Digital Bros S.p.A.

Dealing

Approved by the Board of Directors on May 13th, 2026

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

(this page intentionally left blank)

Indice

(this page intentionally left blank)

Glossary

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

Company: Digital Bros S.p.A.

Designated Officer: the person responsible for receiving, managing and disclosing to the public information relating to Transactions.

GDPR: Regulation (EU) 2016/679 concerning the protection of personal data, as amended and supplemented from time to time.

MAR/ Market Abuse Regulation: Regulation (EU) No. 596/2014 on market abuse, as amended and supplemented from time to time.

Persons Closely Associated/ PCAs: persons closely associated with Persons Discharging Managerial Responsibilities, as defined under Article 3(1)(26) of MAR.

Persons Discharging Managerial Responsibilities/ PDMRs: individuals performing administrative, management or supervisory functions, as defined under Article 3(1)(25) of MAR.

: the internal dealing procedure adopted by Digital Bros S.p.A. on May 13th, 2026.

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

Transactions: any purchase, sale, subscription or exchange transactions carried out by Persons Discharging Managerial Responsibilities or by Persons Closely Associated with them.

Website: www.digitalbros.com

1. Introduction

Pursuant to:

a) Market Abuse Regulation, which, inter alia, governs under Article 19 the notification and public disclosure of transactions carried out by Persons Discharging Managerial Responsibilities ("PDMRs") and Persons Closely Associated with them, including the applicable thresholds, notification deadlines and closed periods;;

b) Commission Delegated Regulation (EU) 2016/522, supplementing MAR with regard to the types of transactions subject to notification;

c) Commission Implementing Regulation (EU) 2016/523, concerning the format and template for the notification and public disclosure of transactions, including the minimum information to be included in such notifications and the arrangements for their submission to the competent authorities;

the Company's Board of Directors originally adopted an internal dealing procedure on December 23rd, 2002. On September 13th, 2016, the Board amended and supplemented such procedure to align it with the provisions of MAR. The procedure was further amended on September 12th, 2017 to reflect the changes introduced by Consob Resolution No. 19925 of March 22nd, 2017 and, most recently, on May 13th, 2026 to implement Law No. 21 of March 5th, 2024 ("*Legge Capitali*").

2. Persons Discharging Managerial Responsibilities (PDMRs)

For the purposes of this Procedure, PDMRs means those persons within the Company who:

a) are members of the Company's administrative, management or supervisory bodies; or

b) are senior executives who, while not members of such bodies, have regular access to inside information relating, directly or indirectly, to the Company and have the authority to make managerial decisions affecting its future development and business prospects.

3. Persons Closely Associated (PCAs) with PDMRs

For the purposes of this Procedure, PCAs means:

a) a spouse not legally separated, dependent children, including those of the spouse, and relatives who have shared the same household with the PDMR for at least one year as at the date of the relevant Transaction;

b) legal persons, partnerships or trusts in which a PDMRs or a person referred to in paragraph *(a)* performs managerial functions, whether individually or jointly;

c) legal persons directly or indirectly controlled by a PDMRs or by a person referred to in paragraph *(a)*;

d) partnerships whose economic interests are substantially equivalent to those of a PDMRs or of a person referred to in paragraph *(a)*;

e) trusts established for the benefit of a PDMRs or of a person referred to in paragraph *(a)*

4. Transactions subject to notification and disclosure obligations

This Procedure applies to Transactions carried out, whether directly or indirectly, by Persons Discharging Managerial Responsibilities or by Persons Closely Associated with them, relating to:

- shares issued by the Company;
- debt instruments of the Company;
- derivatives or other financial instruments linked to the above;

as identified under Article 19 of MAR and Articles 7 and 10 of Commission Delegated Regulation (EU) 2016/522 (for further details, please refer to Annex B of this Procedure).

The notification obligation applies once the aggregate value of Transactions carried out by a PDMR and their PCAs exceeds Euro 20,000 (or such other threshold as may be prescribed by applicable laws and regulations from time to time), calculated:

- on an annual basis;
- by aggregating all Transactions, without netting;
- including Transactions carried out by Persons Closely Associated with them.

Once such threshold has been reached, all subsequent Transactions must be notified, irrespective of their amount.

5. Designated Officer and information obligations

The Designated Officer for the purposes of this Procedure shall be the head of the Company's Investor Relations function.

The Designated Officer shall maintain an up-to-date list of PDMRs and PCAs, as well as the legal entities referred to in Article 3(c), and shall ensure that each PDMR receives a copy of this Procedure and is duly informed of its contents.

Each PDMR shall inform their PCAs of the notification obligations applicable to them under this Procedure.

Upon receiving a copy of this Procedure, each PDMR and each PCA shall sign the declaration set out in Annex 1, acknowledging receipt and acceptance of the Procedure, and promptly return it to the Designated Officer using one of the methods specified below.

Pursuant to Articles 6 and 7 of this Procedure, each PDMR shall notify the Company of the Transactions carried out by them and by the related PCA, by either:

a) delivering the relevant notice to the Designated Officer by hand at the Company's registered office; or

b) sending the notice to the Designated Officer by e-mail (internaldealing@digitalbros.com) or certified e-mail (digital-bros@registerpec.it) in PDF format.

The Designated Officer may request from any PDMR any information, clarification or supporting documentation reasonably required for the proper administration of this Procedure, including information relating to their PCAs. The relevant PDMR shall provide the requested information promptly and, in any event, sufficiently in advance to enable the Company to comply with its obligations under this Procedure.

In performing the duties assigned under this Procedure, the Designated Officer may be assisted by the Company's General Counsel or by such other functions as may be designated for this purpose.

6. Notification obligations of PDMRs

PDMRs shall notify CONSOB (consob@pec.consob.it and protocollo@consob.it, indicating "*Ufficio Informazione Mercati*" as recipient and "*MAR Internal Dealing*" as the subject) and the Company of any Transactions carried out by them or by their PCAs within three (3) business days of the Transaction.

The Company shall disclose the information to the public by the end of the next trading day following receipt and shall simultaneously submit it to the authorized storage mechanism.

Without prejudice to Article 9, a PDMR may agree with the Company that the Company will notify CONSOB on the PDMR's behalf. In such case, the PDMR shall notify the Designated Officer of the relevant Transaction within three (3) business days of the Transaction and request that the Company make the notification to CONSOB. Provided that the Company receives the relevant information within such period, it shall notify CONSOB in accordance with the applicable laws and regulations by the end of the business day following receipt and, in any event, within three (3) business days of the Transaction.

All notifications under this Article, whether made directly by the PDMR or by the Company on the PDMR's behalf, shall comply with the format and procedures set out in Commission Implementing Regulation (EU) 2016/523, as amended from time to time, or any successor legislation (see Annex A).

7. Restrictions on Transactions (Closed Periods)

Pursuant to Article 19(11) of MAR, PDMRs must not, for their own account or for the account of a third party, directly or indirectly, carry out any Transactions relating to financial instruments issued by the Company, derivatives or other financial instruments linked thereto during the 30-calendar-day period preceding the announcement of the approval of the Company's annual financial statements, half-year financial report and any other periodic financial report that the Company is required to make public under applicable laws and regulations (the "Closed Period").), unless otherwise provided in this Article.

The restrictions set out in this Article apply without prejudice to any obligations and prohibitions arising under applicable laws and regulations relating to insider trading and market manipulation.

The Company may, on a case-by-case basis and in exceptional circumstances, allow Transactions during a Closed Period where:

a) exceptional circumstances exist, such as severe financial difficulty requiring the immediate sale of financial instruments; or

b) the nature of the Transaction so warrant, including transactions conducted under or in connection with employee share schemes, savings programmes, guarantees or entitlements to shares, or transactions in which the beneficial interest in the relevant financial instrument is not subject to change, in each case within the limits and subject to the conditions set out in Article 19(12) of MAR and Articles 7,8 and 9 of Commission Delegated Regulation (EU) 2016/522.

Any PDMR wishing to obtain authorization to carry out a Transaction during a Closed Period shall submit a reasoned request to the Designated Officer, specifying:

a) a description of the proposed Transaction;

b) the reason why the Transaction must be carried out during the Closed Period; and

c) any additional information or supporting documentation reasonably requested by the Company.

The Company, through the Board of Directors or any person duly authorized for this purpose, shall assess each request on a case-by-case basis and shall notify the applicant in writing of its decision. In any event, no Transaction may be carried out while the relevant PDMR is in possession of inside information.

he exercise of stock options or other rights to acquire shares or financial instruments issued by the Company is not subject to the restrictions set out above. Any subsequent sale of shares acquired upon exercise is likewise permitted, provided that the sale takes place simultaneously with the exercise of the relevant rights.

The Board of Directors may designate additional periods during which Transactions by PDMRs are restricted or prohibited ("Black-out Periods") and shall promptly notify the relevant PDMRs and the Designated Officer of any such restrictions.

8. Failure to comply with notification obligations

The Company shall not be liable for any failure by a PDMR to comply, in whole or in part or in a timely manner, with the obligations set out in this Procedure or under applicable laws and regulations.

Any arrangement under which the Company agrees to submit notifications on behalf of a PDMR shall not relieve the PDMR of their obligations under this Procedure or under applicable laws and regulations. In particular, each PDMR remains responsible for ensuring that the Designated Officer receives all required notifications under Articles 5, 6 and 7 of this Procedure in sufficient time to enable the Company to comply with its own notification and disclosure obligations.

Compliance with this Procedure does not relieve PDMRs or their PCAs of their obligation to comply with all applicable laws and regulations, including, without limitation, those relating to the disclosure of major shareholdings and the prohibitions on insider dealing and market manipulation.

Any delay in, or failure to make, a required notification may be reported to the competent authorities in accordance with applicable laws and regulations.

9. Sanctions

In the event of a breach of this Procedure, the Company may exercise any rights or remedies available to it under applicable laws and regulations against the persons responsible, including seeking compensation for any loss or damage suffered.

Any action to be taken by the Company shall be decided by the Board of Directors. Where the alleged breach concerns a member of the Board of Directors, the relevant director shall abstain from participating in the related deliberation. If the majority of the members of the Board of Directors are concerned, the matter shall be decided by the Board of Statutory Auditors.

Without prejudice to the foregoing, failure to comply with the notification obligations or with the restrictions on Transactions may also result in:

a) in the case of PDMRs who are employees, the application of the disciplinary measures provided for under the applicable collective bargaining agreement; and;

b) in the case of directors and statutory auditors, the submission by the Board of Directors of a proposal to the Shareholders' Meeting for the removal of the relevant director or statutory auditor for cause.

10. Processing of personal data

Upon receiving this Procedure, each PDMR shall sign the declaration set out in Annex 1, confirming receipt and acceptance of the Procedure, undertaking to inform their PCAs of the obligations applicable to them, and acknowledging receipt of the privacy notice provided pursuant to Article 13 of the GDPR.

The Company may process personal data relating to PDMRs and their PCAs for the purposes of administering this Procedure and complying with applicable laws and regulations. Any personal data collected in connection with the notifications required under this Procedure may also be processed through third-party service providers solely for such purposes. PDMRs and their PCAs shall therefore provide all personal data and information required to enable the Company to comply with its legal obligations.

The Company, in its capacity as data controller, shall process such personal data in accordance with the privacy notice provided pursuant to Article 13 of the GDPR.

The processing of personal data is based on the Company's legal obligations and its legitimate interest in ensuring market integrity and preventing market abuse, in accordance with the GDPR and applicable data protection legislation, as amended from time to time.

By signing Annex 1, PDMRs and their PCAs acknowledge that they have read and understood the privacy notice and the manner in which their personal data will be processed. Failure to provide the required personal data may prevent the Company from complying with its legal obligations and may result in the consequences provided for under applicable laws and regulations.

11. Final provisions

This Procedure is available on the Company's website under the "*Governance / Documents and Procedures"* section.

Personal data relating to PDMRs and their PCAs shall be processed in accordance with Article 10 of this Procedure and applicable laws and regulations.

The Board of Directors may amend or supplement this Procedure from time to time. Any amendments shall be communicated to all PDMRs in accordance with Article 10.

Any matters not expressly governed by this Procedure shall be subject to Regulation (EU) No. 596/2014, the related delegated and implementing legislation, and any other applicable laws and regulations.

ANNEX 1

NOTICE TO PDMRS, INCLUDING DECLARATION OF ACKNOWLEDGEMENT AND ACCEPTANCE OF THE INTERNAL DEALING PROCEDURE AND PRIVACY NOTICE PURSUANT TO REGULATION (EU) 2016/678 AND LEGISLATIVE DECREE NO. 196/2003, AS SUBSEQUENTLY AMENDED

Dear Sir________/ Dear Madam________[*address*]

OR

Dear [*Company Name*]
[*address*]

Subject: **Communication of inclusion in the List of Persons Discharging Managerial Responsibilities for the purpose of the Internal Dealing Procedure pursuant to Article 19(5) of Regulation (EU) No. 596/2014**

Dear Sir/Madam [*insert name*]
/Dear [*indicate name of the legal person*],

We hereby inform you that, pursuant to Art.19, paragraph 5, of Regulation (EU) no. 596/2014 ("MAR") and by virtue of your position as[1] [*insert role*] within Digital Bros S.p.A. (the "Company" or "Digital Bros"), your name has been included in the Company's register of Persons Discharging Managerial Responsibilities. As a result, you are subject to the internal dealing obligations set out in Article 19 of MAR, as well as in the Commission Delegated Regulation (EU) 2016/522 and the Commission Implementing Regulation (EU) 2016/523.

In this context, you are requested to *[if a legal entity: in your capacity as legal representative of [insert company name]]* to:

- carefully review the Company's Internal Dealing Procedure (the "Procedure"), which describes in detail the applicable notification obligations, including those concerning Persons Closely Associated with you, as well as the sanctions that may apply in the event of non-compliance;
- review the Notification Form set out in Annex A to the Procedure, which may be used to comply with the reporting obligations in relation to any transactions in financial instruments issued by Digital Bros (including shares or debt instruments), as well as derivatives or other related financial instruments;
- return the attached declaration of acknowledgement and acceptance, duly signed on each page, confirming receipt and acceptance of the Procedure and its annexes.

Please note that the personal data provided to the Company is required for the proper maintenance of the internal dealing register pursuant to Article 19(5) of MAR and the relevant provisions of the Procedure.

Personal data will be processed and stored using the appropriate technical and organizational measures, pursuant to the applicable law on data protection. Data will be solely used for the purpose of complying with internal dealing obligations and for the period required under applicable regulations. The provision of the requested personal data is therefore mandatory. A privacy notice pursuant to Regulation (EU) 2016/679 is enclosed.

We invite you to contact the undersigned at the following addresses for any information and/or clarification in relation to this communication and its attachments: [*insert contact details*].

[*Insert name and signature of the Designated Officer*]

____

Read and accepted

[*Place and Date*]

[*Insert name and signature of the Relevant Subject – if legal person insert the name of the legal representative of [name of the company]*

[1] Enter the office held by the subject that determines the qualification of "Relevant Subject" for the purposes of the internal dealing discipline (i.e.: member of the Board of Directors/Board of Statutory Auditors, or senior manager).

The undersigned____________________________[born in _______________________on___________________,
resident in____, tax code n. __________________________]
[with registered office in ____________________________________ VAT number______________________________,
Company Registration Number_________________________] in the capacity of_____________________________

pursuant to the current Internal Dealing Procedure approved by Digital Bros' Board of Directors S.p.A. (the "Company"), whose definitions are understood to be fully referred to here,

declares

(i) to acknowledge having been identified as Person Discharging Managerial Responsibilities (PDMR) pursuant to the Procedure and to be aware of the obligations deriving from such status.

For the purposes of the Procedure, they provide the following contact details (e-mail \ telephone number)

____;

And provide the following details of the Persons Closely Associated with them: (Name – Surname – Tax code – Address – Phone Number – E-mail):

____;

____;

____;

____;

(ii) to have received a copy of the , have reviewed its contents and fully accept its terms without reservation;

(iii) to undertake to inform their Persons Closely Associated of the conditions under which such persons are subject to the notification obligations set out in the Procedure;

(iv) to have received from the Company, in its capacity as data controller, the information notice pursuant to Articles 13 and 14 of Regulation (EU) 2016/679 (GDPR) and undertake to provide it to their Persons Closely Associated;

(v) to acknowledge that the personal data collected through this declaration will be processed by the Company solely for the purposes of complying with internal dealing obligations, in accordance with Regulation (EU) 2016/679 and other applicable laws, as well as with the attached privacy notice;

(vi) to undertake to promptly notify Digital Bros S.p.A. of any changes or updates to the information provided above.

Place and Date

____

Name

____

ANNEX A

TEMPLATE FOR NOTIFICATION AND PUBLIC DISCLOSURE OF TRANSACTION BY PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES AND PERSONS CLOSELY ASSOCIATED WITH THEM (Annex to Commission Implementing Regulation (EU) 2016/523)

1	**Data relating to persons exercising administration, control or management roles/the closely related person**	
a)	Name	*[For natural persons: forename and surname]* *[For legal entities: full name, including the legal form as recorded in the register in which it is recorded, if applicable.]*
2	**Reason for the notification**	
a)	Position/Role	*[For persons discharging managerial responsibilities: indicate the role (for example Chief Executive Officer, Chief Financial Officer, etc.) within the issuer, the market participant, the auction platform, the auction monitor]* *[For closely related persons:* *— indicate that the notification concerns a closely related person associated with a person discharging managerial responsibilities;* *— the forename, surname and position of the relevant person discharging managerial responsibilities]*
b)	Initial notification/Amendment	*[Indicate if this is an initial notification or the amendment of a previous notification. If it is an amendment, explain the error that is being corrected with this notification.]*
3	**Data relating to the issuer, market participant, auction platform, auction monitor**	
a)	Name	*[Full name of the entity]*
b)	LEI	*[Identification code of the legal individual in accordance with the LEI code pursuant to standard ISO 17442.]*
4	**Data relating to the transaction: section to be repeated for i) each type of instrument; ii) each type of transaction; iii) each date; and iv) each place in which the transactions were made**	
a)	Description of the financial instrument and type of instrument. Identification code	*[— Indicate the nature of the instrument:* *— share, debt instrument, derivative or financial instrument tied to a share or debt instrument;* *— emission allowance, auctioned product based on emission allowances or derivative on emission allowances* *— Identification code of the instrument as defined in the regulation delegated by the Commission which supplements (EU) regulation 600/2014 of the European Parliament and Council with regard to technical regulation standards on the indication of transactions to the competent authorities adopted pursuant to Article 26 of Regulation (EU) No. 600/2014.]*
b)	Nature of the transaction	*[Description of the type of transaction using, if necessary, the types of transactions established by Article 10 of (EU) regulation 2016/522 delegated by the Commission and adopted pursuant to Article 19 Paragraph 14 of (EU) regulation no. 596/2014 or one of the specific examples pursuant to Article 19 Paragraph 7 of (EU) regulation no. 596/2014* *Pursuant to Article 19 Paragraph 6 letter e) of (EU) regulation no. 596/ 2014, indicate if the transaction is linked to the use of share option programs]*

<table>
<tr><td rowspan="2">c)</td><td rowspan="2">Price(s) and Volume(s)</td><td>Price(s)</td><td>Volume(s)</td></tr>
<tr><td colspan="2">[If multiple transactions of the same nature (acquisition, sale, lending and borrowing etc.) in the same financial instrument are carried out on the same day and at the same venue, indicate the prices and volumes of these transactions in the fields below using separate rows as necessary.

Prices and quantities shall be reported in accordance with the applicable data standards, including, where relevant, the currency, as set out in the Commission Delegated Regulation supplementing Regulation (EU) No. 600/2014 with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted pursuant to Article 26 of Regulation (EU) No. 600/2014.]</td></tr>
<tr><td>d)</td><td>Overall information
— Overall Volume
— Price</td><td colspan="2">[The volume of multiple transactions shall be aggregated when such transactions:
— relate to the same financial instrument;
— are of the same nature;
— are made the same day and
— are executed in the same venue.
Quantities shall be reported in accordance with the applicable data standards, including, where relevant, the currency, as set out in the Commission Delegated Regulation supplementing Regulation (EU) No. 600/2014 with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted pursuant to Article 26 of Regulation (EU) No. 600/2014.
[Information on prices:
— in the case of a single transaction, the price of the single transaction;
— where multiple transactions are aggregated, the volume-weighted average price of those transactions
Prices shall be reported in accordance with the applicable data standards, including, where relevant, the currency, as set out in the Commission Delegated Regulation supplementing Regulation (EU) No. 600/2014 with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted pursuant to Article 26 of Regulation (EU) No. 600/2014.]</td></tr>
<tr><td>e)</td><td>Date of the transaction</td><td colspan="2">[Date of the day of execution of the notified transaction. Use the ISO 8601 format: YYYY-MM-DD; now UTC]</td></tr>
<tr><td>f)</td><td>Place of the transaction</td><td colspan="2">[Name and identification code of the trading venue, systematic internaliser or organised trading facility, as defined under MiFID II, where the transaction was executed, in accordance with the Commission Delegated Regulation supplementing Regulation (EU) No. 600/2014 with regard to regulatory technical standards for the reporting of transactions to competent authorities adopted pursuant to Article 26 of Regulation (EU) No. 600/2014; or, if the transaction was not executed on such a venue, indicate "outside a trading venue".]</td></tr>
</table>

ANNEX B

LIST OF TRANSACTIONS COVERED BY THE DEFINITION OF RELEVANT TRANSACTIONS

In accordance with Article 10 of Commission Delegated Regulation (UE) 2016/522, relevant Transactions include:

a) purchases, sales, short sales, subscriptions or exchanges;

b) the acceptance or exercise of stock options or other option right, including those granted to a PDMR or employee as part of their remuneration, and the sale of shares acquired through the exercise of such rights;

c) the entry into or exercise of equity index-related derivative contracts;

d) transactions in derivatives or related financial instruments, including cash settlement transactions;

e) the entry into contracts for difference relating to financial instruments of the Company;

f) the acquisition, transfer or exercise of rights, including put and call options and warrants;

g) participation in capital increases or issuances of bonds or other debt securities;

h) transactions in derivatives or financial instruments linked to the Company's debt instruments, including credit default swaps;

i) transactions conditional upon the occurrence of certain events and their subsequent execution;

j) the conversion of a financial instrument into another financial instrument, whether automatic or not, including the conversion of convertible bonds into shares;

k) gifts, donations and inheritances received;

l) transactions in index-linked products, baskets or derivative instruments, as provided for under Article 19 of Regulation (EU) no. 596/2014;

m) transactions in shares or units of investment funds, including alternative investment funds (AIFs) as defined in Directive 2011/61/EU, where required under Article 19 of Regulation (EU) No. 596/2014;

n) transactions carried out by the manager of an AIF in which the PDMR has invested, where required under Article 19 of Regulation (EU) No. 596/2014;

o) transactions carried out by third parties under an individual portfolio management mandate or asset management agreement on behalf of a PDMR;

p) the lending or borrowing of the Company's shares, debt instruments, or related financial instruments.

Pursuant to Article 19(7) of Regulation (EU) No. 596/2014, relevant Transactions also include:

a) the pledging or lending of financial instruments by or on behalf of a PDMR;

b) transactions carried out by persons professionally arranging or executing transactions, or by any other person on behalf of a PDMR, including where discretion is exercised;

c) transactions carried out under a life insurance policy, as defined in Directive 2009/138/EC, where *(i)* the policy holder is a PDMR; *(ii)* the investment risk is borne by the policyholder; and *(iii)* the policyholder has the power or discretion to make investment decisions or carry out transactions in relation to the underlying instruments.