addition to any external experts invited.

Except where the Chairperson considers it opportune or where a specific request is presented, approved by the Shareholders' Meeting, the documentation which is filed in advance is not read, which is made available to interested parties as indicated in the Call Notice.

The Chairperson, taking account of the subject matter and importance of the individual items on the Agenda, may establish at the start of the meeting the time to be allotted to each speaker, which must not be less than 10 minutes. Following this period, the Chairperson of the Shareholders' Meeting may invite the speaker to conclude his/her contribution within five minutes.

The Chairperson of the Shareholders' Meeting may remind speakers to comply with the time limits for speaking established in advance and to keep to the matters stated in the Agenda.

Voting right holders present at the Meeting are entitled to speak on each of the topics under discussion. Those who have already spoken in the discussion may request the floor for a second time on the same topic only for the purpose of offering a rebuttal or proposing a vote. Those who wish to take the floor must request such in writing from the Chairperson of the Shareholders' Meeting or the secretary, indicating the matter on the Agenda which the contribution concerns. The request may be presented until the Chairperson of the Shareholders' Meeting has declared the discussion on the matter closed.

The Chairperson and, on his or her invitation, the Directors, Statutory Auditors, employees of the Company and/or subsidiaries, in addition to any external experts invited, respond to orators at the end of all contributions under discussion, or after each contribution, taking account also of any questions drawn up by shareholders before the Shareholders' Meeting, which have not been responded to by the Company.

Article 6

The voting at the Meeting is made by open ballot.

The Chairperson of the Shareholders' Meeting adopts the appropriate measures for the orderly carrying out of votes. The Chairperson of the Shareholders' Meeting may require, according to the circumstances, that the voting on a particular issue is carried out immediately after the closure on the discussion on the issue, or at the end of the discussion of all matters on the Agenda.

The vote must be clear, by the raising of hands or in another matter indicated by the Chairperson at the time of voting, also through the use of technical instruments which support the counting of votes. The votes expressed in a manner other than that indicated by the Chairperson of the meeting are void. If the vote is not unanimous, the Chairperson, on a case by case basis, invites those abstaining and those voting against, if a lesser number than those in favour, to declare or make known, also through the method or instrument indicated, their intention in relation to the vote.

Following the vote and the necessary counting with the support of the tellers and the secretary, the Chairperson proclaims the results of voting.