



**Ordinary General Shareholders' Meeting**  
**October 28<sup>th</sup>, 2028(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"**

**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 convened annually for the approval of the financial statements is called to deliberate on the Report on the Remuneration Policy and the Compensation Paid (the Remuneration Report), which consists of two distinct sections. It is recalled that the Shareholders' Meeting of October 27, 2023 (the 2023 Meeting) approved, pursuant to Article 123-ter, paragraph 3 of the TUF, the first section of the Remuneration Report concerning: (i) the Company's policy on the remuneration of the members of the administrative bodies and Executives with Strategic Responsibilities (the Policy), whose duration is aligned with that of the Board of Directors appointed by the same 2023 Meeting (i.e., until the approval of the financial statements as of June 30, 2026), as well as (ii) the procedures used for the adoption and implementation of this Policy. Therefore, considering that the Policy is expected to remain in force until the approval of the financial statements as of June 30, 2026, the Shareholders' Meeting convened for October 28, 2024, will not be called to approve the first section of the Remuneration Report. However, pursuant to Article 123-ter, paragraph 6 of the TUF, the Shareholders' Meeting must vote, in a non-binding resolution, either in favor or against the second section of the Remuneration Report which, pursuant to Article 123-ter, paragraph 4 of the TUF, relates to the members of the administrative and supervisory bodies and Executives with Strategic Responsibilities, and outlines: (i) each component of remuneration, including the treatments provided in the event of termination of office or employment relationship; (ii) the compensation paid in the relevant financial year, for any reason and in any form, by the Company and its subsidiaries or affiliates; (iii) the compensation to be paid in one or more future years for activities carried out in the reference year; and (iv) how the Company has taken into account the vote cast the previous year on the second section of the report. 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.

Shareholders, In light of the above, the Board of Directors proposes the following resolution:

*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 24<sup>th</sup>, 1998, Art. 84-quater of CONSOB Regulation no. 11971/1999 and the Report on the policy regarding remuneration and fees paid drafted by the Board of Directors;

resolves

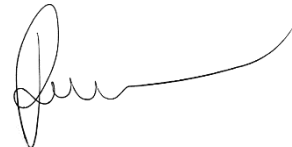
- (i) to give a favorable opinion on the second section of the Report on the policy regarding remuneration and fees paid as described pursuant to Art. 123-ter, paragraph 4 of Legislative Decree no.58 of February 24<sup>th</sup>, 1998.”

Milan, September 26<sup>th</sup>, 2024

**DIGITAL BROS S.P.A.**

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**signed by ABRAMO GALANTE**

A handwritten signature in black ink, appearing to read 'Abramo Galante', with a long horizontal flourish extending to the right.