



TECHNOGYM S.P.A.  
REGISTERED OFFICE IN CESENA, VIA CALCINARO, 2861  
SHARE CAPITAL EURO 10,050,250.00 FULLY SUBSCRIBED AND PAID IN  
REGISTRATION WITH THE FORLÌ-CESENA COMPANIES' REGISTER NO. 315187 - TAX CODE  
06250230965

**EXPLANATORY REPORT BY THE BOARD OF DIRECTORS ON THE PROPOSAL SET OUT IN POINT  
5 OF THE ORDINARY SECTION OF THE AGENDA OF THE SHAREHOLDERS' MEETING OF  
TECHNOGYM S.P.A. CALLED FOR MAY 8, 2019 IN SINGLE CALL**

## 5. Proposal to approve a plan for the free award of rights to receive ordinary shares of the Company also known as the “Performance Shares Plan 2019-2021”.

Dear Shareholders,

We have called this Ordinary Shareholders’ Meeting to submit for your approval, pursuant to art. 114-bis, paragraph 1 of Legislative Decree no. 58 of February 24, 1998, as subsequently amended (the “**Consolidated Law on Finance**” or “**TUF**”), a plan for granting rights to receive ordinary shares of the Company also known as the 2019-2021 Performance Shares Plan (the “**Plan**”), reserved for the managers of the Technogym Group, that will be identified by name by the Board of Directors upon proposal by the Chairman of the Board of Directors and after hearing the opinion of the Appointments and Remuneration Committee, among the employees and/or collaborators of the Company or its subsidiaries that hold relevant managerial positions or, in any case, capable of significantly contributing to pursuing the strategic objectives of the Company and/or the Group, including the Company’s Managers with Strategic Responsibilities. The structure of the Plan has been defined by the Board of Directors, upon proposal by the Appointments and Remuneration Committee, at the meeting held on March 27, 2019.

The characteristics and the purposes of the aforesaid Plan are illustrated in the information document prepared by the Company pursuant to art. 84-bis of the Regulation adopted by CONSOB through Resolution no. 11971 of May 14, 1999 (“**Issuers’ Regulations**”), made available to the public at the registered office, on the Company’s website at the link [www.technogym.com](http://www.technogym.com) and in other ways and by the dates set by currently applicable legal regulations.

The information document on the Plan is reproduced in full in the attachment.

If you agree with the proposal we have illustrated, we kindly ask you to approve the following draft resolution.

*“The Shareholders’ Meeting of Technogym S.p.A.:*

- *having acknowledged the proposal made by the Board of Directors*
- *having examined the information document prepared by the Board of Directors pursuant to art. 84-bis of the Issuers’ Regulations,*

### ***resolves***

- *to approve, pursuant to and for the purposes of art. 114-bis of the TUF, agreeing with the reasons behind the initiative, the adoption of a plan for the free award of rights to receive ordinary shares of the Company also known as the Performance Shares Plan 2019-2021, reserved for the managers of the Technogym Group, employees and/or collaborators of the Company or its subsidiaries, including Managers with Strategic Responsibilities by allocating max. no. 600,000 shares of the Company, at the terms and conditions and in the manners described in the information document attached to the Explanatory Report of the Board of Directors;*
- *to confer the widest and appropriate powers to the Board of Directors to provide instructions on the Performance Shares Plan 2019-2021 and fully implement it, including but not limited to the power to:*
  - (i) *identify the beneficiaries of the Performance Shares Plan 2019-2021 and the performance objectives and establish the basic number of Shares to be allotted to each of them in the event of full achievement of performance objectives and the RAL (gross annual remuneration) percentage, used by the Board of Directors to calculate, at the end of the vesting period of the plan, the number of actual Shares – lower or greater than the basic number of Shares – to be allotted to each of the Beneficiaries on the basis of the level of achievement, or any overrun, of the same performance objectives, at the terms and conditions set out in the*

*Plan and, anyway, in compliance with the maximum number of shares to be allocated to the plan as determined by the Shareholders' Meeting;*

- (ii) exercise all the powers and duties conferred upon the Board of Directors by the Performance Shares Plan 2019-2021 and take any related decisions, the Board of Directors being authorized, at its discretion and within the limits allowed by the applicable regulations also in consideration of the category of the beneficiaries, to manage the Performance Shares Plan 2019-2021 using newly issued shares resulting from a free share capital increase pursuant to art. 2349 and art. 2443 of the Italian Civil Code, the approval of which will be submitted to today's Extraordinary Shareholders' Meeting and subject to said approval, i.e. of treasury shares held by the Company;*
- (iii) to draft and approve the Plan regulations and make changes and/or additions to it as deemed fit and/or appropriate in the case of extraordinary transactions and/or legal or regulatory changes concerning the Company and/or the Group to keep the main contents and economic terms of the Performance Shares Plan 2019-2021 unchanged within the limits allowed by the legal regulations that will become enforceable from time to time; and*
- (iv) to provide information to the market, draft and/or finalize any document deemed necessary or appropriate in relation to the Performance Shares Plan 2019-2021, pursuant to applicable legal regulations and other regulatory provisions, as well as, in general, execute these resolutions."*

on behalf of the Board of Directors  
The Chairman  
Nerio Alessandri