



TECHNOGYM S.P.A.

REGISTERED OFFICE IN CESENA, VIA CALCINARO, 2861
SHARE CAPITAL EURO 10,066,375.00 FULLY SUBSCRIBED AND PAID IN
REGISTRATION WITH THE FORLÌ-CESENA COMPANIES' REGISTRY NO. 315187, TAX CODE 06250230965

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON 4 MAY 2022

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

Ordinary Part

Item 1 of the Ordinary Part of the agenda.

Approval of the Financial Statements as at 31 December 2021, 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 2021 and the consolidated non-financial statement drafted pursuant to Italian Legislative Decree 254/2016.

Shares present at the meeting at the opening of voting no. 151,351,785 equal to 75.177% of the no. 201,327,500 shares representing the share capital corresponding to no. 219,351,785 voting rights equal to 81.435% of the no. 269,359,077 total voting rights.

The voting result was the following:

Vote result

| | No. of Votes | % of participating voting rights |
|----------------------|---------------------|---|
| Votes for | 218,726,360 | 99.715% |
| Votes Against | 0 | 0.000% |
| Abstentions | 404,425 | 0.184% |
| No votes | 221,000 | 0.101% |
| Total Votes | 219,351,785 | 100% |



Item 2 of the Ordinary Part of the agenda.

Allocation of the profit for the year and proposal for dividend distribution. Ensuing resolutions.

Shares present at the meeting at the opening of voting no. 151,351,785 equal to 75.177% of the no. 201,327,500 shares representing the share capital corresponding to no. 219,351,785 voting rights equal to 81.435% of the no. 269,359,077 total voting rights.

The voting result was the following:

Vote result

| | No. of Votes | % of participating voting rights |
|----------------------|---------------------|---|
| Votes for | 218,447,341 | 99.588% |
| Votes Against | 356,444 | 0.162% |
| Abstentions | 327,000 | 0.149% |
| No votes | 221,000 | 0.101% |
| Total Votes | 219,351,785 | 100% |

Item 3 of the Ordinary Part of the agenda.

Report on the remuneration policy and compensations paid:

3.1 approval of 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 at the opening of voting no. 151,351,785 equal to 75.177% of the no. 201,327,500 shares representing the share capital corresponding to no. 219,351,785 voting rights equal to 81.435% of the no. 269,359,077 total voting rights.

The voting result was the following:

Vote result

| | No. of Votes | % of participating voting rights |
|----------------------|---------------------|---|
| Votes for | 157,929,939 | 71.998% |
| Votes Against | 60,588,336 | 27.622% |
| Abstentions | 612,510 | 0.279% |
| No votes | 221,000 | 0.101% |
| Total Votes | 219,351,785 | 100% |



3.2 resolutions concerning 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 at the opening of voting no. 151,351,785 equal to 75.177% of the no. 201,327,500 shares representing the share capital corresponding to no. 219,351,785 voting rights equal to 81.435% of the no. 269,359,077 total voting rights.

The voting result was the following:

Vote result

| | No. of Votes | % of participating voting rights |
|----------------------|---------------------|---|
| Votes for | 205,158,487 | 93.529% |
| Votes Against | 12,937,464 | 5.898% |
| Abstentions | 1,034,834 | 0.472% |
| No votes | 221,000 | 0.101% |
| Total Votes | 219,351,785 | 100% |

Item 4 of the Ordinary Part of the agenda.

Appointment of the Board of Statutory Auditors for three financial years:

4.1 Appointment of the members of the Board of Statutory Auditors

Shares present at the meeting at the opening of voting no. 151,351,785 equal to 75.177% of the no. 201,327,500 shares representing the share capital corresponding to no. 219,351,785 voting rights equal to 81.435% of the no. 269,359,077 total voting rights.

The voting result was the following:

Vote result

| | No. of Votes | % of participating voting rights |
|----------------------|---------------------|---|
| List no. 1* | 136,066,680 | 62.031% |
| List no. 2** | 82,082,719 | 37.421% |
| Votes Against | 0 | 0.000% |
| Abstentions | 1,032,886 | 0.471% |
| No votes | 169,500 | 0.077% |
| Total Votes | 219,351,785 | 100% |



* List submitted by the shareholder TGH S.r.l. holding a participation representing the 33,78% of the Company's voting capital

** List submitted by institutional investors, overall holding a participation representing the 4,29% of the Company's voting capital

The Shareholders' Meeting appointed 3 Standing Auditors and 2 Alternate Auditors, and specifically the following candidates:

- Francesca Di Donato (Chairperson the Board of Statutory Auditors), from the list no. 2
- Pier Paolo Caruso (Standing Auditor), from the list no. 1
- Fabio Oneglia (Standing Auditor), from the list no. 1
- Stefano Sarubbi (Alternate Auditor), from the list no. 2
- Laura Acquadro (Alternate Auditor), from the list no. 1

4.2 Appointment of the Chairman

The proposed resolution was not put to a vote because two lists were submitted.

4.3 Determination of the remuneration of the effective members of the Board of Statutory Auditors.

Shares present at the meeting at the opening of voting no. 151,351,785 equal to 75.177% of the no. 201,327,500 shares representing the share capital corresponding to no. 219,351,785 voting rights equal to 81.435% of the no. 269,359,077 total voting rights.

The voting result was the following:

Vote result

| | No. of Votes | % of participating voting rights |
|----------------------|---------------------|---|
| Votes for | 218,861,332 | 99.776% |
| Votes Against | 163,453 | 0.075% |
| Abstentions | 327,000 | 0.149% |
| No votes | 0 | 0.000% |
| Total Votes | 219,351,785 | 100% |

Item 5 of the Ordinary Part of the agenda.

Integration, at the justified proposal of the Board of Statutory Auditors, of the fees of the independent auditors PricewaterhouseCoopers S.p.A. for the assignment of statutory audit of the accounts for the period 2021-2024. Pertinent and ensuing resolutions.

Shares present at the meeting at the opening of voting no. 151,351,785 equal to 75.177% of the no. 201,327,500 shares representing the share capital corresponding to no. 219,351,785 voting rights equal to 81.435% of the no. 269,359,077 total voting rights.

The voting result was the following:



Vote result

| | No. of Votes | % of participating voting rights |
|---------------|--------------|----------------------------------|
| Votes for | 218,699,015 | 99.702% |
| Votes Against | 104,770 | 0.048% |
| Abstentions | 327,000 | 0.149% |
| No votes | 221,000 | 0.101% |
| Total Votes | 219,351,785 | 100% |

Item 6 of the Ordinary Part of the agenda.

Proposal for the approval of a plan for the bonus issue of rights to receive ordinary shares of the Company, named "2022-2024 Performance Shares Plan".

Shares present at the meeting at the opening of voting no. 151,351,785 equal to 75.177% of the no. 201,327,500 shares representing the share capital corresponding to no. 219,351,785 voting rights equal to 81.435% of the no. 269,359,077 total voting rights.

The voting result was the following:

Vote result

| | No. of Votes | % of participating voting rights |
|---------------|--------------|----------------------------------|
| Votes for | 162,701,614 | 74.174% |
| Votes Against | 54,366,661 | 24.785% |
| Abstentions | 2,062,510 | 0.940% |
| No votes | 221,000 | 0.101% |
| Total Votes | 219,351,785 | 100% |

Item 7 of the Ordinary Part of the agenda.

Proposal for authorisation to purchase and dispose of treasury shares, upon revocation of the authorisation issued by the Shareholders' Meeting of 05 May 2021 for the non-executed portion. Ensuing resolutions.

Shares present at the meeting at the opening of voting no. 151,351,785 equal to 75.177% of the no. 201,327,500 shares representing the share capital corresponding to no. 219,351,785 voting rights equal to 81.435% of the no. 269,359,077 total voting rights.

The voting result was the following:



Vote result

| | No. of Votes | % of participating voting rights |
|---------------|--------------|----------------------------------|
| Votes for | 217,825,528 | 99.304% |
| Votes Against | 973,366 | 0.444% |
| Abstentions | 331,891 | 0.151% |
| No votes | 221,000 | 0.101% |
| Total Votes | 219,351,785 | 100% |

Extraordinary Part

Item 1 of the Extraordinary Part of the agenda.

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 "2022-2024 Performance Shares Plan". Ensuing amendments to Art. 6 of the Articles of Association in force.

Shares present at the meeting at the opening of voting no. 151,351,785 equal to 75.177% of the no. 201,327,500 shares representing the share capital corresponding to no. 219,351,785 voting rights equal to 81.435% of the no. 269,359,077 total voting rights.

The voting result was the following:

Vote result

| | No. of Votes | % of participating voting rights |
|---------------|--------------|----------------------------------|
| Votes for | 162,476,386 | 74.071% |
| Votes Against | 54,877,399 | 25.018% |
| Abstentions | 1,777,000 | 0.810% |
| No votes | 221,000 | 0.101% |
| Total Votes | 219,351,785 | 100% |



Item 2 of the Extraordinary Part of the agenda.

Proposed amendment of Article 7 of the Articles of Association in force on the increased voting right. Pertinent and ensuing resolutions.

Shares present at the meeting at the opening of voting no. 151,351,785 equal to 75.177% of the no. 201,327,500 shares representing the share capital corresponding to no. 219,351,785 voting rights equal to 81.435% of the no. 269,359,077 total voting rights.

The voting result was the following:

Vote result

| | No. of Votes | % of participating voting rights |
|----------------------|---------------------|---|
| Votes for | 149,175,666 | 68.007% |
| Votes Against | 68,178,119 | 31.082% |
| Abstentions | 1,777,000 | 0.810% |
| No votes | 221,000 | 0.101% |
| Total Votes | 219,351,785 | 100% |