



TECHNOGYM S.P.A.  
SEDE LEGALE IN CESENA, VIA CALCINARO, 2861  
CAPITALE SOCIALE EURO 10.050.250,00 INTERAMENTE SOTTOSCRITTO E VERSATO  
NUMERO DI ISCRIZIONE NEL REGISTRO DELLE IMPRESE DI FORLÌ-CESENA 315187 E CF 06250230965

## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON 5<sup>TH</sup> MAY 2021

Summary account of the votes on the items of the agenda pursuant Article 125-*quater*, paragraph 2, of the Legislative Decree 58/1998

### ORDINARY PART

#### Item 1 of the agenda

1. **Approval of the Financial Statements as at 31 December 2020, accompanied by the Board of Directors' Report on operations, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2020 and the consolidated non-financial statement drafted pursuant to Italian Legislative Decree 254/2016.**

Shares present at the meeting when the vote was opened no. 160,334,568 equal to 79.639% of the no. 201,327,500 shares representing the share capital, corresponding to no. 240,334,568 voting rights equal to 85.420% of the no. 281,356,577 total voting rights.

The voting result was the following:

#### Vote result

	No. Voting Rights	%
<b>Votes for</b>	238,737,826	99.336%
<b>Votes Against</b>	0	0.000%
<b>Abstentions</b>	391,326	0.162%
<b>Non-voters</b>	1,205,416	0.502%
<b>Total Voting Rights</b>	<b>240.334.568</b>	<b>100.000%</b>

#### Item 2 of the agenda

2. **Allocation of the profit for the year and proposal for dividend distribution. Pertaining resolutions.**

Shares present at the meeting when the vote was opened no. 160,334,568 equal to 79.639% of the no. 201,327,500 shares representing the share capital, corresponding to no. 240,334,568 voting rights equal to 85.420% of the no. 281,356,577 total voting rights.

The voting result was the following:

#### Vote result

	No. Voting Rights	%
<b>Votes for</b>	237,828,516	98.957%
<b>Votes Against</b>	335,601	0.140%
<b>Abstentions</b>	965,035	0.401%
<b>Non-voters</b>	1,205,416	0.502%
<b>Total Voting Rights</b>	<b>240,334,568</b>	<b>100.000%</b>



### Item 3 of the agenda

#### 3. Report on the remuneration policy and compensations paid:1998, n. 58.

##### 3.1 resolutions concerning the Company's remuneration policy under the first section of the report, pursuant to Art. 123-ter, paragraphs 3-bis and 3-ter of Italian Legislative Decree No. 58 of 24 February 1998.

Shares present at the meeting when the vote was opened no. 160,334,568 equal to 79.639% of the no. 201,327,500 shares representing the share capital, corresponding to no. 240,334,568 voting rights equal to 85.420% of the no. 281,356,577 total voting rights.

The voting result was the following:

#### Vote result

	No. Voting Rights	%
<b>Votes for</b>	180,410,147	75.066%
<b>Votes Against</b>	58,203,477	24.218%
<b>Abstentions</b>	515,528	0.214%
<b>Non-voters</b>	1,205,416	0.502%
<b>Total Voting Rights</b>	<b>240,334,568</b>	<b>100.000%</b>

##### 3.2 resolutions concerning to the second section of the report, pursuant to Art. 123-ter, paragraph 6 of Italian Legislative Decree No. 58 of 24 February 1998.

Shares present at the meeting when the vote was opened no. 160,334,568 equal to 79.639% of the no. 201,327,500 shares representing the share capital, corresponding to no. 240,334,568 voting rights equal to 85.420% of the no. 281,356,577 total voting rights.

The voting result was the following:

#### Vote result

	No. Voting Rights	%
<b>Votes for</b>	230,827,911	96.044%
<b>Votes Against</b>	7,785,713	3.240%
<b>Abstentions</b>	515,528	0.214%
<b>Non-voters</b>	1,205,416	0.502%
<b>Total Voting Rights</b>	<b>240,334,568</b>	<b>100.000%</b>



#### Item 4 of the agenda

#### 4. Appointment of the Board of Directors.

##### 4.1 Resolution as to the number of members of the Board of Directors.

Shares present at the meeting when the vote was opened no. 160,334,568 equal to 79.639% of the no. 201,327,500 shares representing the share capital, corresponding to no. 240,334,568 voting rights equal to 85.420% of the no. 281,356,577 total voting rights.

The voting result was the following:

##### Vote result

	No. Voting Rights	%
<b>Votes for</b>	233,868,673	97.310%
<b>Votes Against</b>	5,336,477	2.220%
<b>Abstentions</b>	307,418	0.128%
<b>Non-voters</b>	822,000	0.342%
<b>Total Voting Rights</b>	<b>240,334,568</b>	<b>100.000%</b>

##### 4.2 Resolution as to the duration of the office of the Board of Directors.

Shares present at the meeting when the vote was opened no. 160,334,568 equal to 79.639% of the no. 201,327,500 shares representing the share capital, corresponding to no. 240,334,568 voting rights equal to 85.420% of the no. 281,356,577 total voting rights.

The voting result was the following:

##### Vote result

	No. Voting Rights	%
<b>Votes for</b>	239,096,527	99.485%
<b>Votes Against</b>	108,623	0.045%
<b>Abstentions</b>	307,418	0.128%
<b>Non-voters</b>	822,000	0.342%
<b>Total Voting Rights</b>	<b>240,334,568</b>	<b>100.000%</b>



### 4.3 Appointment of the members of the Board of Directors.

Shares present at the meeting when the vote was opened no. 160,334,568 equal to 79.639% of the no. 201,327,500 shares representing the share capital, corresponding to no. 240,334,568 voting rights equal to 85.420% of the no. 281,356,577 total voting rights.

The voting result was the following:

#### Vote result

	No. Voting Rights	%
<b>List 1 *</b>	166,451,062	69.258%
<b>List 2 **</b>	73,883,506	30.742%
<b>Votes Against</b>	0	0.000%
<b>Abstentions</b>	0	0.000%
<b>Non-voters</b>	0	0.000%
<b>Total Voting Rights</b>	<b>240,334,568</b>	<b>100.000%</b>

\* List proposed by the shareholder TGH S.r.l. holding a participation representing the 39.73% of the Company's share capital.

\*\* List proposed by institutional investors, overall holding a participation representing the 4.59670% of the Company's share capital

The ordinary Shareholders' Meeting appointed the new Board of Directors of Technogym S.p.A., with the list voting mechanism, establishing in 11 the number of its members and in three years its duration. The following members compose the new Board of Directors:

#### List 1

Nerio Alessandri (Presidente)  
Pierluigi Alessandri  
Erica Alessandri  
Francesca Bellettini \*  
Carlo Capelli,  
Maurizio Cereda  
Chiara Dorigotti \*  
Vincenzo Giannelli \*  
Maria Cecilia La Manna \*  
Melissa Ferretti Peretti \*

#### List 2

Luca Martines \*

\* Board members that has declared their independence according to article 147-ter, paragraph 4, and article 148, artt. 147-ter, comma 4, e 148, comma 3, del TUF, nonché dal Codice di Corporate Governance delle società quotate 3, of TUF, and to the Corporate Governance Code of the listed companies.



#### 4.4 Appointment of the Chairperson of the Board of Directors.

Shares present at the meeting when the vote was opened no. 160,334,568 equal to 79.639% of the no. 201,327,500 shares representing the share capital, corresponding to no. 240,334,568 voting rights equal to 85.420% of the no. 281,356,577 total voting rights.

The voting result was the following:

##### Vote result

	No. Voting Rights	%
<b>Votes for</b>	196,203,670	81.638%
<b>Votes Against</b>	36,007,604	14.982%
<b>Abstentions</b>	6,917,878	2.878%
<b>Non-voters</b>	1,205,416	0.502%
<b>Total Voting Rights</b>	<b>240,334,568</b>	<b>100.000%</b>

The ordinary Shareholders' Meeting appointed Nerio Alessandri as Chairman of the Board of Directors.

#### 4.5 Resolution as to the remuneration due to the members of the Board of Directors.

Shares present at the meeting when the vote was opened no. 160,334,568 equal to 79.639% of the no. 201,327,500 shares representing the share capital, corresponding to no. 240,334,568 voting rights equal to 85.420% of the no. 281,356,577 total voting rights.

The voting result was the following:

##### Vote result

	No. Voting Rights	%
<b>Votes for</b>	189,056,605	78.664%
<b>Votes Against</b>	49,765,129	20.706%
<b>Abstentions</b>	307,418	0.128%
<b>Non-voters</b>	1,205,416	0.502%
<b>Total Voting Rights</b>	<b>240,334,568</b>	<b>100.000%</b>



#### Item 5 of the agenda

#### 5. Proposal for the approval of a plan for the bonus issue of rights to receive ordinary shares of the Company, named "2021-2023 Performance Shares Plan".

Shares present at the meeting when the vote was opened no. 160,334,568 equal to 79.639% of the no. 201,327,500 shares representing the share capital, corresponding to no. 240,334,568 voting rights equal to 85.420% of the no. 281,356,577 total voting rights.

The voting result was the following:

#### Vote result

	No. Voting Rights	%
<b>Votes for</b>	236,602,671	98.447%
<b>Votes Against</b>	2,219,063	0.923%
<b>Abstentions</b>	307,418	0.128%
<b>Non-voters</b>	1,205,416	0.502%
<b>Total Voting Rights</b>	<b>240,334,568</b>	<b>100.000%</b>

#### Item 6 of the agenda

#### 6. Proposal for authorisation to purchase and dispose of treasury shares, upon revocation of the authorisation issued by the Shareholders' Meeting of 23 April 2020 for the non-executed portion. Pertaining resolutions.

Shares present at the meeting when the vote was opened no. 160,334,568 equal to 79.639% of the no. 201,327,500 shares representing the share capital, corresponding to no. 240,334,568 voting rights equal to 85.420% of the no. 281,356,577 total voting rights.

The voting result was the following:

#### Vote result

	No. Voting Rights	%
<b>Votes for</b>	238,592,870	99.275%
<b>Votes Against</b>	228,864	0.095%
<b>Abstentions</b>	307,418	0.128%
<b>Non-voters</b>	1,205,416	0.502%
<b>Total Voting Rights</b>	<b>240,334,568</b>	<b>100.000%</b>



## **EXTRAORDINARY PART**

### **Item 1 of the agenda**

1. Proposal for granting the power to the Board of Directors, pursuant to Art. 2443 of the Italian Civil Code, for a period of five years from the resolution date, for a free and divisible increase of the share capital, also in multiple tranches, pursuant to Art. 2349 of the Italian Civil Code, through the issue of a maximum number of 700,000 ordinary shares, for a maximum amount of Euro 35,000, with an issuing value equal to the accounting par value of the shares at the execution date, to be fully allocated to the capital and assigned to the employees of Technogym S.p.A. and of its subsidiaries who are the beneficiaries of the plan for a free assignment of the rights to receive ordinary shares of the Company, called "2021-2023 Performance Shares Plan". Relevant amendments to Art. 6 of the Articles of Association in force.

Shares present at the meeting when the vote was opened no. 160,334,568 equal to 79.639% of the no. 201,327,500 shares representing the share capital, corresponding to no. 240,334,568 voting rights equal to 85.420% of the no. 281,356,577 total voting rights.

The voting result was the following:

#### **Vote result**

	<b>No. Voting Rights</b>	<b>%</b>
<b>Votes for</b>	233,939,171	97.339%
<b>Votes Against</b>	4,882,563	2.031%
<b>Abstentions</b>	307,418	0.128%
<b>Non-voters</b>	1,205,416	0.502%
<b>Total Voting Rights</b>	<b>240,334,568</b>	<b>100.000%</b>