



Report on the remuneration policy and fees paid as of June 30th, 2025

**pursuant to Art. 123-ter of Legislative Decree no. 58 of February 24th, 1998
and Art. 84-quater of the Issuers' Regulation**

Approved by the Board of Directors on September 25, 2025

Digital Bros S.p.A.

Via Tortona, 37 – 20144 Milan, Italy

VAT number IT095

Share capital: Euro 6,024,334.80 of which Euro 5,706,014.80 subscribed

Milan Companies House No. 290680-Vol. 7394 Chamber of Commerce number 1302132

This report is available in the Governance/Remuneration section of the Company's website at
www.digitalbros.com

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

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GLOSSARY

Board: the Board of Directors of Digital Bros S.p.A..

Company or Issuer: Digital Bros S.p.A..

Corporate Governance Code/Code: the Corporate Governance Code for listed companies approved in January 2020 by the Corporate Governance Committee.

Civil Code/c.c.: the Italian Civil Code.

Consolidated EBIT: net consolidated operating margin as reported in the consolidated financial statements for the fiscal year ending June 30th.

Fiscal year/ reporting period: the year ended as of June 30th, 2025, covered by this Report.

Group/ Digital Bros Group: the Company and its subsidiaries together, pursuant to Art. 93 of the T.U.F..

Issuers' Regulations: the Regulations concerning listed companies, issued by Consob with Resolution no. 11971/1999 (as subsequently amended).

LTI/ LTI Plan: the “2021-2027 Medium-Long Term Monetary Incentives Plan” approved by the Shareholders' Meeting on June 15, 2021, addressed to the Group's management and executive directors.

Market Regulations: the Regulations concerning the Stock Exchange, issued by Consob with Resolution no. 20249/2017 (as subsequently amended).

MBO/ MBO Objectives: variable component to the executive directors' remuneration linked to short-term objectives and included in the Group's Remuneration Policy.

Policy/ Remuneration Policy: the remuneration policy approved by the Shareholders' Meeting on October 28th, 2020 and, subsequently, approved by the Shareholders' Meeting held on June 15th, 2021.

Stock Option Plan: the Stock Option Plan 2016/2026 approved by the Company's Shareholders' Meeting on January 11, 2017.

Related party regulations: the Regulations concerning related party transactions, issued by Consob with Resolution no. 17221 of March 12th, 2010 (as subsequently amended).

Remuneration Committee: internal committee to the Board of Directors, with a consulting, advisory and supervisory role with respect to the Directors' remuneration.

Report/ Remuneration Report: the Report on the policy regarding remuneration and fees paid, drafted in compliance with Art. 123-ter of the T.U.F. and approved by the Board of Directors.

Shareholders' Meeting: the Shareholders' Meeting of Digital Bros S.p.A.

T.U.F.: Legislative Decree no 58 of February 24th, 1998 (Consolidated Law on Finance), as subsequently amended.

The **Report on the remuneration policy and the fees paid** as of June 30th, 2025 was drafted pursuant to Art. 123-ter of Legislative Decree no. 58 of February 24th, 1998 and Art. 84-quater of the Consob Regulation no. 11971 of May 14th, 1999 as subsequently amended.

The Report consists of two sections:

- Section I, which illustrates Digital Bros' Remuneration Policy with respect to the remuneration of Directors, Statutory Auditors and key managers with strategic responsibilities, and defines the procedures adopted for its implementation;
- Section II, which details each item included in the remuneration of the Company's Directors, Statutory Auditors and key managers with strategic responsibilities, in compliance with the Group's Remuneration Policy. Section II is submitted to the non-binding vote of the Shareholders' Meeting.

The tables prepared in compliance with the Issuers' Regulations are provided at the end of this Report.

SECTION I: Remuneration Policy

The first section of the Report outlines the Remuneration Policy implemented by the Company, detailing the principles and guidelines governing the definition of the remuneration for the Group's Directors and key managers with strategic responsibilities and overseeing their implementation.

On October 27th, 2023, the Shareholders' Meeting approved Section I of the Remuneration Report and the Remuneration Policy contained therein, pursuant to Article 123-ter, paragraph 3 of the T.U.F. The Remuneration Policy will remain in force until the expiration of the current Board of Directors, therefore until the approval of the financial statements for the fiscal year ending on June 30th, 2026.

During the reporting period, the Remuneration Committee decided not to propose any amendments to the Remuneration Policy, thereby confirming its principles, objectives, and implementation methods. As a result, such Remuneration Policy will not be submitted again to the binding vote of the Shareholders' Meeting.

Pursuant to the Related parties regulations, the Company's procedure on related party transactions excludes from its scope all resolutions concerning the remuneration of Directors with specific offices and of key managers with strategic responsibilities (except for the disclosures obligations set out in interim financial reports), provided that:

- i) the Remuneration Policy adopted by the Company is prepared by a Remuneration Committee, which is entirely composed of non-executive Directors, the majority of whom are independent;
- ii) the Remuneration Report is submitted for the binding vote of the Shareholders' Meeting;
- iii) the remuneration of Directors with specific offices and key managers with strategic responsibilities is consistent with the Remuneration Policy approved by the Shareholders' Meeting.

The Remuneration Committee was not supported by any external independent consultants when drafting its suggestions on remuneration-related matters nor for performing its benchmarking analysis based on similar companies.

The Board of Directors is responsible for implementing the Remuneration Policy and for determining the remuneration of the Chief Executive Officers ("CEOs"), without prejudice to the powers reserved to the Shareholders' Meeting under the applicable laws and the Articles of Association. The CEOs are entrusted with the definition of the remuneration of the

key managers with strategic responsibilities (including the recommendations and proposals to the competent bodies within the Group's subsidiaries).

1. Corporate bodies involved in the drafting and approval of the Remuneration Policy

The corporate bodies involved in the preparation, approval, and implementation of the Remuneration Policy include the Shareholders' Meeting, the Board of Directors, the Remuneration Committee, and the Board of Statutory Auditors.

1.1 Board of Directors

With regards to matters related to the Company's remuneration and the fees paid, the Board of Directors:

- establishes a Remuneration Committee within its members;
- defines the remuneration for Directors with special offices, based on the proposals of the Remuneration Committee and after having received the Board of Statutory Auditors' opinion;
- defines the Remuneration Policy, based on the recommendations of the Remuneration Committee;
- approves the Remuneration Report and submits it to the Shareholders' Meeting;
- periodically assesses the effectiveness of the Remuneration Policy, supported by the Remuneration Committee, ensuring compliance with the Company's goal of creating value over the medium- and long-term;
- drafts and implements share-based incentive schemes or other remuneration plans involving financial instruments benefiting Directors, employees, collaborators and key managers with strategic responsibilities, and submits them to the Shareholders' Meeting for approval, pursuant to Art. 114-bis of the T.U.F..

1.2 Remuneration Committee

The Remuneration Committee is established by the Board of Directors, in compliance with the Corporate Governance Code. The Remuneration Committee is solely composed of non-executive and independent directors. As of the reporting date, the Remuneration Committee consists of the following members:

- Carlotta Ilaria D'Ercole – member;
- Susanna Pedretti – Chairman;
- Laura Soifer – member.

The Remuneration Committee:

- formulates its proposals concerning the remuneration of the CEOs and of the other Directors with special offices, submits them to the Board of Directors and monitors their implementation;
- periodically assesses the remuneration criteria set for managers with strategic responsibilities, while also supporting the Board of Directors with the identification of such key managers;
- monitors the proper application of such remuneration criteria, based on the information provided by the CEOs;
- submits general recommendations to the Board of Directors on matters related to remuneration, including the definition of the performance-based objectives linked to the variable component of the remuneration and verifies that such targets are met;

- supports the Board of Directors in drafting and implementing share-based incentive schemes, or other incentive schemes based on financial instruments;
- assists the Board of Directors in the preparation of the Remuneration Report.

The current Remuneration Policy was preliminary reviewed by the Remuneration Committee before being submitted by the Board of Directors to the Shareholder's Meeting for its approval.

1.3 Shareholders' Meeting

The Shareholders' Meeting:

- determines the remuneration of the Board of Directors and the Board of Statutory Auditors, pursuant to Art. 2364, paragraph 1, no.3 of the Italian Civil Code;
- casts a binding vote on the first section of the Remuneration Report and a non-binding vote on its second section;
- adopts resolutions on any share-based incentive scheme or any remuneration plan based on financial instruments addressed at Directors, key managers, employees and collaborators, pursuant to Art. 114-bis of the T.U.F..

1.4 Board of Statutory Auditors

The Board of Statutory Auditors formulates its opinion on the proposed remuneration for Directors and Directors with special offices, ensuring they comply with the Remuneration Policy.

2. Principles and purposes of the Remuneration Policy

The remuneration framework for Directors and key managers with strategic responsibilities is designed to acknowledge their professionalism. It ensures an appropriate balance between fixed and variable components, supporting the development of a sustainable corporate strategy and fostering value creation over the medium to long term.

The adopted Remuneration Policy is designed to motivate key professionals, enabling them to carry out their duties and responsibilities striving for excellence. It ensures an appropriate balance between the fixed and variable components of remuneration as well as a balance between short-term and medium- to long-term objectives. The Policy aligns the interests of Executive Directors and managers with strategic responsibilities with the greater goal of creating value for the Company's shareholders over the medium- and the long-term, while ensuring the sustainable continuity of the Group's operations.

The main principles underlying the Remuneration Policy are as follows:

- the fixed component is designed to sufficiently compensate the beneficiaries for their role, even in the event that the variable component is not disbursed if the performance targets set by the Board are not met;
- the short-term variable component is mainly based on profitability targets set for the fiscal year. This component includes a cap, a claw-back and withholding clause (*malus*), as recommended by the Corporate Governance Code;

- the medium/long-term variable component is linked to the growth of the Group's operating margins compared to the results achieved in the fiscal years prior to the implementation of the LTI plan. This approach eliminates any effect from financing policies and/or dividend distributions. There is no fixed cap on the long-term variable component, which however shall not exceed 5% of the Group's EBIT realized at each period. This component includes claw-back and malus clauses, as recommended by the Corporate Governance Code;
- the Stock Options plan approved by the Shareholders' Meeting.

The performance targets set for the short and long-term variable component are:

- prioritized and directly connected to the Group's medium and long-term strategy;
- specific, as they are clearly defined and included in the Group's expected results;
- measurable, as they are assessed with clear and predefined indicators;
- realistic, as they shall be achievable, though challenging and ambitious;
- time-bound.

2.1 Principles of the Remuneration Policy

The Remuneration Policy aims to increase the Group's compliance with the recommendations of the Corporate Governance Committee by improving its transparency and completeness, optimizing the pay mix between fixed and variable components, and incorporating claw-back and malus clauses. The Policy also focuses on establishing a stronger connection between the variable remuneration and long-term objectives.

The Group strongly believes that the professional growth and development of its workforce represent critical tools for improving market competitiveness and achieving its sustainable success. Career opportunities are provided to all employees based on merit, their professional and managerial capabilities, and their contribution to the Company's efforts to grow and improve.

The current Remuneration Policy, as approved by the Shareholders' Meeting on October 27th, 2023, complies with the Corporate Governance Code and is in line with the previously adopted remuneration policy.

The Remuneration Policy details the remuneration procedures addressed to Executive Directors, Non-Executive Directors, and key managers with strategic responsibilities.

During the Reporting Period, the Remuneration Committee decided not to propose any changes to the approved Policy, reaffirming its principles, objectives, and methods of application. The Remuneration Policy will therefore remain in force until the expiration of the current Board of Directors, therefore until the approval of the financial statements as of June 30th, 2026.

3. Remuneration Policy application

The implementation of the fixed and variable components included in the Remuneration Policy is based on different principles and procedures, depending on the recipients.

The Remuneration Policy was prepared using the best practices available on the market as benchmarks; however, no remuneration policy adopted by another company was taken as a specific reference.

Executive Directors and key managers with strategic responsibilities

The total remuneration for Executive Directors is determined based on industry benchmarks, taking into account different factors, such as the Directors' contribution to the Company's results and their professional performance, while also ensuring alignment with internal compensation levels. This approach ensures that the remuneration is consistent with the Group's current and future size and complexity, while also promoting its sustainable success.

The Remuneration Committee performed a benchmarking analysis on the total remuneration and on the pay mix of Executive Directors, without the support of any independent external consultants.

The remuneration for Executive Directors with specific offices is composed as follows:

- a fixed component, consistent with the individual powers of attorney and the responsibilities assigned to each Executive Director;
- a short-term variable component, reflecting a set percentage of the fixed component and linked to short-term targets (the MBO Objectives);
- a medium/long-term variable component, linked to the growth of the Group's consolidated EBIT year-on-year (the LTI Plan);
- the Stock Option Plan;
- other components.

Executive Directors with professional or executive positions receive a variable remuneration on top of the fixed component set by the Shareholders' Meeting. The variable component of the pay-mix is determined by the Board of Directors, in compliance with the criteria described below.

Fixed remuneration

The fixed component of the remuneration for Executive Directors is established by the Board of Directors, based on the proposals submitted by the Remuneration Committee, and after the preliminary review of the Board of Statutory Auditors, pursuant to Article 2389, part 3 of the Civil Code.

The fixed component shall be consistent with the powers of attorney, the specific responsibilities and the strategic roles assigned to each Director. The fixed component shall be enough to adequately compensate the Directors even in the event that the performance-based targets are not achieved, to discourage behaviors that are inconsistent with the Group's risk tolerance.

Short-term variable remuneration – MBO Objectives

The variable component of the remuneration for Executive Directors is defined by the Board of Directors, based on the proposals of the Remuneration Committee and following the Board of Statutory Auditors' preliminary assessment.

This variable component is designed to encourage the Group's management to achieve annual targets, to maximize the Company's value while also aligning it with shareholders' interests and pursuing the Group's long-term strategic plan.

The MBO Objectives are disbursed immediately following the Board of Directors' approval of the draft financial statements for the fiscal year, after the Remuneration Committee assessed that the performance targets for the fiscal year were achieved. The targets are proportional to the Group's budget and defined by using objective, performance-based indicators in order to minimize discretionary judgments and to ensure effective management oversight. Following the introduction of the LTI, which is based on the growth of the Group's EBIT margin, a significant portion of the MBO objective should consist of qualitative targets defined on a yearly basis.

The MBO Objectives require that 100% of the quantitative target should be met in order to receive the full amount of the total remuneration. The variable component for the CEOs should not exceed 30% of their fixed remuneration as Directors. For the other Executive Directors with managerial and/or professional contracts with the Company, the variable component should not exceed 30% of their total gross salary including any non-competition agreement.

The MBO Objectives enable the Group to:

- promote its growth, which is essential for achieving EBIT-based targets;
- cultivate a sense of belonging and teamwork;
- enhance individual accountability and responsibility.

The Remuneration Policy incorporates claw-back and malus clauses, allowing the Company to reclaim the partial or full variable component if the calculation was based on incorrect data.

During the reporting period, the MBO Objectives proposed by the Remuneration Committee consist for two-thirds on financial criteria and for one-third on non-financial criteria. The financial objective consists of an EBIT target defined by the Remuneration Committee, based on the Company's short term financial planning (Forecast), as approved by the Board of Directors on November 14th, 2024. The non-financial objective consists of the improvement of specific sustainability metrics included in the Sustainability Report as of June 30th, 2023, namely the average annual training hours per employee (GRI 404-1), at 3.13 hours as of June 30th, 2023, and the percentage of employees receiving a regular performance and career development review (GRI 404-3), equal to 57% of the workforce.

During the fiscal year, none of the MBO objectives, neither those based on financial criteria nor those linked to sustainability metrics, were achieved.

Medium/long term variable remuneration -LTI Plan

The Remuneration Policy also includes the LTI Plan, which was introduced in a phase of strong growth for the Group, supported by favorable market conditions during the pandemic period, with the aim of consolidating the results achieved. In recent years, however, the industry has slowed down and the competitive environment has become more challenging, requiring the Group to adapt its publishing and managerial choices, while continuing to pursue its sustainable growth. Given that the effects of current decisions will only be seen in the medium to long term, the Company considers it a priority to maintain a stable management structure aligned with its long-term strategy.

The four Executive Directors are the beneficiaries of the Group's medium/long-term variable remuneration. The LTI plan is divided into three periods:

- 2021 – 2022 two-year period;
- 2023 – 2024 two-year period;
- 2025 – 2027 three-year period.

For each period, Executive Directors and other beneficiaries of the LTI Plan are entitled to a variable amount calculated as a percentage of consolidated EBIT above Euro 35 million for the first two periods and Euro 52.5 million for the final period (equivalent to an average annual consolidated EBIT of Euro 17.5 million). The applicable percentages increase over time, from 6% in the first period, to 9% in the second, and 12% in the final period. The total amount is then allocated among individual beneficiaries according to predefined criteria. The overall cost of the LTI Plan shall not exceed 5% of the cumulative consolidated EBIT achieved during the periods.

The LTI is disbursed within 45 days from the Shareholders' Meeting's approval of the financial statements for the fiscal year-end of each reference period, following the Remuneration Committee's assessment of the performance target.

The entitlement to the LTI Plan is contingent upon the Directors' employment with the Company throughout each period, with exceptions for Good Leaver cases as specified in the LTI Plan's regulation. The LTI Plan also includes claw-back and malus clauses, in compliance with the Corporate Governance Code.

Pay mix

The Remuneration Policy was subject to a benchmarking analysis by the Remuneration Committee, comparing the remuneration of the four Executive Directors in absolute terms and in terms of pay-mix with a panel of similar companies.

The 2024-2025 pay-mix is detailed below:

2024-2025				
	Fixed	MBO	LTI	TOTAL
CEOs	100%	0%	0%	100%
CFO	100%	0%	0%	100%
General Counsel	100%	0%	0%	100%

Since the targets were not achieved, no variable components related to the MBO Objectives nor the LTI Plan were awarded during the fiscal year.

Considering the calculation mechanism for the variable remuneration described above and in light of the negative EBIT margin of over Euro 11 million realized as of June 30th, 2025, the target set for the LTI Plan is not expected to be achieved even in the next fiscal year. Nonetheless, consistent with the previous Reports, an illustrative pay-mix analysis is provided below, based on the hypothesis of EBIT growth scenarios of 20% and 50%.

Average 20% and 50% operating income growth scenario:

2024-2025				
	Fixed	MBO	LTI	TOTAL
CEOs	80%	20%	0%	100%
CFO	77%	23%	0%	100%
General Counsel	77%	23%	0%	100%

Stock option Plan

All incentive plans based on financial instruments shall be submitted to the Shareholders' Meeting for approval, pursuant to Article 114-bis of Law No. 58/199 and shall meet specific requirements concerning market information according to the applicable regulations. The Board of Directors defines the details and the implementation methods for such instruments with the support of the Remuneration Committee, taking into account the Company's risk profile and pursuant to the following principles:

- strengthening the Company's sustainable growth and its medium/long-term value creation, while increasing management retention through long-term and multi-year vesting periods;
- retention constraints to ensure beneficiaries remain with the Company.

The Company engaged an external consultancy firm to assist the Board in the definition and implementation of the incentive plans based on financial instruments, ensuring they align with market standards for companies of similar size and listed on the same regulated market.

Further details on the Stock Options Plan are provided in the Information Document pursuant to Art. 84-bis of the Consob Regulation no. 11971, May 14th, 1999 published on the Company website www.digitalbros.com under the Governance/Remuneration section, in accordance to Art. 123-ter, par. 5 of the T.U.F..

The Stock Option Plan identifies different vesting periods for the options granted to Executive directors and some key managers. The vesting periods are as follows:

- 30% of the total number of options vesting from July 1st, 2019;
- 30% from July 1st, 2022;
- the remaining 40% starting from July 1st, 2025.

As of the date of approval of this Report, the last vesting period is concluded, and all options can be exercised until June 30th, 2026.

Executive Directors are required to retain at least 20% of the shares acquired under the Stock Option Plan for each vesting period until the expiration of their office.

The Stock Option Plan includes Bad Leaver clauses, whereby beneficiaries leaving the Company will permanently lose their rights to exercise any unexercised options. Conversely, under Good Leaver conditions, beneficiaries will retain the right to exercise all options already vested.

In the event of death and/or permanent disability, the heirs and/or the beneficiary may request the exercise of all the options even if not vested yet.

Other information

No additional performance targets concerning the allocation of shares, options and/or other financial instruments have been provided for. With the sole exception of the Stock Options Plan, there are no further requirements concerning the retention of financial instruments in the portfolio.

Extraordinary operations

In the event of extraordinary transactions, such as (but not limited to) acquisitions or disposals, mergers or spin-offs, carve-outs, share capital increases, financial or equity operations, or in the case of legislative or regulatory changes that substantially impact performance objectives, the Board of Directors is empowered to make discretionary adjustments or additions to the Executive Directors' incentive plans. These amendments should aim to preserve the substantive and economic integrity of the incentive plans and should be finalized after the preliminary review of the Remuneration Committee.

Non-monetary benefits

The non-monetary benefits provided by the C.C.N.L. Commercio (National Collective Labor Contract) for Executive Directors include welfare, health assistance and insurance benefits, as well the possibility to use a car for private purposes.

Policy in case of resignation or termination of employment

The Company does not have any agreements in place with its Directors managing the compensation for indemnities in the event of their resignation or dismissal without due cause, nor for the termination of employment following a takeover bid, with no prejudice to the notice period required by the C.C.N.L. Commercio for executives.

There are no provisions for allocating and retaining non-monetary benefits, nor for the execution of potential consultancy agreements after the termination of the relationship.

The effects of the termination of the relationship between the Issuer and its Executive Directors are detailed in the specific section for each Director, as they may differ from one to another.

Non-Executive Directors

Non-Executive Directors are identified as Directors without individual management powers nor management positions within the Company or its subsidiaries. Their remuneration solely consists of a fixed component, which should reflect their expertise, professionalism, and the level of commitment required for their role, taking into account whether they attended or served as member or chairman of any Board Committee.

The remuneration of Non-executive Directors is not related to the Company's economic performance nor to specific performance-based targets. Non-Executive Directors are not identified as beneficiaries of any share-based incentive plan.

The remuneration of Non-Executive Directors is subject to a benchmarking analysis performed by the Remuneration Committee on a recurring basis.

Insurance coverage

In line with best practices, the Company stipulated a Directors & Officers (D&O) liability insurance policy to cover the civil liability of the members of its corporate bodies when performing their duties, aimed at compensating the Group against potential compensation costs, excluding all cases of wilful misconduct and gross negligence.

No incremental insurance, social security and/or pension coverage are in place, other than the ones required by Law.

Exceptions to the Remuneration Policy

No exceptions to the Remuneration Policy are allowed.

SECTION II : fees paid

The second section of the Report is submitted to the non-binding vote of the Shareholders' Meeting pursuant to Art. 123-ter, paragraph 6 of the T.U.F..

This section is divided into two parts, which identify:

- the different elements that compose the remuneration of the members of the corporate bodies;
- the fees paid to the members of the Company's management and control bodies, with details provided in the attached tables.

The Shareholders' Meeting held on October 28th, 2024 resolved in favor of Section II of the Remuneration Report as of June 30th, 2024, pursuant to Article 123-ter, paragraph 4, letter b-bis of the T.U.F.

On November 14th, 2024, the Board of Directors approved the remuneration for its members for the reporting period, based on the proposals submitted by the Remuneration Committee and following the preliminary review of the Board of Statutory Auditors.

Details on the individual remuneration of Directors and key managers with strategic responsibilities for the Reporting Period are provided in the tables attached to this Report, pursuant to Annex 3A of the Issuers' Regulation. The tables provide information for all members of the corporate bodies who served during the fiscal year, even temporarily.

As of the reporting date, the Company did not identify any key managers with strategic responsibilities.

Additional details on the variable components of remuneration are included in the LTI Plan available in the Governance/Remuneration section of the corporate website.

Remuneration of Executive Directors

The Chairman and CEO, Abramo Galante and the CEO, Raffaele Galante are entitled to the same annual compensation.

Both the Chairman and CEO Abramo Galante and the CEO Raffaele Galante were granted no. 200,000 options each under the Stock Option Plan. The options enable the subscription of no. 200,000 of Digital Bros' ordinary shares, with a one-to-one ratio for each option exercised. The exercise price was set at Euro 10.61 per option, reflecting the average share price on the STAR segment of Borsa Italiana market during the six months prior to the allocation. Following the capital increase approved on March 13th, 2017, the exercise price per share for any remaining unexercised options was reduced to Euro 10.50.

Further details on the Stock Option Plan are provided in the Information Document pursuant to Art. 84-bis of Consob Regulation 11971 of May 14th, 1999, available in the Governance/Remuneration section of the corporate website www.digitalbros.com, in compliance with Art. 123-ter, paragraph 5, of the T.U.F..

The Company has not entered into any agreement with the CEOs providing for indemnity or compensation in the event of early termination of office.

The remuneration of the CEOs during the Reporting Period amounted to:

<i>Amounts in Euro</i>	June 30th, 2024	June 30th, 2025
Fixed remuneration as Director	400,000	400,000
Variable remuneration as Director	0	0
Total remuneration as Director	400,000	400,000
Fixed remuneration for employment	67,473	68,460
Variable remuneration for employment	0	0
Fringe benefits (car)	4,174	3,788
Non-competition agreement	0	0
Total remuneration for employment	71,647	72,248
Total remuneration from subsidiaries	0	0
Total remuneration	471,647	472,248

The Executive Director Stefano Salbe received a remuneration of Euro 6,000 for his office as Director. His total remuneration amounted to:

<i>Amounts in Euro</i>	June 30th, 2024	June 30th, 2025
Fixed remuneration as Director	6,000	6,000
Variable remuneration as Director	0	0
Total remuneration as Director	6,000	6,000
Fixed remuneration for employment	239,571	261,256
Variable remuneration for employment	0	0
Fringe benefits (car)	3,693	3,652
Non-competition agreement	63,414	64,766
Total remuneration for employment	306,678	329,674
Total remuneration from subsidiaries	0	0
Total remuneration	312,678	335,674

The Group's CFO Stefano Salbe was granted no.120,000 options according to the 2016-2026 Stock Option Plan, valid for the subscription of no. 120,000 Digital Bros' ordinary shares, with a one-to-one ratio for each option exercised. The exercise price was set at Euro 10.61 per option, reflecting the average share price on the STAR segment of Borsa Italiana during the six months prior to the allocation. Following the capital increase approved on March 13th, 2017, the exercise price per share for any remaining unexercised options was reduced to Euro 10.50.

There are no agreements in place relating to indemnity or compensation in the event of early termination of employment, other than those established by the relevant employment contract.

The Executive Director Dario Treves received a fixed remuneration of Euro 6,000 for his office. His total remuneration also included the compensation for the professional and legal services performed on behalf of the Group. The total remuneration is detailed below:

<i>Amounts in Euro</i>	June 30th, 2024	June 30th, 2025
Fixed remuneration as Director	6,000	6,000
Variable remuneration as Director	0	0
Total remuneration as Director	6,000	6,000
Fixed remuneration for professional services	297,045	297,045
Variable remuneration for employment	0	0
Fringe benefits (car)	0	0
Non-competition agreement	0	0
Total remuneration for professional services	297,045	297,045
Total remuneration from subsidiaries	0	0
Total remuneration	303,045	303,045

The Executive Director Treves was granted no. 50,000 options according to the 2016-2026 Stock Option Plan, valid for the subscription of no. 50,000 Digital Bros ordinary shares, with a one-to-one ratio for each option exercised. The exercise price was set at Euro 10.61 per option, reflecting the average share price on the STAR segment of Borsa Italiana during the six months prior to the allocation. Following the capital increase approved on March 13th, 2017, the exercise price per share for any remaining unexercised options was reduced to Euro 10.50.

There are no agreements in place relating to indemnity or compensation in the event of early termination of his contract, other than those established by the relevant service providing contract.

Remuneration of Non-executive Directors

During the reporting period, the Non-executive Director Davide Galante received a remuneration of Euro 72,000 for his office as Director.

The Non-executive Director Veronica Devetag Chalaupka received a fixed remuneration of Euro 10,000 for her role of Director, as approved by the Board of Directors on November 14th, 2024.

Non-Executive Directors do not receive any variable remuneration. There are no agreements for the indemnity or compensation in the event of an early termination of their offices.

Remuneration of Independent Directors

During the reporting period, Independent Directors Carlotta Ilaria D’Ercole, Susanna Pedretti and Laura Soifer received the following remuneration:

Amounts (€)	Fixed remuneration as Director	Remuneration for the Nomination Committee	Remuneration for the Control and Risks Committee	Remuneration for the Related Party Transactions Committee	Remuneration for the Remuneration Committee	Total
Carlotta Ilaria D’Ercole	10,000	5,000	4,000	1,000	3,000	23,000
Susanna Pedretti	10,000	3,000	4,000	1,000	5,000	23,000
Laura Soifer	10,000	3,000	8,000	3,000	3,000	27,000

Remuneration of Statutory Auditors

The Shareholders’ Meeting held on October 27th, 2023 resolved on the total remuneration for the Board of Statutory Auditors. The Chairman of the Board of Statutory Auditors received Euro 27 thousand, while the acting Statutory Auditors received Euro 22 thousand each.

Change in the remuneration of the governing and control bodies in relation to average employee remuneration and Company performance

Pursuant to Annex 3A of the Issuers' Regulation, the table below shows the changes in total remuneration paid to the members of the corporate bodies in office as of June 30th, 2025 over a five year period:

Changes in the total annual remuneration and fees paid to the corporate bodies					
Board of directors					
Name	Role	June 30, 2025	June 30, 2024	June 30, 2023	June 30, 2022
Abramo Galante	Chairman/CEO	0.1%	0.0%	-30.0%	-3.4%
Raffaele Galante	CEO	0.1%	0.0%	-30.0%	-3.4%
Stefano Salbe	CFO/Executive Director	7.4%	1.1%	-34.8%	-0.2%
Dario Treves	Executive Director	0.0%	2.7%	-37.5%	-1.7%
Carlotta Ilaria D'Ercole	Independent Director	2.2%	N/A-	N/A	N/A
Veronica Devetag Chalaupka	Non-executive Director	N/A	N/A	N/A	N/A
Davide Galante	Non-executive Director	0.0%	0.0%	0.0%	0.0%
Susanna Pedretti	Independent Director	2.2%	18.4%	0.0%	0.0%
Laura Soifer	Independent Director	10.2%	11.4%	0.0%	0.0%
Board of Statutory Auditors					
Name	Role	June 30, 2025	June 30, 2024	June 30, 2023	June 30, 2022
Paolo Villa	Chairman	0.0%	N/A-	N/A	N/A
Mariapia Maspes	Statutory Auditor	0.0%	0.0%	0.0%	0.0%
Pietro Piccone Ferrarotti	Statutory Auditor	0.0%	N/A-	N/A	N/A

The table below details the changes in the Group's financial performance over the five-year period 2021–2025:

Year-on-year variations in economic and financial performance				
KPI	June 30, 2025	June 30, 2024	June 30, 2023	June 30, 2022
Revenue	-20.6%	2.0%	-10.8%	-11.4%
EBITDA	-20.7%	-2.8%	-19.7%	-6.3%
EBIT	n.m.	n.m.	-46.2%	17.7
Net result	n.m.	n.m.	-66.4%	-10.3%

The table below presents the changes in the number and annual remuneration of the Group's employees compared to the previous fiscal year:

Year-on-year variations in the average gross remuneration to employees				
Indicator	June 30, 2025	June 30, 2024	June 30, 2023	June 30, 2022
Remuneration	-19.5%	-10.8%	16.7%	41.9%
Average number of FTEs	-18.4%	-11.4%	17.1%	47.5%
Average yearly remuneration	-1.3%	0.7%	-0.3%	-3.8%

Part II: Tables

Table 1: Fees paid to the Board of Directors and key managers as of June 30, 2025

First and last name	Position held	Term of office	End of term	Fixed remuneration	Remuneration for committee meetings ¹	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Indemnity for termination of office or employment
Carlotta Ilaria D'Ercole	Independent Director	01/07/2024 - 30/06/2025	Approval of FY 2026 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				10,000	13,000					23,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				10,000	13,000					23,000		

Veronica Devetag Chalaupka	Non-executive Director	28/10/2024 – 30/06/2025	Approval of FY 2026 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				10,000					30,000	40,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				10,000					30,000	40,000		

¹ The details of the fees paid by committee are shown in the table “Independent Directors’ remuneration” at page 17

First and last name	Position held	Term of office	End of term	Fixed remuneration	Remuneration for committee meetings ²	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Indemnity for termination of office or employment
Abramo Galante	Chairman/CEO	01/07/2024 - 30/06/2025	Approval of FY 2026 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				468,460				3,788		472,248	131,706	5,352
(II) Remuneration from subsidiaries and associates												
(III) Total				468,460				3,788		472,248	131,706	5,352

Davide Galante	Non-executive Director	01/07/2024 - 30/06/2025	Approval of FY 2026 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				72,000						72,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				72,000						72,000		

Raffaele Galante	CEO	01/07/2024 - 30/06/2025	Approval of FY 2026 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				468,460				3,788		472,248	131,706	5,352
(II) Remuneration from subsidiaries and associates												
(III) Total				468,460				3,788		472,248	131,706	5,352

² The details of the fees paid by committee are shown in the table “Independent Directors’ remuneration” at page 17

First and last name	Position held	Term of office	End of term	Fixed remuneration	Remuneration for committee meetings ³	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Indemnity for termination of office or employment
Susanna Pedretti	Independent Director	01/07/2024 - 30/06/2025	Approval of FY 2026 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				10,000	13,000					23,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				10,000	13,000					23,000		

Stefano Salbe	CFO	01/07/2024 - 30/06/2025	Approval of FY 2026 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				332,022				3,652		335,674	79,024	24,865
(II) Remuneration from subsidiaries and associates												
(III) Total				332,022				3,652		335,674	79,024	24,865

³ The details of the fees paid by committee are shown in the table “Independent Directors’ remuneration” at page 17

First and last name	Position held	Term of office	End of term	Fixed remuneration	Remuneration for committee meetings ⁴	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Indemnity for termination of office or employment
Laura Soifer	Independent Director	01/07/2024 - 30/06/2025	Approval of FY 2026 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				10,000	17,000					27,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				10,000	17,000					27,000		

Dario Treves	Executive Director	01/07/2024 - 30/06/2025	Approval of FY 2026 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				6,000					297,045	303,045	32,926	
(II) Remuneration from subsidiaries and associates												
(III) Total				6,000					297,045	303,045	32,926	

⁴ The details of the fees paid by committee are shown in the table “Independent Directors’ remuneration” at page 17

Table 1: Fees paid to the Board of Statutory Auditors as of June 30, 2025

First and last name	Position held	Term of office	End of term	Fixed remuneration	Remuneration for committee meetings ⁵	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Indemnity for termination of office or employment
Maria Pia Maspes	Statutory Auditor	01/07/2024 - 30/06/2025	Approval of FY 2026 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				22,000						22,000		
(II) Remuneration from subsidiaries and associates				10,000						10,000		
(III) Total				32,000						32,000		

Pietro Piccone Ferrarotti	Statutory Auditor	01/07/2024 - 30/06/2025	Approval of FY 2026 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				22,000						22,000		
(II) Remuneration from subsidiaries and associates				10,000						10,000		
(III) Total				32,000						32,000		

Paolo Villa	Chairman	01/07/2024 - 30/06/2025	Approval of FY 2026 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				27,000						27,000		
(II) Remuneration from subsidiaries and associates				12,000						12,000		
(III) Total				39,000						39,000		

⁵ The details of the fees paid by committee are shown in the table “Independent Directors’ remuneration” at page 17

Table 2: Stock options granted to Directors, General Managers and other key managers

			Option held at beginning of fiscal years			Option awarded during the fiscal years						Option exercised during the FY			Options expired in the FY	Option held at the end of FY	Options attributable to the FY
Name and last name	Position held	Plan	Number of options	Exercise price	Exercise period (from-to)	No. of options	Exercise price	Exercise periods	Fair Value on grant date	Grant date	Market price of underlying shares on exercise date	Number of options	Exercise price	Market price of underlying shares on exercise date	Number of options	Number of options	Fair Value
Abramo Galante	Chairman/CEO																
(I) Remuneration from the company drafting the financial statements		Stock Option Plan 2016-2026	60,000	10.50	from 01/07/2019 to 30/06/2026											60,000	39.512
		Stock Option Plan 2016-2026	60,000	10.50	from 01/07/2022 to 30/06/2026											60,000	39.51
		Stock Option Plan 2016-2026	80,000	10.50	from 01/07/2025 to 30/06/2026											80,000	52.682
(II) Remuneration from subsidiaries and associates																	
(III) Total			200,000													200,000	131.706

Raffaele Galante	CEO																
(I) Remuneration from the company drafting the financial statements		Stock Option Plan 2016-2026	60,000	10.50	from 01/07/2019 to 30/06/2026											60,000	39.512
		Stock Option Plan 2016-2026	60,000	10.50	from 01/07/2022 to 30/06/2026											60,000	39.51
		Stock Option Plan 2016-2026	80,000	10.50	from 01/07/2025 to 30/06/2026											80,000	52.682
(II) Remuneration from subsidiaries and associates																	
(III) Total			200,000													200,000	131.706

			Option held at beginning of fiscal years			Option awarded during the fiscal years						Option exercised during the fiscal years			Options expired in the year	Option held at the end of fiscal years	Options attributable to the FY
Name and last name	Position held	Plan	Number of options	Exercise price	Exercise period (from-to)	Number of options	Exercise price	Exercise periods	Fair Value on grant date	Grant date	Market price of underlying shares on exercise date	Number of options	Exercise price	Market price of underlying shares on exercise date	Number of options	Number of options	Fair Value
Stefano Salbe	CFO																
(I) Remuneration from the company drafting the financial statements		Stock Option Plan 2016-2026	36,000	10.50	from 01/07/2019 to 30/06/2026											36,000	23.707
		Stock Option Plan 2016-2026	36,000	10.50	from 01/07/2022 to 30/06/2026											36,000	23.707
		Stock Option Plan 2016-2026	48,000	10.50	from 01/07/2025 to 30/06/2026											48,000	31.609
(II) Remuneration from subsidiaries and associates																	
(III) Total			120,000													120,000	79.024

Dario Treves	Executive Director																
(I) Remuneration in the company that prepares the financial statement		Stock Option Plan 2016-2026	15,000	10.50	from 01/07/2019 to 30/06/2026											15,000	9.878
		Stock Option Plan 2016-2026	15,000	10.50	from 01/07/2022 to 30/06/2026											15,000	9.878
		Stock Option Plan 2016-2026	20,000	10.50	from 01/07/2025 to 30/06/2026											20,000	13.171
(II) Remuneration from subsidiaries and associates																	
(III) Total			50,000													50,000	32.926

Table 3B: Monetary incentive plans to Board of Directors' members, General Managers and other key managers

A	B	(1)	(2)			(3)			(4)
Name and last name	Position held	Plan	Bonus for the year			Prior year bonuses			Other bonuses
Abramo Galante	Chairman/CEO		(A)	(B)	(C)				
			Payable/Paid	Deferred	Reference period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration in the company that prepares the financial statements		MBO	0				0		
(I) Remuneration in the company that prepares the financial statements		LTI	0				0		
(II) Remuneration from subsidiaries and associates									
(III) Total			0				0		

A	B	(1)	(2)			(3)			(4)
Name and last name	Position held	Plan	Bonus for the year			Prior year bonuses			Other bonuses
Raffaele Galante	CEO		(A)	(B)	(C)				
			Payable/Paid	Deferred	Reference period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration in the company that prepares the financial statements		MBO	0				0		
(I) Remuneration in the Company that prepares the financial statements		LTI	0				0		
(II) Remuneration from subsidiaries and associates									
(III) Total			0				0		

A	B	(1)	(2)			(3)			(4)
Name and last name	Position held	Plan	Bonus for the year			Prior year bonuses			Other bonuses
Stefano Salbe	CFO/Executive Director		(A)	(B)	(C)				
			Payable/Paid	Deferred	Reference period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration in the company that prepares the financial statements	MBO		0				0		
(I) Remuneration in the company that prepares the financial statements	LTI		0				0		
(II) Remuneration from subsidiaries and associates									
(III) Total			0				0		

A	B	(1)	(2)			(3)			(4)
Name and last name	Position held	Plan	Bonus for the year			Prior year bonuses			Other bonuses
Dario Treves	Executive Director		(A)	(B)	(C)				
			Payable/Paid	Deferred	Reference period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration in the company that prepares the financial statements	MBO		0				0		
(I) Remuneration in the company that prepares the financial statements	LTI		0				0		
(II) Remuneration from subsidiaries and associates									
(III) Total			0				0		

Table 7-ter in accordance to Annex 3A of the Issuers' Regulation

Shareholding by the members of the managing and control bodies and general managers					
Name and Last name	Participated Company	No. of shares owned at June 30, 2024	No. of shares purchased	No. of shares sold	No. of shares owned At June 30, 2025
Galante Abramo	Digital Bros S.p.A.	4,937,812	0	0	4,937,812
Galante Davide	Digital Bros S.p.A.	253,728	0	0	253,728
Galante Raffaele	Digital Bros S.p.A.	4,678,736	0	0	4,678,736
Stefano Salbe	Digital Bros S.p.A.	15,526	0	0	15,526

There are no key managers except for the members of the Board of Directors.