

REPORT OF THE BOARD OF DIRECTORS

ON THE FIRST AND SECOND ITEMS ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF DEXELANCE S.P.A. CONVENED FOR 16 APRIL 2025 WITH A SINGLE CALL

- 1. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024: APPROVAL OF THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024, ACCOMPANIED BY THE REPORTS OF THE BOARD OF DIRECTORS, THE BOARD OF STATUTORY AUDITORS AND THE INDEPENDENT AUDITORS. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024 INCLUSIVE OF SUSTAINABILITY REPORTING. RELATED AND CONSEQUENT RESOLUTIONS.**
- 2. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024: RESOLUTIONS CONCERNING THE ALLOCATION OF THE RESULT FOR THE YEAR. RELATED AND CONSEQUENT RESOLUTIONS**

Dear Shareholders,

you have been convened to discuss and resolve on the proposal of the Board of Directors of Dexelance S.p.A. (**Dexelance** or the **Company**) to approve the annual financial report, including, *inter alia*, the Company's financial statements as at 31 December 2024 as well as the directors' report made available to shareholders and the public, together with the report of the Independent Auditors and the report of the Board of Statutory Auditors, within the terms and in the manner prescribed by applicable regulations.

Pursuant to D.Lgs. 125/2024, the directors' report contains in a specific section the information necessary to understand the impact of the operations of the Company and the group it heads on sustainability issues, as well as the information necessary to understand how sustainability issues affect the performance, the results and the situation of the Company and the group it heads.

On 11 March 2025, the Board of Directors approved the project of the financial report of the Company as at 31 December 2024, as well as the consolidated financial statements of the group headed by the Company as at 31 December 2024.

The financial statements of the Company as at 31 December 2024, and the consolidated financial statements of the group headed by the Company as of 31 December 2024, have been prepared in accordance with the Transparency Directive and in accordance with the European Single Electronic Format (ESEF) based on the principles dictated by EU Delegated Regulation 2019/815 and subsequent versions. However, these financial statements will also be published in PDF version for ease of reading, it being understood that only the version in ESEF format will have legal value.

In particular, we invite you to approve the financial statements for the year ended 31 December 2024 and to allocate the profit for the year of Euro 6,781,870, as follows:

- to the legal reserve in the amount of Euro 339,094; and
- retained earnings in the amount of Euro 6,442,776.

In view of the above, the Board of Directors submits the following proposed resolutions for your approval.



1. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024: APPROVAL OF THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024, ACCOMPANIED BY THE REPORTS OF THE BOARD OF DIRECTORS, THE BOARD OF STATUTORY AUDITORS AND THE INDEPENDENT AUDITORS. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024 INCLUSIVE OF SUSTAINABILITY REPORTING. RELATED AND CONSEQUENT RESOLUTIONS.

« The Ordinary Shareholders' Meeting of Dexelance S.p.A.,

- examined the financial statements of the Company for the year ended 31 December 2024;
- examined the Directors' report accompanying the Company's financial statements for the year ended 31 December 2024;
- examined the report of the Board of Statutory Auditors and the Independent Auditors to the financial statements of the Company ended 31 December 2024;
- examined the Independent Auditors' report on the conformity of the sustainability report;
- examined the explanatory report of the Board of Directors;
- noted the figures of the consolidated financial statements as of 31 December 2024 with the relevant reports submitted by the Board of Directors, inclusive of sustainability reporting pursuant to D.Lgs. 125/2024, and by the Independent Auditors;

resolves

1. to approve the management report of the Board of Directors, the financial statements consisting of the balance sheet, income statement, and notes to the financial statements of Dexelance S.p.A. for the year ended 31 December 2023, showing a profit for the year of Euro 6,781,870;
2. to confer the Chairman of the Board of Directors and the Executive Director, severally, all broader powers to execute the above resolution ».

2. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024: RESOLUTIONS CONCERNING THE ALLOCATION OF THE RESULT FOR THE YEAR. RELATED AND CONSEQUENT RESOLUTIONS.

«The Ordinary Shareholders' Meeting of Dexelance S.p.A.,

- approved the Company's financial statements for the year ended 31 December 2024, which show a profit for the year of Euro 6,781,870;
- examined the illustrative report of the Board of Directors;

resolves

1. to allocate the net profit for the year 2024, amounting to Euro 6,781,870, as follows:
 - to the legal reserve in the amount of Euro 339,094; and
 - retained earnings in the amount of Euro 6,442,776.
2. to confer the Chairman of the Board of Directors and the Executive Director, severally, all broader powers to execute the above resolution».

This report is made available to the public, both at the Company's registered office and through publication on the Company's website (<https://dexelance.com/en/>) at the section [Investors/Governance/Shareholders Meeting](#), as well as at the 1Info Storage system (www.1info.it).

Milan, 11 March 2025

**For the Board of Directors of Dexelance S.p.A.
The Chairman - Andrea Sasso**

