

REPORT OF THE BOARD OF DIRECTORS

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

3. REMUNERATION POLICY AND REMUNERATION REPORT PURSUANT TO ART. 123-TER, LEGISLATIVE DECREE NO. 58/1998: APPROVAL OF THE "FIRST SECTION" OF THE REMUNERATION POLICY REPORT PURSUANT TO ART. 123-TER, PAR. 3-BIS AND 3-TER, OF LEGISLATIVE DECREE NO. 58/1998. RELATED AND CONSEQUENT RESOLUTIONS.
4. REMUNERATION POLICY AND REPORT ON REMUNERATION POLICY AND COMPENSATION PAID PURSUANT TO ART. 123-TER, LEGISLATIVE DECREE NO. 58/1998: RESOLUTIONS ON THE "SECOND SECTION" OF THE REPORT ON COMPENSATION PAID PURSUANT TO ART. 123-TER, PAR. 6, OF LEGISLATIVE DECREE NO. 58/1998. 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**) for approval pursuant to Art. 123-ter, par. 3-bis, 3-ter and 6 Legislative Decree No. 58 of February 24, 1998 (Consolidated Law on Finance) of the first and second sections of the report on remuneration policy and compensation paid (**Report**) prepared pursuant to Art. 84-*quater* Regulations adopted by Consob with resolution 11971 of 1999 as subsequently amended (Issuers' Regulations) and in accordance with Annex 3A, Schedules 7-bis and 7-ter of the Issuers' Regulations and made available to the public within the terms established by the current legislation.

In this regard, it is recalled that:

- (i) pursuant to Art. 123-ter, par. 3-bis and 3-ter, of the Consolidated Law on Finance, the shareholders will be asked to vote on Section I of the Report, concerning the Company's policy on the remuneration of its administrative bodies and executives with strategic responsibilities, in favor or against. The resolution is binding. The outcome of the vote will be made available within the terms of the law, pursuant to Art. 125-*quater*, par. 2, of the Consolidated Law on Finance;
- (ii) pursuant to Art. 123-ter, par. 6 of the Consolidated Law on Finance, the shareholders will be called upon to resolve on Section II of the Report, concerning the items that make up the remuneration, the remuneration paid in the reporting year and the remuneration to be paid in one or more subsequent years in relation to the activity carried out in the reporting year, in favor or against. The resolution is non-binding. The outcome of the vote will be made available within the terms of the law, pursuant to Art. 125-*quater*, par. 2, of the Consolidated Law on Finance.

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

3. REMUNERATION POLICY AND REMUNERATION REPORT PURSUANT TO ART. 123-TER, LEGISLATIVE DECREE NO. 58/1998: APPROVAL OF THE "FIRST SECTION" OF THE REMUNERATION POLICY REPORT PURSUANT TO ART. 123-TER, PAR. 3-BIS AND 3-TER, OF LEGISLATIVE DECREE NO. 58/1998. RELATED AND CONSEQUENT RESOLUTIONS.

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

- examined the report of the Board of Directors;
- examined the Report on remuneration policy and compensation paid;

resolves

in a favorable manner on the first section of the report on remuneration policy and compensation paid, concerning the remuneration policy for directors, key management personnel as well as members of the Company's supervisory board for the year ending 31 December 2025, as well as the procedures used for its adoption and implementation ».

4. REMUNERATION POLICY AND REPORT ON REMUNERATION POLICY AND COMPENSATION PAID PURSUANT TO ART. 123-TER, LEGISLATIVE DECREE NO. 58/1998: RESOLUTIONS ON THE "SECOND SECTION" OF THE REPORT ON COMPENSATION PAID PURSUANT TO ART. 123-TER, PAR. 6, OF LEGISLATIVE DECREE NO. 58/1998. RELATED AND CONSEQUENT RESOLUTIONS.

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

- examined the report of the Board of Directors;
- examined the Report on remuneration policy and compensation paid;

resolves

in a favorable manner on the second section of the report on remuneration policy and compensation paid, concerning compensation paid to directors, key management personnel as well as members of the Company's supervisory board during the reporting year».

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**

