

**Reasoned proposal of the Board of Statutory Auditors for the
supplement of the consideration envisaged in the agreement with the
independent auditors EY S.p.A. for the financial years from
31 December 2025 to 31 December 2033**

Dear Shareholders,

The Board of Statutory Auditors of Technogym S.p.A.

WHEREAS

- the Shareholders' Meeting of Technogym S.p.A., (the "Company") passed on 07 May 2024 a resolution authorising the contract for the legal audit to be granted to EY S.p.A. ("EY") also for the financial years from 31 December 2025 to 31 December 2033;
- in the resolution, the Shareholders' Meeting determined that the auditors' annual fees would be Euro 514,000 (five hundred fourteen thousand euros) for the legal audit for the entire Group, in Italy and abroad (with reference to EY's local network);
- in the initial proposal submitted by EY on 29 March 2024 the possibility is envisaged of adjusting such consideration during the performance of the engagement in the presence of exceptional circumstances not taken into account when preparing the estimate of the indicated fees, including a significant and material change in the mix of resources or the involvement of experts within the EY network, or specialised resources in addition to those estimated in the engagement proposal, such as to result in changes to the professional services required;
- the need has arisen for a progressive update of general IT controls, also in light of the evolution of information systems and the relevant context, making it appropriate to pursue a further gradual evolution and integration of the Company's IT systems, in order to enable a broader structuring of the audit strategy based on full reliance on automated controls over time;
- at the current stage this has entailed, and may continue to entail, with reference to the financial years 2025 and 2026, greater use of manual controls and IT-dependent manual controls, pending the progressive implementation and full operation of further automated controls;
- in the engagement letter dated 6 March 2026 addressed to the Company, EY submitted a proposal to supplement the consideration compared to what was originally envisaged, due to circumstances that have entailed and will entail a change in the mix of resources and the involvement of experts within the EY network, as well as specialised resources in

addition to those estimated in the original engagement proposal, specifically for the performance of additional audits relating to the financial statements for the financial years 2025 and 2026;

- for the performance of the aforementioned additional activities EY has requested additional fees amounting to €35,000.00 (thirty-five thousand/00) for the financial year ended 31.12.2025 and €25,000.00 (twenty-five thousand/00) for the financial year ending 31.12.2026;
- the request for additional fees comes with confirmation that all the other clauses indicated in the initial proposal of 29 March 2024, will remain the same,

CONSIDERING THAT

- this change in fees must be the subject of a resolution of the shareholders' meeting;

FINDING THAT

- the evolution and integration of the Company's IT systems, in relation to the need for a progressive update of general IT controls, has entailed and will entail additional activities for the audit of the Technogym Group compared to those envisaged in the original proposal of 29 March 2024;
- this will require additional time and resources than envisaged in the original proposal for the legal auditing services;
- the quantification of the higher fee indicated in our letter of 6 March 2026 is considered fair

CONCLUSIONS

For the reasons set out above, the Board invites the Shareholders' Meeting to resolve on the increase in the consideration payable to EY already approved by the Shareholders' Meeting of 7 May 2024, granting it additional fees equal to €35,000.00 (thirty-five thousand/00) for the financial year ended 31.12.2025 and €25,000.00 (twenty-five thousand/00) for the financial year ending 31.12.2026, noting that there are no reasons preventing such approval.

Cesena, 10 March 2026

The Chairperson

Francesca Di Donato



The Standing Auditor

Pier Paolo Caruso



The Standing Auditor

Fabio Oneglia

