

ORDINARY SHAREHOLDERS' MEETING

APRIL 24, 2025

Board of Directors' Report

Appointment of the Board of Directors
Determination of the number of members
Determination of the term of office
Determination of the emoluments
Identification of the members

(item 5 on the agenda)



JOINT-STOCK COMPANY - SHARE CAPITAL EURO 62,461,355.84
MILAN MONZA BRIANZA LODI COMPANY REGISTER AND TAX CODE 00607460201
COMPANY SUBJECT TO THE DIRECTION AND COORDINATION OF CIR S.p.A.
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BOARD OF DIRECTORS' REPORT TO THE ORDINARY SHAREHOLDERS MEETING

- 5. Appointment of the Board of Directors:**
 - a. Determination of the number of members.**
 - b. Determination of the term of office.**
 - c. Determination of the emoluments.**
 - d. Identification of the members.**

Dear Shareholders,

with the approval of the financial statements for the 2024 financial year, the mandate of the Board of Directors currently in office, as appointed by the Ordinary Shareholders' Meeting of April 22, 2022 and subsequently integrated by the Ordinary Shareholders' Meeting of July 22, 2022, ends due to expiry of the term.

The Shareholders' Meeting is, therefore, invited to proceed with the appointment of the Board of Directors, in accordance with the terms and provisions of the art. 17 of the By-Laws which, for your convenience, we are reproducing in full below:

“The Company is administered by a Board of Directors comprised of between five and fifteen members, even not necessarily shareholders. They are appointed by the General Shareholders' Meeting for a fixed term which may not exceed three years, and are eligible for re-election.

The General Shareholders' Meeting also determines the number of Board members, which remains fixed unless altered by further deliberation of the Meeting.

Minority Shareholders have the right to appoint one member of the Board of Directors.

The Board of Directors is appointed by the General Shareholders' Meeting based on lists presented by the Shareholders where candidates are indicated in numerical order; the lists of candidates, signed by the presenting Shareholders, must be filed according to the terms and conditions set out in the enforceable law.

List may only be presented by Shareholders who, either individually or jointly with other Shareholders, hold shares that represent at least one fortieth of the share capital, or such other percentage as may be determined by the law or regulations.

Proof of ownership of the required number of shares must be presented according to the terms and conditions provided for by the applicable law.

The lists having three or more candidates shall include members of different gender at least in the proportion prescribed by the existing legislation on equal opportunities and balance between the genders.

Lists which fail to comply with the above rules shall be considered as not presented.

No Shareholder may present or contribute to the presentation of more than one list, even via an intermediary or trustee. Shareholders subject to the same control pursuant to art. 93 of the Consolidated Law on Financial Intermediation or belonging to the same voting syndicate may present or contribute to the presentation of only one list.

Each Shareholder can vote for just one list.

Each candidate may appear in one list only, under penalty of ineligibility.

Each list filed by the required date must be accompanied by statements from each candidate accepting their nomination and declaring, under their own responsibility, that there are no reason of ineligibility or incompatibility regarding their candidature and that they meet the requirements laid down in the law and current regulations for the member of the Board of Directors. Candidates must also provide a curriculum vitae describing their personal and professional qualifications specifying any position as director or statutory auditor they might hold in other companies and whether they meet the requirements for the position of Independent Director under the current law and regulations.

Incompleteness or irregularity of any candidature shall cause the removal of the candidate's name from the voting list. For the nomination to go forward, the lists presented and submitted for voting must obtain a percentage of votes at least equal to half of that required under this Article for the presentation of the lists themselves. Lists which do not meet this condition shall be considered null and void.

Members of the Board of Directors are elected as follows:

- a) from the list which obtained the highest number of votes during the Meeting, as many directors as required to make up the Board minus one are selected following the numerical order in which they were listed;*
- b) from the list which obtained the second highest number of votes during the Meeting, and which is unconnected in any way, even indirectly, with the shareholders who presented or voted for the first list, the candidate at the top of this second list is nominated as the final board member.*

If the application of the procedure stated in letters a) and b) does not allow to respect the balance between the genders prescribed by the existing legislation, the last director elected of the list having obtained the highest number of votes and belonging to the gender that is the most represented forfeits and is replaced by the first non elected candidate of the same list, belonging to the least represented gender.

Otherwise, the Shareholders' Meeting shall integrate the administrative body pursuant to the majorities foreseen by the law, ensuring compliance with the terms of the law.

All elected Directors must meet the criteria of respectability and professional conduct laid down in the current regulations. Failure to meet these criteria will mean disqualification from the position.

If only one list is presented or admitted, all Directors are appointed from that list.

If no list is presented or the number of Directors appointed is smaller than the minimum required by the Shareholders, the General Meeting must be reconvened to elect a full Board of Directors.

If as a result of resignations or for other reasons one or more Directors ceases to serve, they are replaced in accordance with art. 2386 of the Italian Civil Code, in compliance with the applicable requirements."

With reference to paragraph 5 of art. 17 of the By-Laws, we would like to inform you that Consob, in its Resolution No. 123/2025 of January 28, 2025, published on January 30, 2025, has indicated that the minimum percentage of share capital ownership for presenting a list of candidates is 2.5%.

We remind you that the appointment of the Board of Directors shall be made in accordance with applicable law (in particular, art. 16 of the regulation adopted by Consob in its Resolution No. 20249 of December 28, 2017) concerning the majority of independent members in the Board of Directors and that the composition of the Board of Directors must comply with the criteria indicated in the statutory and regulatory provisions regarding (i) the number of directors in possession of the independence requirements pursuant to articles 147-quinquies, paragraph 4 and 148, paragraph 3, of the TUF, as well as (ii) gender balance.

In this respect, lists presenting a number of candidates equal to or greater than three must ensure, in the composition of the list, that at least two fifths of the candidates belong to the less represented gender. If, in applying the gender distribution criterion, a whole number of members belonging to the less represented gender does not result, this number is rounded up to the next whole number.

Any Shareholders other than the controlling shareholder who intend to present a list are invited to consult the recommendations provided by Consob in its communications DEM/9017893 of February 26, 2009, available on the website www.consob.it.

The lists must be filed from Monday to Friday from 9.00am to 5.00pm at the Company registered office or sent by e-mail to the certified address sogefi@legalmail.it by **March 31, 2025**. The lists shall be published within the terms and according to the methods established by the current legislation and regulations through the e-Market STORAGE authorised system (www.emarketstorage.com) and on the website www.sogefigroup.com by **April 3, 2025**.

Considering the provisions of art. 125-ter of the Legislative Decree no. 58/98 and subsequent amendments (TUF) concerning the requirement to make the proposed resolutions available, your Board of Directors requested the controlling Shareholder's intention about number of members and emoluments for the Board of Directors.

The controlling Shareholder CIR S.p.A. informed the Board of Directors of its intention to submit the following proposals for approval by the Shareholders' Meeting:

- to set in 8 (eight) – or in 9 (nine) if one or more minority lists are presented – the number of the members of the Board of Directors;
- to determine the mandate of the Board of Directors in three financial years, *i.e.* until the Shareholders' Meeting that will be convened to approve the Financial Statements for the year ended December 31, 2027;
- to establish an annual gross compensation of euro 20,000 *pro rata temporis* for each member of the Board of Directors, pursuant to art. 2389, paragraph 1, of the Italian Civil Code.

* * * * *

In the light of the above, your Board of Directors submits the following resolutions for your approval:

Regarding the determination of the number of members of Board of Directors referred to in item 5, letter a) on the agenda:

“The Ordinary Shareholders Meeting of Sogefi S.p.A.:

- having acknowledged the Board of Directors' Report,
- having acknowledged the proposal made by the Shareholder CIR S.p.A.,
- bearing in mind the law provisions and the Company By-Laws,

RESOLVES

- to set at [___]¹ the number of the members of the Board of Directors”.

Regarding the determination of the term of office of the Board of Directors referred to in item 5, letter b) on the agenda:

“The Ordinary Shareholders Meeting of Sogefi S.p.A.:

- having acknowledged the Board of Directors' Report,
- having acknowledged the proposal made by the Shareholder CIR S.p.A.,
- bearing in mind the law provisions and the Company By-Laws,

RESOLVES

- to determine in three financial years the mandate of the Board of Directors, *i.e.* until the Shareholders Meeting that will be convened to approve the Financial Statements for the year ended December 31, 2027”.

¹ Number which will be determined (i) in 8 (eight) if only the list of the controlling shareholder CIR S.p.A. is presented or (ii) in 9 (nine) if, in addition to the list of the controlling shareholder CIR S.p.A., one or more minority shareholders lists are presented.

Regarding the determination of the emoluments referred to in item 5, letter c) on the agenda:

“The Ordinary Shareholders Meeting of Sogefi S.p.A.:

- having acknowledged the Board of Directors’ Report,
- having acknowledged the proposal made by the Shareholder CIR S.p.A.,
- bearing in mind the law provisions and the Company By-laws,

RESOLVES

- to recognize to each member of the Board of Directors an annual gross compensation of euro 20,000 *pro rata temporis*, pursuant to art. 2389, paragraph 1, of the Italian Civil Code”.

Finally, we remind you, ***in relation to the item 5, letter d) on the agenda***, the need to vote – in the event that two or more lists are presented – only one of the lists presented or to abstain, declare your opposition to all the lists or not taking part to the voting at all.

Your Board of Directors wishes to thank you for your trust.