



Ordinary General Shareholders' Meeting
October 27th, 2023 (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 at June
30th, 2023 and proposal for the allocation of earnings for the fiscal year"

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

Item no. 1 on the agenda

“Financial Statements at June 30th, 2023 and proposal on the allocation of earnings for the fiscal year:

1.1 approval of the Financial Statements at June 30th, 2023 and the Directors’ Report; approval of the Board of Statutory Auditors Report and the Audit Report; presentation of the Consolidated Financial Statements at June 30th, 2023;

1.2 allocation of Digital Bros S.p.A. profit for the year”

Dear Shareholders,

Please refer to the Directors’ Report accompanying the Financial Statements as of June 30th, 2023 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, considered the reports by the Board of Statutory Auditors and the Audit Firm on the Financial Statements at June 30th, 2023 as well as the Consolidated Financial Statements at June 30th, 2023 and the accompanying reports, hereby resolve to approve:

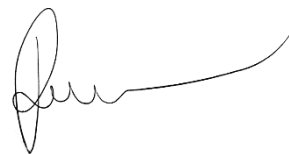
- the Directors’ Report;
- the Financial Statements at June 30th, 2023 in its part and in its entirety, which reports a net profit for the year of Euro 4,933,371.54;
- to allocate Euro 294 to the Legal Reserve and to allocate the remaining difference of Euro 4,933,077.54 to Retained Earnings.

Milan, September 27th, 2023

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