



Ordinary General Shareholders' Meeting

October 27th, 2025(single call) at 9.00 a.m.

Directors' explanatory report on the second item on the agenda of the Ordinary General Shareholders' Meeting: "non-binding resolution on the second section on the policy regarding remuneration and fees paid, prepared pursuant to Art. 123-ter, paragraph 6, of Legislative Decree no. 58/98."

Item no. 2 on the agenda

“non-binding resolution on the second section on the policy regarding remuneration and fees paid prepared pursuant to Art. 123-ter, paragraph 6, of Legislative Decree no. 58/98.”

Dear Shareholders,

Pursuant to Article 123-ter, paragraphs 3-bis and 6, of Legislative Decree No. 58 of February 24, 1998 (the TUF), the Shareholders' Meeting held annually for the approval of the financial statements is called to resolve on the Report on the Remuneration Policy and fees paid (the Remuneration Report), which consists of two sections. Please note that, pursuant to Article 123-ter, paragraph 3 of the TUF, the Shareholders' Meeting held on October 27th, 2023 (the 2023 Meeting) approved the first section of the Remuneration Report concerning: (i) the Company's policy on the remuneration of the members of the administrative bodies and key managers with Strategic Responsibilities (the Policy), with a duration aligned with the term of office of the Board of Directors appointed by the same 2023 Meeting (i.e., until the approval of the financial statements as of June 30th, 2026), as well as (ii) the procedures used for the adoption and implementation of the Policy. Therefore, given that the Policy is expected to remain in force until the approval of the financial statements as of June 30th, 2026, the Shareholders' Meeting convened for October 27th, 2025, will not be called to approve the first section of the Remuneration Report. Pursuant to Article 123-ter, paragraph 6 of the TUF, the Shareholders' Meeting shall vote, with a non-binding resolution, either in favor or against the second section of the Remuneration Report, concerning the remuneration of the members of the corporate bodies and the key managers with strategic responsibilities, pursuant to Article 123-ter, paragraph 4 of the TUF. The second section outlines: (i) each component of the remuneration, including the contractual agreements in the event of early termination of office or the early termination of the employment agreement; (ii) the fees paid in the fiscal year by the Company and its subsidiaries or affiliates, for any reason and in any form; (iii) the fees to be paid in the next fiscal year or in future years for activities carried out in the reporting period; and (iv) how the Company has taken into account the vote of the Shareholders' Meeting on the second section of the report received in the previous fiscal year. For further details, please refer to the Remuneration Report prepared by the Board of Directors pursuant to Article 123-ter of the TUF and Article 84-quater of the CONSOB Regulation on Issuers adopted by resolution No. 11971 of May 14, 1999.

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

We thus recommend that shareholders approve the following:

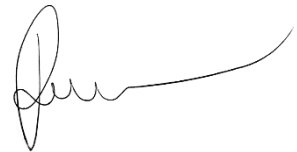
Proposed resolution

“The Shareholders’ Meeting of Digital Bros S.p.A. – having acknowledged Art. 123-ter of Legislative Decree no.58 of February 24th, 1998, Art. 84-quater of CONSOB Regulation no. 11971/1999 and the Report on the policy regarding remuneration and fees paid prepared by the Board of Directors;

resolves

- (i) *to express a favorable opinion on the second section of the Report on the policy regarding remuneration and fees paid as described pursuant to Art. 123-ter, paragraph 4 of Legislative Decree no.58 of February 24th, 1998.”*

Milan, September 25th, 2025



DIGITAL BROS S.P.A.

CHAIRMAN OF THE BOARD OF DIRECTORS

signed by ABRAMO GALANTE

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