



TECHNOGYM S.P.A.

REGISTERED OFFICE IN VIA CALCINARO, 2861, CESENA, ITALY

FULLY SUBSCRIBED AND PAID-IN COMPANY CAPITAL OF €10,066,375.00

FORLÌ-CESENA COMPANIES' REGISTER NO. 315187 AND TAX CODE 06250230965

**BOARD OF DIRECTORS' REPORT ON THE PROPOSAL UNDER THE THIRD ITEM ON THE AGENDA OF
THE EXTRAORDINARY SHAREHOLDERS' MEETING OF TECHNOGYM S.P.A. CONVENED ON
DECEMBER 3RD, 2024 IN A SINGLE CALL**

Proposal to introduce the option for the intervention and the exercise of voting rights at the shareholders' meeting to also take place exclusively by granting a proxy (or sub-delegation) to the Designated Representative and by telecommunications means. Consequential Amendments to Article 14 of the Current Articles of Association.

Dear Shareholders,

This report is provided pursuant to Article 125-*ter* of Italian Legislative Decree No. 58 of 24 February 1998 (the "**Consolidated Finance Law**"), Article 72 and Annex 3A of the Regulation implementing the Consolidated Finance Law concerning the regulation of issuers, adopted by Consob with resolution No. 11971 of 14 May 1999, as amended (the "**Issuers' Regulation**").

The Board of Directors has called this Extraordinary Shareholders' Meeting to discuss and resolve, *inter alia*, on the proposed amendment to Article 14 of the Articles of Association of Technogym S.p.A. ("**Technogym**" or the "**Company**") regarding the right to attend and vote at Shareholders' Meetings.

1. Proposed amendments to the Articles of Association

The proposed amendment to paragraph 4 of Article 14 of the Articles of Association consists, first of all, of including the option for intervention and the exercise of voting rights, in both Ordinary and Extraordinary Shareholders' Meetings, to take place exclusively through the representative designated by the company pursuant to Article 135-*undecies* of the Consolidated Finance Law, to whom proxies or sub-delegations may be conferred, pursuant to Article 135-*novies*, in derogation from Article 135-*undecies*, paragraph 4.

The introduction of such a provision in the Articles of Association would give the Company the power, but not the obligation, to convene the Shareholders' Meeting by permitting intervention and the exercise of voting rights to exclusively take place through the representative designated by the Company, provided that this is specified in the notice of call. Therefore, intervention and the exercise of voting rights at the Shareholders' Meetings in the ordinary manner and form provided by law would remain unaffected. The Board of Directors would assess, on a case-by-case basis, whether to avail of the right to call the Shareholders' Meeting by permitting intervention and exercise of voting rights exclusively through the representative designated by the Company.

The provisions of Article 135-*undecies*.1 of the Consolidated Finance Law also provide that, if the Shareholders' Meeting is held exclusively by means of a designated representative, proposed resolutions cannot be submitted directly to the Shareholders' Meeting. Without prejudice to the provisions of Article 126-*bis*, paragraph 1, first sentence, those entitled to vote in the Shareholders' Meeting may instead submit individually - subject to the company receiving the notice provided for in Article 83-*sexies* of the Consolidated Finance Law - proposed resolutions on the items on the agenda or proposals whose submission is otherwise permitted by law, no later than the fifteenth day prior to the date of the first or only call of the shareholders' meeting. The proposed resolutions as set out above are made available to

the public on the company's website within two days after the deadline. In addition, the right to ask questions referred to in Article 127-ter may only be exercised prior to the Shareholders' Meeting, and the company shall provide answers to the questions received at least three days prior to the Meeting.

The illustrated proposal is accompanied by the further specification, in the second paragraph of the same Article 14, paragraph 4, that in cases where the Company exercises the right to hold the Shareholders' Meeting exclusively through the designated representative pursuant to Article 135-undecies of the Consolidated Finance Law - and where provided for and/or permitted by law and/or the applicable regulatory provisions in force for the time being - the entitled parties (directors, statutory auditors, representatives of the independent auditors, Notary, designated representative or other persons who are allowed to participate in the Shareholders' Meeting pursuant to the law and the Articles of Association, in addition to those with voting rights) may also or solely participate in the Shareholders' Meeting by telecommunications means that guarantee their identification, without the need for the Chairperson, Secretary and/or Notary to be in the same place.

2. Reasons for the proposed changes to the Articles of Association

As is well known, the inclusion of the option to hold meetings exclusively through the designated representative was first envisaged by the emergency legislation adopted during the Covid-19 pandemic and subsequently extended until 31 December 2024.

Article 11 of Law No. 21/2024 (the '**Capital Law**') subsequently permanently introduced this option with the new Article 135-undecies.1 of the Consolidated Finance Law.

The proposal that is being submitted to the Shareholders' Meeting allows the Company to use a method of holding Shareholders' Meetings which, during the emergency period in which the Company implemented it, demonstrated its efficiency and flexibility, allowing shareholders to easily participate, by ensuring that the percentage of share capital represented was in line with or higher than in the last meetings held in the traditional manner, and without restricting the shareholders' rights to intervene, obtain information or vote, the forms, methods and timing of which vary only in part.

The method of holding Shareholders' Meetings of listed companies exclusively by means of designated representatives is part of the more general process of evolution of the model of Shareholders' Meetings of listed companies. As the reference regulatory framework has progressively strengthened and expanded the pre-meeting information as well as the opportunities for dialogue and discussion between shareholders and the company outside the Shareholders' Meeting, the Shareholders' Meeting has become primarily the venue for expressing a right to vote whose intention is generally formed even before the meeting, based on the information flows guaranteed by law between shareholders and the company.

The proposal to allow the entitled persons to participate in the meeting also, or only, through telecommunications means constitutes an organisational opportunity that already proved that it was efficiently feasible during the emergency legislation. With regard to the proposed clarification that the Chairperson and Secretary need not be present in the same place for meetings held through telecommunications means, we believe, in line with the best practices also of notaries (Principles No. 187

and 200 of the Notary Council of Milan), that the obligation to be in the same location is not justified in a context that allows all the other players in the meeting to participate remotely, and that the option to allow the Chairperson and Secretary not to be present in the same location is also an organisational opportunity to be seized.

3. Amendments to Article 14 of the Articles of Association

Taking all of the above into account, we submit to you the amendments to the Articles of Association set out below in table form, with the comparative text of the current version of Article 14 (left-hand column) and the text containing the amendments to be adopted (right-hand column), asking you, if you agree, to approve these proposals, all noted in bold.

It should be noted that the amendments in question will be effective as of the registration with the competent Companies' Register of the resolution passed at the Extraordinary Shareholders' Meeting convened for December 3rd, 2024 in a single call and that none of these amendments fall within the scope of Article 2437 of the Italian Civil Code and, therefore, those shareholders who do not participate in the relevant resolutions will not have the right to withdraw for in relation to all or part of their shares, since the proposed amendments affect neither the ownership of the right to vote nor the eligibility to exercise the right to vote, but only the manner of expressing it.

CURRENT TEXT	PROPOSED TEXT
ARTICLE 14 (RIGHT OF PARTICIPATION)	
14.1 All those who have voting rights may participate in the Shareholders' Meeting, so long as their legitimate standing has been attested to in accordance with the procedures and terms laid down by the laws and regulations in force for the time being.	Unchanged
14.2 Those entitled to exercise voting rights may be represented in the Shareholders' Meeting by the issue of a specific proxy according to the terms and procedures laid down by law. The proxy may be communicated to the Company by sending the same to the certified email address indicated in the notice of calling for each Shareholders' Meeting or, in the alternative, by	Unchanged

<p>other forms of electronic communication as may be indicated in the Notice of calling.</p>	
<p>14.3 The Chairperson of the Shareholders' Meeting will be responsible for confirming the validity of individual proxies and, in general, the right to participate in the Shareholders' Meeting.</p>	<p>Unchanged</p>
<p>14.4 Save as may be decided otherwise by the Board of Directors with regard to a specific Shareholders' Meeting with express indication of the same in the Notice of calling, the Company will not designate a person to whom the shareholders may grant a proxy for each Shareholders' Meeting with voting instructions for all or some of the items of business on the Agenda.</p>	<p>14.4 Save as may be decided otherwise by the Board of Directors with regard to a specific Shareholders' Meeting with express indication of the same in the Notice of calling, the Company will not designate a person to whom the shareholders may grant a proxy for each Shareholders' Meeting with voting instructions for all or some of the items of business on the Agenda. Where provided for and/or permitted by the law and/or applicable regulatory provisions in force for the time being, the Company may provide that the participation and exercise of voting rights in the shareholders' meeting by those entitled to do so may also take place exclusively through the granting of proxies (or sub-delegations) of voting rights to the designated representative of the Company pursuant to Article 135-<i>undecies</i> of the Consolidated Finance Law, in accordance with the procedures provided for by the same laws and/or regulatory provisions. In the event the Company makes use of the latter option, and where provided for and/or permitted by law and/or the applicable regulatory provisions in force for the time being, the Company may provide that the participation in the Shareholders' Meeting by the entitled parties may also or only take place by means of telecommunications that guarantee their identification without the need for the Chairperson, Secretary and/or Notary to be in the same place.</p>

In view of the above, if you agree with the proposal we have formulated, we hereby submit the following motion for your approval.

"The Extraordinary Shareholders' Meeting of Technogym S.p.A.:

- *having reviewed the Report of the Board of Directors,*

resolved

- *to approve the proposal to amend Article 14.4 of the Articles of Association as follows:*
"14.4 Where provided for and/ or permitted by the law and/ or applicable regulatory provisions in force for the time being, the Company may provide that the participation and exercise of voting rights in the shareholders' meeting by those entitled to do so may also take place exclusively through the granting of proxies (or sub-delegations) of voting rights to the designated representative of the Company pursuant to Article 135-undecies of the Consolidated Finance Law, in accordance with the procedures provided for by the same laws and/ or regulatory provisions. In the event the Company makes use of the latter option, and where provided for and/ or permitted by law and/ or the applicable regulatory provisions in force for the time being, the Company may provide that the participation in the Shareholders' Meeting by the entitled parties may also or only take place by means of telecommunications that guarantee their identification without the need for the Chairperson, Secretary and/ or Notary to be in the same place.";
- *to grant a mandate to the Board of Directors, and on its behalf to the Chairperson of the Board of Directors, with the power to sub-delegate within the limits set out by law, to execute the above resolutions and carry out the necessary formalities, including the registration of the resolution in the Companies' Register, so that the adopted resolutions may obtain the approvals required by law, with the power to include any non-substantive amendments, additions or deletions that may be required for the purpose, also at the time of registration, and in general to do whatever is necessary to completely execute the said resolutions, with any and all powers necessary and appropriate for that purpose, none excluded or excepted, also for the purpose of fulfilling any formalities, deeds, filing of petitions or documents required by the competent market supervisory authorities and/ or by the provisions of law or regulations, however applicable."*
-

On behalf of the Board of Directors
Chairperson
Nerio Alessandri