



**Ordinary General Shareholders' Meeting**

**October 28<sup>th</sup>, 2024(single call) at 9.00 a.m.**

**Directors' explanatory report on the third item on the agenda of the Ordinary General Shareholders' Meeting: "Reduction of the number of members of the Board of Directors from 9 to 8 members: related and consequential resolutions"**

**Item no. 3 on the agenda**

“Reduction of the number of members of the Board of Directors from 9 to 8 members: related and consequential resolutions”

Dear Shareholders,

On January 24, 2024, Mrs. Lidia Florean, a non-executive director of the Company, passed away. It is recalled that, pursuant to Article 16 of the current bylaws of the Company, the Board of Directors must consist of a minimum of five and a maximum of eleven members. The Board of Directors, at its meeting on May 14, 2024, in view of the continued presence of directors with diverse professional skills on the board, the current size of the Company, as well as its current and prospective activities in the short to medium term, considers the current composition of the Board of Directors, consisting of eight members, to be adequate to ensure the proper and efficient management and administration of the Company. In light of the above, the Board of Directors proposes to submit directly to the Shareholders the determination regarding the reduction of the number of Directors in office from 9 (nine) to 8 (eight), as allowed by Article 16 of the Company's bylaws. With the current composition of the Board of Directors, the following are ensured: (i) the requirement set forth in principle VI of the Corporate Governance Code, as the number and skills of the non-executive directors currently sitting on the board are such as to ensure significant weight in board decisions, and a significant portion (3 out of 8) of the current directors meet the independence requirements provided for in Article 148, paragraph 3, of the TUF. Additionally, the requirement set forth in Article 16 of the bylaws regarding the current regulations on gender balance is also met. In the event that the Shareholders' Meeting agrees with the proposal of the Board of Directors and thus resolves to reduce the number of Directors from 9 (nine) to 8 (eight), the natural expiration of the Board of Directors will not be affected, but will remain set for the date of the Shareholders' Meeting approving the financial statements as of June 30, 2026, as per the resolution of the Shareholders' Meeting of the Company held on October 27, 2023. In this case, the current Board of Directors, composed of 8 (eight) members, will remain in office until its natural expiration, set for the date of the Shareholders' Meeting approving the financial statements as of June 30, 2026.

*Please consider this is an Italian to English translation and that the Italian version shall always prevail in case of any discrepancy or inconsistency*

In light of the above, if you agree with the proposal made by the Board of Directors, we invite you to adopt the following resolution:

**Resolution Proposal**

*"The Ordinary Shareholders' Meeting of Digital Bros S.p.A.,*

*Resolves:*

- 1. to reduce the number of Directors in office from 9 (nine) to 8 (eight), as allowed by Article 16 of the Company's bylaws, for the remainder of the term of office, and therefore until the date of the Shareholders' Meeting approving the financial statements as of June 30, 2026, as per the resolution of the Shareholders' Meeting held on October 27, 2023;*
- 2. to grant authority to the Board of Directors – and, on its behalf, to the Chairman, with the power of sub-delegation within the limits of the law – to carry out all the formalities and communication, filing, and publication requirements related to the resolution above, in accordance with applicable regulations."*

Milan, September 26<sup>th</sup>, 2024

**DIGITAL BROS S.P.A.**

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**signed by ABRAMO GALANTE**

