

REPORT BY 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 27 APRIL 2026 IN A SINGLE CALL

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

In this regard, please note that:

- (i) pursuant to Article 123-ter, paragraphs 3-bis and 3-ter, of the Consolidated Law on Finance, the shareholders shall be called upon to resolve on Section I of the Report, concerning the Company's policy on the remuneration of the members of the Board of Directors and key management personnel, in favour or against. The resolution is binding. The result of the vote shall be made available by the legal deadline, pursuant to Article 125-quater, paragraph 2, of the Consolidated Law on Finance;
- (ii) pursuant to Article 123-ter, paragraph 6, of the Consolidated Law on Finance, the shareholders shall be called upon to resolve on Section II of the Report, concerning the items that make up the remuneration, the remuneration paid in the year of reference and the remuneration to be paid in one or more subsequent years for the work performed in the year of reference, in favour or against. The resolution is not binding. The result of the vote shall be made available by the legal deadline, pursuant to Article 125-quater, paragraph 2, of the Consolidated Law on Finance.

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

3. REMUNERATION POLICY AND REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID 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, PARAGRAPHS 3-BIS AND 3-TER, OF LEGISLATIVE DECREE NO. 58/1998. RELATED AND CONSEQUENT RESOLUTIONS.

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

- having examined the explanatory report by the Board of Directors;
- having examined the report on the remuneration policy and compensation paid;

hereby resolves

in favour of the first section of the report on the remuneration policy and compensation paid, concerning the remuneration policy for directors, key management personnel and members of the Company's supervisory board for the financial year ending 31 December 2026, as well as the procedures for its adoption and implementation".

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

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

- having examined the explanatory report by the Board of Directors;
- having examined the report on the remuneration policy and compensation paid;

hereby resolves

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

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

Milan, 16 March 2026

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

