

## REPORT BY 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 27 APRIL 2026 IN A SINGLE CALL

- 1. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025: APPROVAL OF THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025, 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 2025 INCLUDING SUSTAINABILITY REPORTING. RELATED AND CONSEQUENT RESOLUTIONS.**
- 2. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025: RESOLUTIONS ON THE ALLOCATION OF THE RESULT FOR THE YEAR. RELATED AND CONSEQUENT RESOLUTIONS.**

Dear Shareholders,

You have been convened to deliberate and resolve on the proposal of the Board of Directors of Dexelance S.p.A. ("**Dexelance**" or the "**Company**") for the approval of the annual financial report, including, *inter alia*, the Company's financial statements as at 31 December 2025, the directors' management report made available to shareholders and the public, the report of the Statutory Auditors, and the report of the Independent Auditors, within the terms and in the manner provided for by the current legislation in force.

Pursuant to Legislative Decree 125/2024, the management report contains, in a separate section, the required information on the impact of sustainability issues on the operations of the Company and the group which it heads, as well as information on the influence of sustainability issues on the performance, results, and situation of the Company and the group which it heads.

On 16 March 2026, the Board of Directors approved the draft financial statements of the Company as at 31 December 2025, as well as the consolidated financial statements of the group headed by the Company as at 31 December 2025.

The annual financial statements of the Company as at 31 December 2025 and the consolidated financial statements of the group headed by the Company as at 31 December 2025 have been prepared in accordance with the *Transparency Directive* using the Single Electronic Reporting Format (ESEF) on the basis of the principles set out in EU Delegated Regulation 2019/815, as subsequently amended. These financial statements shall also be published in PDF version for ease of reading, it being understood that only the ESEF format version shall be legally valid.

In particular, we invite you to approve the financial statements for the year ended 31 December 2025 and to allocate the loss for the year of Euro 6,358,547 to retained losses.

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

**1. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025: APPROVAL OF THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025, 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 2025 INCLUDING SUSTAINABILITY REPORTING. RELATED AND CONSEQUENT RESOLUTIONS.**

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

- having examined the Company's financial statements for the year ended 31 December 2025;
- having examined the management report accompanying the Company's financial statements for the year ended 31 December 2025;
- having examined the report of the Board of Statutory Auditors and the Independent Auditors on the Company's financial statements for the year ended 31 December 2025;
- having examined the Independent Auditor's report on the certification of compliance of the sustainability reporting;
- having examined the explanatory report by the Board of Directors;
- having taken note of the figures in the consolidated financial statements as at 31 December 2025 with the relevant reports submitted by the Board of Directors, including the sustainability information pursuant to Legislative Decree 125/2024, and by the Independent Auditors;

hereby resolves

1. to approve the management report of the Board of Directors, the financial statements consisting of the statement of financial position, income statement, and the notes to the financial statements of Dexelance S.p.A. for the year ended 31 December 2025, showing a loss for the year of Euro 6,358,547;
2. to vest the Chairman of the Board of Directors and the Chief Executive Officer, jointly and severally, with the broadest powers to execute the above resolution".

**2. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025: RESOLUTIONS ON THE ALLOCATION OF THE RESULT FOR THE YEAR. RELATED AND CONSEQUENT RESOLUTIONS.**

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

- having approved the financial statements of the Company for the year ended 31 December 2025, showing a loss for the year of Euro 6,358,547;
- having examined the explanatory report by the Board of Directors;

hereby resolves

1. to allocate the loss for the year 2025, amounting to Euro 6,358,547 to retained losses;
2. to vest the Chairman of the Board of Directors and the Chief Executive Officer, jointly and severally, with the broadest powers to execute the above resolution".

The Report is publicly available at the Company's registered office, on the Company's website ([www.dexelance.com](http://www.dexelance.com)) under the section "[Investors/Governance/Shareholders Meeting](#)", and in the 1Info Storage system ([www.1info.it](http://www.1info.it)).

Milan, 16 March 2026

**for the Board of Directors of Dexelance S.p.A.  
Chairman of the Board of Directors**

