



General Meeting of Shareholders

27 October 2023 (single call) at 9.00 a.m.

Directors' explanatory report on the fourth item on the agenda of the Ordinary Shareholders' meeting: "Appointment of the Board of Statutory Auditor for the term 2024-2026"

Item no. 4 on the agenda

4. “Appointment of the Board of Statutory Auditors for the term 2024-2026:

- 4.1 appointment of three Statutory Auditors and two Alternate Auditors;***
- 4.2 appointment of the Chairman of the Board of Statutory Auditors;***
- 4.3 determination of the annual remuneration of the members of the Board of Statutory Auditors.”***

Dear Shareholders,

the office of the Board of Statutory Auditors will expire at the Shareholders’ meeting approval of the financial statements as of June 30, 2023 and You are convened to resolve on the appointment of the new Board of Statutory Auditors for the term 2024-2026 within the terms and provisions of art. 25 of the Company By-laws (the “By-laws). In particular, You have been convened for: (i) the appointment of three Statutory Auditors and two Alternate Auditors; (ii) the appointment of the Chairman of the Board of the Statutory Auditors; (iii) the determination of the remuneration of the members of the Board of the Statutory Auditors.

The new Board of Statutory Auditors will remain in office for three financial years until the approval by the Shareholders’ meeting of the financial statements as of June 30, 2023.

It is hereby reminded that according to art. 25 of the By-laws, the Board of Statutory Auditors is made by three auditors and two alternate auditors and will remain in office for three financial years and may be re-elected. The Board of Statutory Auditors is appointed in accordance with applicable gender balance provisions, based on lists submitted by the shareholders by (i) filing in hand to the Company’s registered office in Via Tortona 37 – Milano, during ordinary business hours, or by (ii) certified electronic mail to the address digital-bros@registerpec.it.

Shareholders holding, individually or jointly with other Shareholders, at least 4.5% of the Company’s share capital are exclusively entitled to submit lists, as established by the Consob resolution no. 83 issued on July 20, 2023. Lists containing three or more candidates must include candidates of each gender so that at least a number (rounded up) of the candidates at least equal to the percentage compliant with provisions in force are the less represented gender.

Each Shareholder may submit or participate in the submission of one and only list. The lists of candidates must be filed by the Shareholder or by the Shareholders at the registered office of the Company at least 25 calendar days prior to the date on which the Shareholders’ Meeting is convened (an so before October 2nd, 2023).

In the event after the deadline abovementioned for the submission of the lists, one list only will be filed, or only lists submitted by Shareholders that are connected to each other pursuant to art. 144-quinquies of the CONSOB Regulation no. 11971 of May 14, 1999 will be filed, it is then possible to submit additional lists until the third day following date (i.e., by 4 p.m. of October 5, 2023). In such case, the

minimum holdings of each individual, or jointly shareholders, for the submission of the lists will be reduced to 2.25% of the Company's share capital.

The ownership of the minimum capital share necessary in order to present lists, in the percentage referred to above, is ascertained on the basis of the shares registered in the Shareholder's name at the date on which the lists are filed with the Company. The relative evidence of ownership may be provided also after the filing of the lists, but in any case within the term provided by the Company for the publishing of the lists. If the provisions described above is not followed the relative list will be considered not submitted. If the candidates elected per the above procedure do not lead to a composition of the Board of Statutory Auditors that is in compliance with the applicable gender balance provisions, the candidate of the most represented gender elected as the last in sequential order in the majority list will be replaced by the first candidate of the less represented gender not elected from the majority list according to the sequential order. This procedure will be applied until the composition of the Board of Statutory Auditors is in compliance with the applicable gender balance provisions.

You are therefore invited, if interested in the appointment of the new Board of Statutory Auditors, to submit your list following the described method and the statutory deadlines mentioned above.

The Shareholders' meeting shall resolve on the remuneration of the members of the Board of Statutory Auditors. The remuneration previously approved by the Shareholders' Meeting of 28 October 2020 to was € 27,000.00 gross per year for the Chairman of the Board of Statutory Auditors and € 22,000.00 gross per year the amount of the remuneration to the two other auditors.

Milan, September 15th 2023

DIGITAL BROS S.P.A.

CHAIRMAN OF THE BOARD OF DIRECTORS

signed ABRAMO GALANTE