



**Ordinary General Shareholders' Meeting**  
**October 27<sup>th</sup>, 2025 (single call) at 9.00 a.m.**

**Directors' explanatory report on the first item on the agenda of the Ordinary General Shareholders' Meeting: "Financial Statements as of June 30<sup>th</sup>, 2025 and proposal for the allocation of the fiscal year operating result"**

**Item no. 1 on the agenda**

***“Financial Statements as of June 30<sup>th</sup>, 2025 and proposal on the allocation of the fiscal year operating result:***

***1.1 approval of the Financial Statements as of June 30<sup>th</sup>, 2025 and the Directors’ Report; approval of the Board of Statutory Auditors Report and the Audit Report; presentation of the Consolidated Financial Statements as of June 30<sup>th</sup>, 2025;***

***1.2 allocation of Digital Bros S.p.A. net result for the fiscal year”***

Dear Shareholders,

Please refer to the Directors’ Report accompanying the Financial Statements as of June 30<sup>th</sup>, 2025 made available to the shareholders and published in accordance with the Law.

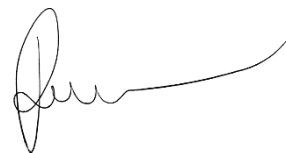
If you agree with the proposal submitted by the Board of Directors, we recommend the following resolution:

**Proposed resolution**

*“The Shareholders’ General Meeting, having considered the reports submitted by the Board of Statutory Auditors and the Audit Firm concerning the Financial Statements as of June 30<sup>th</sup>, 2025 as well as the Consolidated Financial Statements as of June 30<sup>th</sup>, 2025 and the accompanying reports, hereby resolve to approve:*

- *the Directors’ Report;*
- *the Financial Statements as of June 30<sup>th</sup>, 2025 in its parts and in its entirety, which reports a net profit for the year of Euro 144,461.76;*
- *to allocate the net profit to Retained Earnings.*

Milan, September 25<sup>th</sup>, 2025



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

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**signed ABRAMO GALANTE**

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