EUROTECH S.p.A.

HEAD OFFICE IN AMARO (UD) – VIA FRATELLI SOLARI, 3/A

TAX NUMBER 01791330309

REGISTERED IN THE UDINE REGISTER OF COMPANIES UNDER NO. 01791330309

SHARE CAPITAL: €14,906,386.25 FULLY PAID UP

REPORTS BY THE DIRECTORS

ON THE ITEMS ON THE AGENDA

PREPARED IN ACCORDANCE WITH ARTICLE *125-TER* OF LEGISLATIVE DECREE 58/1998 AND THE RELEVANT IMPLEMENTING PROVISIONS OF CONSOB REGULATION 11971/1999

FOR

THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

CONVENED ON 29 APRIL 2026

Item 1 on the agenda

Financial statements of "Eurotech S.p.A." as at 31 December 2025; Directors' report on operations for the 2025 financial year; report of the Board of Statutory Auditors; report of the Independent Auditors. Related and consequential resolutions. Presentation of the Group's consolidated financial statements as at 31 December 2025 and related reports.

Dear Shareholders,

the Board of Directors has convened this Ordinary General Meeting to propose the approval of the draft financial statements of Eurotech S.p.A. as at 31 December 2025.

The financial statements as at 31 December 2025 show a loss for the year of €8,448,788.06. We refer you to the management report prepared by the Board of Directors, which will be made public in accordance with the law.

The Board of Directors will also present the consolidated financial statements as at 31 December 2025.

Finally, please note that all documentation required under Article *154-ter*, paragraph 1, of Legislative Decree 58/1998 (the "TUF"), as amended, including the Report on Corporate Governance and Ownership Structure referred to in Article *123-bis* of the TUF, as subsequently amended, will be made available on the Company's *website* (www.eurotech.com) in the dedicated section (Investors/Shareholders' Meeting section) and on the authorised storage mechanism "1info", accessible at www.1info.it, in accordance with the law and regulations.

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We therefore submit the following proposed resolution for your approval:

"The Shareholders' Meeting of Eurotech S.p.A.,

- *having heard the report presented and approved by the Board of Directors;*
- *having taken note of the report of the Board of Statutory Auditors and the report of the Independent Auditors, as well as the consolidated financial statements as at 31 December 2025,*

RESOLVES

1. *to approve the Report of the Board of Directors on operations and the financial statements of Eurotech S.p.A. as at 31 December 2025, in their entirety and as presented;*
2. *to confer upon the Chairman of the Board of Directors and the Chief Executive Officer, either individually or jointly and with the power to sub-delegate, a mandate to carry out all activities relating to, resulting from or connected with the implementation of the foregoing resolution.*

Amaro (UD), 20 March 2026

For the Board of Directors

The Chairman

Luca di Giacomo

Item no. 2 on the agenda

Allocation of the profit for the financial year. Related and consequential resolutions.

Dear Shareholders,

the Board of Directors proposes that you carry forward the loss for the financial year resulting from the financial statements of Eurotech S.p.A. as at 31 December 2025, amounting to €8,448,788.06.

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We therefore submit the following proposed resolution for your approval:

"The Shareholders' Meeting of Eurotech S.p.A.,

RESOLVES

1. *to carry forward the loss for the financial year resulting from the financial statements of Eurotech S.p.A. as at 31 December 2025, amounting to €8,448,788.06 (eight million four hundred and forty-eight thousand seven hundred and eighty-eight/06);*
2. *to grant the Chairman of the Board of Directors and the Chief Executive Officer, either individually or jointly and with the power to sub-delegate, a mandate to carry out all activities relating to, arising from or connected with the implementation of the foregoing resolution.*

Amaro (UD), 20 March 2026

For the Board of Directors

The Chairman

Luca di Giacomo

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<u>**Item 3 on the agenda**</u>

3. Report on remuneration policy and remuneration paid;

3.1 approval of the remuneration policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree 58/1998;

3.2 resolutions on the "second section" of the report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree 58/1998.

Dear Shareholders,

the Board of Directors has convened you in an Ordinary General Meeting to present to you the Report on remuneration policy and remuneration paid (the **"Remuneration** Report" or the "Report"), prepared in accordance with Article *123-ter* of Legislative Decree 58/1998 (the "TUF") and Article *84-quater* of Consob Regulation No. 11971/1999 (the **"Issuers'** Regulation"), and drawn up in accordance with Annex 3A, Schedule *7-bis* of the same Issuers' Regulation.

The Remuneration Report is divided into the following sections:

(a) Section I – in accordance with Article *123-ter* of the TUF – sets out the Company's policy regarding the remuneration of members of the Board of Directors, general managers and other executives with strategic responsibilities and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, members of the Company's Board of Statutory Auditors, as well as the procedures used for the adoption, revision and implementation of this policy, including measures aimed at preventing or managing any conflicts of interest.

Furthermore, pursuant to Article *84-quater*, paragraph *2-bis*, of the Issuers' Regulations, the remuneration policy described in Section I of the Report:

- indicates how it contributes to the corporate strategy, the pursuit of long-term interests and the sustainability of the Company, and is determined taking into account the remuneration and working conditions of the Company's employees;
- defines the various components of remuneration that may be awarded; in the event of the award of variable remuneration, establishes clear, comprehensive and differentiated criteria for the award of such remuneration, based on financial and non-financial *performance* targets, taking into account, where appropriate, criteria relating to corporate social responsibility;
- specifies the elements of the policy from which, in the event of exceptional circumstances as set out in *Article 123-ter*, paragraph *3-bis*, of the Consolidated Law on Finance, a temporary derogation may be made, and the procedural conditions under which, without prejudice to the provisions of Consob Regulation No. 17221/2010 on transactions with related parties, the derogation may be applied;

(b) Section II, specifically regarding the remuneration paid to Directors and Statutory Auditors:

- provides an adequate, clear and comprehensible presentation of each of the items comprising the remuneration, including the benefits provided for in the event of termination of office or termination of the employment relationship, highlighting their consistency with the company's remuneration policy for the financial year in question;

- provides a detailed breakdown of the remuneration paid during the financial year in question, for any reason and in any form, by the company and by its subsidiaries or associated companies, indicating any components of such remuneration that relate to activities carried out in financial years prior to the one in question and also highlighting the remuneration to be paid in one or more subsequent financial years in respect of activities carried out in the reference financial year, where applicable indicating an estimated value for components that cannot be objectively quantified in the reference financial year.

The Remuneration Report also contains the information required pursuant to Article *84-quater* of the Issuers' Regulations, regarding shareholdings held, in the Company and in its subsidiaries, by members of the administrative and control bodies, as well as by spouses not legally separated and minor children, either directly or through subsidiaries, trust companies or intermediaries, as recorded in the register of shareholders, in communications received and in other information provided by the members of the administrative and control bodies themselves. Furthermore, data are provided regarding financial instruments allocated in implementation of the plans approved pursuant to Article *114-bis* of the Consolidated Law on Finance (TUF), in accordance with the requirements of Article *84-bis*, paragraph 5, of the Issuers' Regulations.

The Remuneration Report will be made available to the public at the Company's registered office, on the Company's website (www.eurotech.com) in the dedicated section (Investors/Shareholders' Meeting section) and on the authorised storage mechanism "1info", accessible at www.1info.it, in accordance with the law and regulations.

Please note that, pursuant to Article *123-ter*, paragraph *3-bis*, of the Consolidated Law on Finance (TUF), shareholders will be called upon to vote in favour of or against Section I of the Remuneration Report, with the resolution being binding pursuant to Article *123-ter*, paragraph *3-ter*, of the TUF.

Section II of the Remuneration Report will, however, be subject to a non-binding resolution, in accordance with Article *123-ter*, paragraph 6, of the TUF.

The outcome of the vote will be made available to the public within the time limits laid down by law pursuant to Articles *123-ter*, paragraph 6, and *125-quater*, paragraph 2, of the TUF.

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We therefore submit the following proposed resolutions for your approval.

Proposed resolution on item 3.1 of the agenda:

"The Shareholders' Meeting of Eurotech S.p.A., having examined the remuneration policy and the remuneration paid, prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree No. 58/1998,

RESOLVES

1. *to approve – pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree No. 58/1998 and for all other legal and regulatory purposes, and therefore by way of a binding resolution – the remuneration policy*".

<u>Proposed resolution on item 3.2 of the agenda</u>:

"The Shareholders' Meeting of Eurotech S.p.A., having examined the 'second section' of the report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree No. 58/1998,

RESOLVES

1. *to approve – pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998 and for all other legal and regulatory purposes, and therefore by a non-binding resolution – the "second section" of the report".*

Amaro (UD), 20 March 2026

On behalf of the Board of Directors

The Chairman

Luca di Giacomo

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<u>**Item no. 4 on the agenda**</u>

Authorisation to purchase and dispose of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree 58/1998 and related implementing provisions, subject to the revocation of the authorisation granted by the Ordinary Shareholders' Meeting of 28 April 2025. Related and consequential resolutions.

Dear Shareholders,

you have been convened to the Ordinary General Meeting to examine and approve the proposal to authorise the purchase and disposal of ordinary shares of Eurotech S.p.A. (hereinafter "Eurotech" or the "Company"), pursuant to the combined provisions of Articles 2357 and *2357-ter* of the Italian Civil Code, as well as Article 132 of Legislative Decree 58/1998 ("TUF") and the relevant implementing provisions.

By resolution passed on 28 April 2025, the Shareholders' Meeting authorised the purchase and disposal of ordinary shares of the Company. The authorisation to purchase was valid for 18 months from the date of the aforementioned resolution and will therefore expire during the 2026 financial year, whilst the authorisation to dispose of shares was granted without any time limit. It appears appropriate that the Company be granted the power to proceed with the purchase of treasury shares even beyond the aforementioned deadline, for the purposes set out in paragraph 1 below. It is therefore proposed to the Shareholders that they resolve to grant a new authorisation for the purchase and disposal of treasury shares on the terms set out in this Report, subject to the revocation of the authorisation granted by the Ordinary General Meeting of 28 April 2025.

<u>*1. Reasons for requesting authorisation to purchase and dispose of own shares*</u>

The request for authorisation to purchase and dispose of treasury shares, which forms the subject of the authorisation proposal to be submitted to the Ordinary General Meeting, is intended to enable the Board of Directors to (i) dispose of treasury shares for use in incentive schemes, which may also be based on financial instruments, of a medium- to long-term nature to be implemented by your Company in view of its status as a STAR issuer (and therefore in accordance with the relevant applicable regulations) and (ii) where appropriate, to use the treasury shares as consideration in extraordinary transactions, including share swaps with other parties, as part of transactions in the Company's interest, it being understood that the Company reserves the right to allocate the shares covered by this authorisation, or in any case already held by the Company, to other purposes permitted by current legal provisions in the Company's interest or, in any case, to dispose of them, all as specified in paragraph 6 below. Taking into account the purpose of the proposed authorisation to purchase and dispose of treasury shares, transactions involving treasury shares may fall within the scope of Article 5 of Regulation (EU) No 596/2014 (*Market Abuse Regulation*, hereinafter "MAR"), without prejudice to the applicability of the permitted practices in force from time to time pursuant to Article 13 of MAR.

<u>*2. Maximum number, class and nominal value of the shares to which the authorisation relates*</u>

Authorisation is sought for the purchase, including in several instalments, of ordinary shares of the Company without indication of nominal value, with full dividend rights, up to a maximum number which, taking into account the Eurotech ordinary shares held from time to time in the portfolio by the Company and by its subsidiaries and d subsidiaries, does not exceed the maximum limit established by the applicable legislation

in force (as at the date of this Report, this limit is set at 20% of the share
capital pursuant to Article 2357, paragraph 3, of the Italian Civil Code). It is therefore proposed to grant a mandate to the Board of Directors to determine the number of shares to be purchased in relation to each share buyback programme, within the scope of the purposes indicated in the preceding paragraph, prior to the commencement of the share buyback programme itself, in compliance with the maximum limit referred to above.

3. *Information useful for the purposes of a full assessment of compliance with the provision set out in Article 2357, paragraph 3, of the Italian Civil Code*

As at the date of this Report, Eurotech's share capital amounts to € 14,906,386.25 (fully subscribed and paid up) and is divided into 59,625,545 ordinary shares with no par value. It should be noted that, as at the date of this Report, the Company holds 135,618 treasury shares in its portfolio, representing approximately 0.227% of the current share capital, whilst its subsidiaries do not hold any Eurotech shares. As indicated in paragraph 2 above, at no time shall the maximum number of own shares held by Eurotech, taking into account any Eurotech ordinary shares held by subsidiaries, exceed the maximum limit established by the applicable legislation *in force*. In order to ensure compliance with legal limits, appropriate procedures will in any case be put in place to ensure timely and complete disclosure regarding the shareholdings of Eurotech's subsidiaries. The purchase of own shares must, in any event, take place within the limits of distributable profits and available reserves as shown in the latest financial statements (including interim statements) approved at the time the transaction is carried out; and, upon the purchase and disposal of own shares, the necessary accounting entries will be made in accordance with the provisions of the law and applicable accounting standards.

4. *Duration for which authorisation is requested*

Authorisation to purchase treasury shares is requested for a period of eighteen months, commencing from the date of the resolution of the Ordinary Shareholders' Meeting. The Board of Directors may carry out the authorised transactions on one or more occasions and at any time, to the extent and at the times freely determined in compliance with applicable regulations, with the gradual approach deemed appropriate in the interests of the Company. Authorisation to dispose of treasury shares is requested without any time limit.

5. *The consideration for purchase transactions*

Purchases may be made at a price not exceeding the higher of the price of the last independent transaction and the highest current independent bid price on the trading venues where the purchase is made, provided that the unit price may not, in any event, be less than 15% or more than 15% of the official price recorded for Eurotech ordinary shares on the trading day preceding each individual purchase transaction, subject also to compliance with the trading conditions set out in Article 3 of Delegated Regulation (EU) 2016/1052 (the **"Regulation** 1052") implementing the MAR, where applicable.

With regard to disposal transactions, it is proposed to grant the Board of Directors the power to determine, on a case-by-case basis, the criteria for setting the consideration and the methods, terms and conditions with regard to price trends in the period preceding the transaction and always in the best interests of the Company,

including in relation to the allocation of shares (or options relating thereto)
in execution of remuneration plans based on financial instruments.

In any event, all transactions concerning the purchase or disposal of treasury shares on the market shall be carried out in compliance with the terms, conditions and requirements laid down by applicable national and EU legislation, including accepted market practices in force *at the time*.

6. *Methods by which purchases and disposals will be carried out.*

The Board of Directors proposes that purchases may be made in accordance with all the procedures set out in paragraphs 1 and *1-bis* of *Article 144-bis* of the regulations adopted by CONSOB Resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented (**"Issuers'** Regulations") – in implementation of Article 132 of the Consolidated Law on Finance (TUF), in compliance with the conditions and restrictions relating to trading set out in Articles 3 and 4 of Regulation 1052 and with the gradual approach deemed appropriate in the interests of the Company. The Board of Directors also proposes to authorise the use, pursuant to Article *2357-ter* of the Italian Civil Code, at any time, in whole or in part, on one or more occasions, of the treasury shares acquired pursuant to this proposal or otherwise held in the Company's portfolio, through their disposal on or off the stock exchange, including, where applicable, through the transfer of real and/or personal rights, including, by way of example only, securities lending, on the terms, in the manner and subject to the conditions of the disposal of the treasury shares deemed most appropriate in the interests of the Company, in compliance with the laws and regulations in force *at the time* and for the pursuit of the purposes set out in this proposed resolution, it being understood that (a) disposals carried out as part of extraordinary transactions, including share swaps with other parties, may take place at a price or value deemed appropriate and in line with the transaction, having regard to the characteristics and nature of the transaction itself and also taking into account market trends; and that (b) disposals of treasury shares for the purposes of incentive schemes shall take place in accordance with the terms and conditions set out in those schemes. It should be noted that the authorisation to dispose of treasury shares referred to in this proposal shall also be deemed to have been granted in respect of treasury shares already held by Eurotech as at the date of the shareholders' meeting resolution granting such authorisation. Transactions involving the disposal of treasury shares held in the portfolio shall be carried out in compliance with the laws and regulations in force governing the execution of trades in listed securities, including, where applicable, the practices permitted under Article 13 of MAR, and may take place in one or more tranches, at the pace deemed appropriate in the Company's interests.

Purchases may be made in ways other than those indicated above where permitted by Article 132(3) of the Consolidated Law on Finance or by other provisions applicable from time to time at the time of the transaction.

7. *Information on the purpose of the purchases in relation to the reduction of share capital.*

It should be noted that this proposed share buyback is not intended to reduce the share capital.

8. *Exemption from the obligation to make a public takeover bid resulting from the approval of the resolution authorising the purchase of own shares in accordance with the procedures set out in Article 44-bis of the Issuers' Regulations.*

It should be noted that treasury shares held by the Company, including
indirectly, are excluded from the share capital on which the qualifying holding is calculated for the purposes of Article 106, paragraphs 1, *1-bis* and *1-ter*, insofar as applicable, and 3(b) of the TUF for the purposes of the rules on takeover bids.

However, pursuant to Article *44-bis*, paragraph 2, of the Issuers' Regulations, the aforementioned provision does not apply where the thresholds set out in Article 106, paragraphs 1, *1-bis* and *1-ter*, insofar as applicable, and 3(b) of the TUF are exceeded as a result of purchases of own shares made, even indirectly, by the Company in execution of a resolution which, without prejudice to the provisions of Articles 2368 and 2369 of the Italian Civil Code, has also been approved by a majority vote of the Company's shareholders present at the general meeting, other than the shareholder or shareholders holding, even jointly, a majority stake, including a relative majority, provided that it exceeds 10% (so-called *'whitewash'*).

Therefore, shareholders are hereby informed that, pursuant to Article *44-bis* of the Issuers' Regulations, should they – when called upon to vote on the authorisation to purchase and dispose of treasury shares – approve the relevant proposal by the majorities provided for in the aforementioned Article *44-bis*, paragraph 2, of the Issuers' Regulations, the treasury shares acquired, including indirectly through subsidiaries, by the Company in execution of said authorising resolution shall not be excluded from the share capital (and shall therefore be included therein) if, as a result of the acquisition of treasury shares, a Shareholder were to exceed the relevant thresholds for the purposes of Article 106 of the Consolidated Law on Finance.

Notwithstanding the foregoing, the provisions of Article *44-bis*, paragraph 4, of the Issuers' Regulations shall apply, pursuant to which the following are not excluded from the share capital on which the significant shareholding for the purposes of Article 106 of the TUF is calculated: treasury shares acquired as a result of transactions carried out to fulfil obligations arising from remuneration plans approved by the Shareholders' Meeting pursuant to Article *114-bis* of the TUF.

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If you agree with the proposal put forward, we invite you to adopt the following resolution: *"The Shareholders' Meeting of Eurotech S.p.A., having examined and approved the Report of the Board of Directors,*

RESOLVES

(A) to revoke the resolution authorising the disposal of treasury shares, adopted by the Ordinary General Meeting of Shareholders on 28 April 2025, with effect from the date of this resolution;

(B) to authorise the purchase and disposal of treasury shares, in accordance with and for the purposes of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree 58/1998 and the applicable regulatory provisions, for the purposes set out in the Report of the Board of Directors, and therefore:

1. to authorise, pursuant to and for the purposes of Article 2357 of the Civil Code, the purchase, in one or more instalments, over a period of eighteen months from the date of the resolution of the Ordinary General Meeting, of a number of ordinary shares in the Company which, taking into account the Eurotech ordinary shares held from time to time in the portfolio by the Company and, where applicable, by its subsidiaries, does not exceed, in total, the maximum limit established by the applicable legislation in force at the time, at a price not exceeding the higher *of the price of the most recent independent transaction and the highest current independent bid price on the trading venues where the purchase is made, provided that the unit price shall in any event not be less than 15% below nor more than 15% above the official price recorded for the Eurotech share on the trading day preceding each individual purchase transaction, and subject to compliance with the trading conditions and restrictions set out in Articles 3 and 4 of Delegated Regulation (EU) 2016/1052;*

2. *to authorise the Board of Directors, and, on its behalf, to its Chairman and Chief Executive Officer, acting individually or jointly, to proceed with the purchase of the shares under the conditions and for the purposes set out above, at the pace deemed appropriate in the interests of the Company and in accordance with all the procedures laid down in paragraphs 1 and 1-bis of Article 144-bis of Consob Regulation 11971/1999 (as subsequently amended) (implementing Article 132 of Legislative Decree 58/1998), in compliance with the conditions and restrictions relating to trading set out in Articles 3 and 4 of Delegated Regulation (EU) 2016/1052, or by means other than those indicated above where permitted by Article 132, paragraph 3, of Legislative Decree 58/1998 or by other provisions applicable from time to time at the time of the transaction, granting the broadest possible powers for the execution of the purchase transactions referred to in this resolution, as well as any other formalities relating thereto, including the possible appointment of authorised intermediaries in accordance with the law and with the power to appoint special proxies;*

3. *to authorise the Board of Directors, and on its behalf the Chairman and the Chief Executive Officer, even separately, granting the broadest possible powers for the execution of the disposal transactions referred to in this resolution, as well as any other formalities relating thereto, including the possible appointment of authorised intermediaries in accordance with the law and with the power to appoint special proxies, so that, pursuant to and for the purposes of Article 2357-ter of the Italian Civil Code, they may dispose of the treasury shares acquired pursuant to this resolution, or in any case held in the Company's portfolio, at any time, in whole or in part, on one or more occasions, without any time limit, even before the purchases have been completed, (i) by allocating them to the beneficiaries of the medium- to long-term incentive schemes implemented from time to time in accordance with the terms and conditions set out in those schemes; (ii) where appropriate, to use the treasury shares as consideration in extraordinary transactions, including share swaps with other parties, in the context of transactions in the Company's interest; (iii) where appropriate, to allocate treasury shares, in so far as they exceed those actually required to serve the incentive plans referred to in point (i) above, to other purposes permitted by current legal provisions in the interests of the Company itself, or in any event to dispose of them by selling them on or off the stock exchange, including, where appropriate, through the transfer of real and/or personal rights, including, by way of example only, securities lending, in compliance with the laws and regulations in force at the time and for the pursuit of the purposes set out in this resolution, on the terms, in the manner and subject to the conditions of the disposal of the treasury shares deemed most appropriate in the interests of the Company; provided that (a) acts of disposal carried out in the context of*

extraordinary transactions, including the exchange of shareholdings with other parties, may take place at a price or value deemed appropriate and in line with the transaction, having regard to the characteristics and nature of the transaction itself and also taking into account market trends and ; and that (b) the disposal of treasury shares for the purposes of incentive schemes shall take place in accordance with the terms and conditions set out, from time to time, in the schemes themselves; the authorisation referred to in this point is granted without any time limit; and to provide, in accordance with the law, that the purchases referred to in this authorisation are limited to the distributable profits and available reserves resulting from the latest financial statements (including interim statements) approved at the time the transaction is carried out, and that, upon the purchase and disposal of treasury shares, the necessary accounting entries are made in compliance with the provisions of the law and applicable accounting standards;

4. *to expressly acknowledge that, pursuant to Article 44-bis, paragraph 2, of the Regulations adopted by Consob Resolution No. 11971/1999, in the event of approval of this resolution authorising the purchase of own shares by the majorities provided for in that provision, the own shares purchased, even indirectly, by the Company in execution of said authorising resolution shall not be excluded from the ordinary share capital (and shall therefore be included therein) if, as a result of such purchases, a Shareholder were to exceed the thresholds relevant for the purposes of the mandatory public takeover bid referred to in Article 106 of Legislative Decree 58/1998*".

Amaro (UD), 20 March 2026

On behalf of the Board of Directors

The Chairman

Luca di Giacomo

Item no. 5 on the agenda

One-off supplement to the remuneration of the auditing firm EY S.p.A. Related and consequential resolutions.

Dear Shareholders,

The Shareholders' Meeting of Eurotech S.p.A. (the "Company") held on 27 April 2023 resolved, upon a reasoned proposal from the Board of Statutory Auditors, to appoint EY S.p.A. ("EY"), for the financial years 2023–2031, the mandate to carry out the statutory audit of the statutory financial statements and the consolidated financial statements, as well as the mandate for the review of the condensed half-yearly financial statements, and to determine the relevant remuneration (**the** "Mandate").

On 23 January 2026, EY submitted a formal request to the Company for an increase in its fees for the statutory audit of the condensed half-yearly consolidated financial statements as at 30 June 2025 (the **"Request for** Supplement") as it became necessary to carry out certain non-recurring audit procedures not originally provided for in the Engagement and essentially related to:

- analyses aimed at verifying the *impairment test* on intangible assets with indefinite useful lives (goodwill and trademarks) and on development costs, normally carried out only at the time of the year-end financial statements, which involved greater involvement of valuation experts;
- analyses carried out in relation to the going concern assumption in the preparation of the condensed half-yearly consolidated financial statements.

The activities described above involved additional audit work and analyses, as well as greater involvement of EY's *team* of valuation experts, amounting to a total of 240 additional hours compared to those provided for in the Engagement. The Request for Supplementary Work amounts to €25,000, based on the market hourly rates applied by EY, and does not constitute an amendment or extension of the Engagement.

In accordance with the provisions of Article 13, paragraph 1, of Legislative Decree 39/2010 and in line with the procedure followed when the Engagement was awarded, the Request for Supplementary Payment has been examined and assessed by the Board of Statutory Auditors, which has drawn up the reasoned proposal for the adjustment of the fee attached to this report. We therefore invite you to vote in accordance with this proposal, and set out below the proposed resolution submitted by the Board of Statutory Auditors to the General Meeting:

" The Shareholders' Meeting of Eurotech S.p.A.:

- *having regard to the provisions of Article 13 of Legislative Decree 39/2010;*
- *having regard to the resolutions adopted by the General Meeting on 27 April 2023;*
- *noting that, unless otherwise specified in this proposal, the terms of the audit engagement as originally approved remain unchanged;*
- *having regard to the Report of the Board of Directors prepared in accordance with Article 125-ter of Legislative Decree 58/1998;*
- *having examined the reasoned proposal of the Board of Statutory Auditors regarding the supplements to the fees requested by the audit firm EY S.p.A. on 23 January 2026;*

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RESOLVES

1. *to approve, for the financial year ended 31 December 2025, a one-off supplement to the fees due to the auditing firm EY S.p.A., amounting to €25,000 (twenty-five thousand/00), plus VAT and the supervisory contribution payable to Consob;*
2. *to confer upon the Chairman of the Board of Directors and the Chief Executive Officer, including separately and with the power to appoint special proxies, all necessary and broadest powers to implement these resolutions. "*

Amaro (UD), 20 March 2026

On behalf of the Board of Directors

The Chairman

Luca di Giacomo

Proposta motivata del Collegio Sindacale di Eurotech S.p.A.

resa ai sensi dell'articolo 13, comma 1, del D. Lgs. n. 39/2010, sulla richiesta di integrazione dei corrispettivi previsti dal contratto in essere con la società EY S.p.A. relativo all'incarico di revisione legale dei conti del bilancio d'esercizio di Eurotech S.p.A. e del bilancio consolidato del Gruppo Eurotech per gli esercizi 2023-2031
(punto n. 5 all'ordine del giorno dell'Assemblea di Eurotech S.p.A. indetta, in unica convocazione, per il giorno 29 aprile 2026)

Premessa

Signori Azionisti,
l'Assemblea degli Azionisti di Eurotech S.p.A. (la "*Società*") del 27 aprile 2023 aveva deliberato, su proposta motivata del Collegio Sindacale, di conferire alla società EY S.p.A. ("*EY*"), per gli esercizi 2023-2031, l'incarico di revisione legale dei conti del bilancio civilistico, del bilancio consolidato nonché l'incarico per la revisione limitata del bilancio semestrale abbreviato, determinando il relativo compenso (l'"*Incarico*").
In data 23 gennaio 2026, EY ha presentato alla Società richiesta formale per l'integrazione dei propri onorari per la revisione legale dei conti del bilancio d'esercizio e consolidato della Società al 31 dicembre 2024 e per la revisione contabile limitata del bilancio consolidato al 30 giugno 2025 (la "*Richiesta di Integrazione*") motivata dalla necessità di svolgere alcune procedure di revisione non ricorrenti ed originariamente non previste nell'Incarico ed essenzialmente consistenti, quanto al bilancio consolidato semestrale abbreviato al 30 giugno 2025:

- analisi aggiuntive finalizzate alla verifica dei test di *impairment* sulle attività immateriali a vita utile indefinita (avviamenti e marchi) e sui costi di sviluppo - attività che di regola vengono poste in essere soltanto in sede di bilancio d'esercizio ma che, nel particolare contesto, anche su invito del Collegio sindacale, sono state svolte pure in occasione della relazione finanziaria intermedia del primo semestre 2025 - che hanno comportato un maggior coinvolgimento in ambito valutativo del team di esperti, interni, di EY;
- analisi svolte in relazione al presupposto della continuità aziendale nella redazione del bilancio consolidato semestrale abbreviato al 30 giugno 2025; tali valutazioni hanno richiesto

analisi aggiuntive sul piano dei flussi finanziari prospettici a 12 mesi predisposto dagli amministratori;

Le attività sopra descritte avrebbero comportato attività di revisione addizionali, nonché il maggior coinvolgimento di personale EY in ambito valutativo, per un impegno complessivo indicato in n. 240 ore aggiuntive rispetto a quelle previste nell'Incarico.

La Richiesta di Integrazione ammonta ad euro 25.000,00 (venticinquemila/00) sulla base delle tariffe orarie di mercato applicate da EY e non costituisce modifica/integrazione dell'Incarico.

Richiami normativi ed interpretativi

L'art. 13, comma 1, del D.Lgs. 39/2010 prevede che l'assemblea, nel conferire – su proposta motivata del collegio sindacale – l'incarico di revisione legale e determinare il corrispettivo spettante al revisore per l'intera durata dell'incarico, possa anche determinare "*gli eventuali criteri per l'adeguamento di tale corrispettivo durante l'incarico*".

EY, in via interpretativa, non ritenendo necessaria l'approvazione da parte dell'Assemblea, ha inoltrato alla Società, e per conoscenza al Collegio sindacale, la propria richiesta formale in data 23 gennaio 2026.

Tuttavia, in linea con quanto indicato nel documento di Assonime sul tema dell'integrazione dei corrispettivi di revisione denominato "Caso n. 1/2022"– di cui il Collegio sindacale di Eurotech condivide nella sostanza il contenuto – la possibilità per il Consiglio di Amministrazione di variare il compenso del revisore a fronte di attività aggiuntiva di quest'ultimo, senza la necessità di una apposita approvazione assembleare, può ritenersi legittima soltanto laddove l'assemblea abbia preventivamente fissato idonei e adeguati criteri di adeguamento, anche sulla base delle condizioni della lettera di incarico del revisore, che dovrebbero quindi prevedere le situazioni che possono giustificare un adeguamento del compenso per l'attività aggiuntiva da svolgere e, soprattutto, i parametri da utilizzare a detti fini in modo che in capo all'organo amministrativo residuino compiti di natura applicativa e non discrezionale.

Il Collegio sindacale, d'accordo con la Società, ha pertanto ritenuto che nel caso in rassegna la richiesta di adeguamento dei corrispettivi da parte di EY debba essere approvata dall'Assemblea di Eurotech.

Attività istruttoria compiuta

Il Collegio sindacale, in osservanza a quanto previsto dall'articolo 13, comma 1, del D.Lgs. n. 39/2010 secondo il quale "*l'assemblea, su proposta motivata dell'organo di controllo, conferisce l'incarico di revisione legale e determina il corrispettivo spettante al revisore legale o alla società di revisione legale per l'intera durata dell'incarico e gli eventuali criteri per l'adeguamento di tale corrispettivo durante l'incarico*" ha esaminato la richiesta di EY al fine di formulare la relativa proposta da sottoporre all'Assemblea.

Al riguardo, il Collegio Sindacale, per come consentito dalle circostanze, ha richiesto e reperito, per il tramite delle strutture aziendali interne, informazioni integrative (in parte fornite da EY) ed alcuni elementi di dettaglio (in particolare su compensi orari e composizione del *team* impiegato nelle attività di verifica) per valutare la sostanziale congruità e la non manifesta infondatezza del maggior *effort* richiesto, mediante approfondimenti svolti con le funzioni della Società che hanno condotto le negoziazioni economiche con EY, verificando e/o analizzando, tra l'altro, le motivazioni a supporto nonché le ipotesi e le assunzioni alla base della richiesta di integrazione degli onorari e il maggior impegno connesso, in termini di quantificazione di ore e relativi costi, rispetto alla proposta originaria.

Il Collegio sindacale ha incontrato separatamente sia la società di revisione legale EY, sia le competenti strutture aziendali che hanno esposto le proprie valutazioni sulla richiesta d'integrazione dei corrispettivi in rassegna e sulla sua ragionevolezza. In particolare, quanto al numero di ore computate ed al corrispettivo unitario, è emerso che la Società ha riconosciuto il maggior impegno richiesto a EY ed il maggior corrispettivo richiesto sarebbe già il frutto di una negoziazione economica (circostanza, quest'ultima, ribadita dalle figure apicali della Società anche nel corso della riunione di Consiglio di amministrazione del 3 marzo 2026).

Per quanto riguarda la congruità del corrispettivo richiesto che il Collegio sindacale ha valutato, nel complesso, non materiale (sia in termini di valore assoluto e sia in rapporto al costo annuo della revisione per l'intero Gruppo), si rinvia al verbale dell'assemblea di conferimento dell'Incarico del 27/4/2023 e alla proposta ad esso allegata.

Il Collegio sindacale ha altresì valutato in capo a EY il permanere dei requisiti di indipendenza e professionalità, non risultando situazioni di incompatibilità o conflitto nello svolgimento dell'Incarico, comunque, l'inidoneità dell'integrazione di corrispettivo richiesta a pregiudicare l'indipendenza della società di revisione.

Ad esito delle attività di analisi, il Collegio Sindacale ha ritenuto che la richiesta dei maggiori corrispettivi da parte di EY risulti: *(i)* coerente con il processo di revisione di cui all'incarico in essere; *(ii)* non irragionevole, alla luce delle motivazioni addotte in considerazione del maggior *effort* incontrovertibilmente sostenuto da EY; *(iii)* allineata alle condizioni economiche di mercato.

Conclusioni e proposta all'Assemblea

Alla luce delle considerazioni svolte il Collegio Sindacale, non avendo motivi per discostarsi dalle indicazioni ricevute sia dalla Società e sia da EY, propone all'Assemblea, ferma restando la sovranità decisionale della stessa, di approvare l'integrazione dei corrispettivi dell'incarico di revisione in essere e conferito a EY nei termini economici sinteticamente sopra richiamati, con la seguente:

proposta di delibera

"*L'Assemblea degli Azionisti di Eurotech S.p.A.:*

- tenuto conto di quanto previsto dall'art. 13 del Decreto Legislativo 39/2010;

- tenuto conto delle delibere assunta dall'Assemblea il 27 aprile 2023;

- preso atto che, per quanto non diversamente specificato nella presente proposta, rimangono invariate le pattuizioni contenute nell'incarico di revisione come originariamente approvato;

- vista la Relazione del Consiglio di Amministrazione predisposta ai sensi dell'art. 125-ter del D. Lgs. 58/1998;

- esaminata la proposta motivata del Collegio Sindacale in merito alle integrazioni dei corrispettivi richiesti dalla società di revisione EY S.p.A. in data 23 gennaio 2026;

delibera

1. di approvare, per l'esercizio finanziario chiuso al 31 dicembre 2025, un'integrazione dei corrispettivi una tantum spettanti alla società di revisione EY S.p.A., per un importo pari ad euro 25.000,00 (venticinquemila/00), oltre IVA e contributo di vigilanza a favore della Consob;

2. di conferire al Presidente del Consiglio di Amministrazione ed all'Amministratore Delegato, anche disgiuntamente fra loro e con facoltà di nominare procuratori speciali, ogni più ampio potere occorrente per dare esecuzione alle presenti deliberazioni."

Milano, 19 marzo 2026.

I SINDACI

Dott. Fabio Monti, presidente del Collegio sindacale

Dott.ssa Daniela Savi, sindaco effettivo

Dott.ssa Laura Briganti, sindaco effettivo

<u>Item 6 on the agenda</u>

Determination of the number of members of the Board of Directors. Related and consequential resolutions.

Dear Shareholders,

The Shareholders' Meeting is called upon to appoint the members of the Board of Directors, as the terms of office of the current Directors, appointed by the Shareholders' Meeting of 27 April 2023, are due to expire. Article 14 of the Articles of Association of Eurotech S.p.A. (the "Company") stipulates that the Board of Directors shall consist of no fewer than 5 (five) and no more than 11 (eleven) members, leaving it to the Shareholders' Meeting to determine the number of Directors within these limits. In accordance with *the recommendations* of the *Corporate Governance* Code for Listed Companies, to which the Company adheres, the Board of Directors, in view of the renewal of the corporate bodies, following the opinion of the Nomination and Remuneration Committee and taking into account the results of the Board's self-assessment, has expressed its guidance to Shareholders on the quantitative and qualitative composition of the new Board (the "Guidance"). This Guidance is available on the Company's *website* at www.eurotech.it (Investors / Shareholders' Meeting section).

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Without prejudice to the provisions of the Guidance, the Board of Directors recommends that Shareholders intending to submit a list should prepare and file, together with the list, a proposal for a resolution by the General Meeting on this item on the agenda.

Amaro (UD), 20 March 2026

On behalf of the Board of Directors

The Chairman

Luca di Giacomo

Item 7 on the agenda

Appointment of Directors. Related and consequential resolutions.

Dear Shareholders,

Pursuant to Article 14 of the Articles of Association, Directors hold office for 3 (three) financial years, their term expiring on the date of the Shareholders' Meeting convened to approve the financial statements for the last financial year of their term, and they are eligible for re-election.

Pursuant to Articles *147-ter* and 148 of Legislative Decree 58/1998 (the "TUF"), as well as Article 14 of the Articles of Association of Eurotech S.p.A. (the "Company"), the Board of Directors is appointed by the Shareholders' Meeting on the basis of lists submitted by shareholders, in which candidates must be listed in numerical order.

Pursuant to Article 14 of the Articles of Association, shareholders who, at the time of submitting the list, represent, either alone or together with other submitting shareholders, at least 2.5% of the share capital carrying voting rights at the Ordinary General Meeting, are entitled to submit lists for the appointment of members of the Board of Directors. The lists, signed by the shareholders who have submitted them, must be sent by electronic notification to the certified email addresses , eurotechgroup@legalmail.it and no later than the twenty-fifth day prior to the date of the Shareholders' Meeting and, therefore, by 4 April 2026.

The minimum shareholding required for the submission of lists is determined by reference to the shares registered in the shareholder's name on the day the lists are filed with the Company. The relevant notification made by the authorised intermediary may be sent to the Company even after the filing, provided that it is received by 17:30 on the twenty-first day prior to the date of the Shareholders' Meeting, i.e. 8 April 2026. By that date, the Company shall publish the lists and the relevant annexes at the registered office, on the Company's *website* and in the other ways established by current legislation.

Each shareholder, shareholders party to a shareholders' agreement relevant pursuant to Article 122 of the TUF, the controlling entity, subsidiaries and entities subject to joint control pursuant to Article 93 of the TUF, may not submit or contribute to the submission, even through a proxy or trust company, of more than one list, nor may they vote for different lists; furthermore, each candidate may stand on only one list, on pain of ineligibility. Endorsements and votes cast in breach of this prohibition shall not be attributed to any list.

Each list must be accompanied by (i) summary information regarding the identity of the shareholders who have submitted it, indicating the percentage of the total share capital held; (ii) declarations in which the individual candidates accept their candidacy and certify, under their own responsibility, the absence of grounds for ineligibility and incompatibility, as well as the fulfilment of the requirements prescribed for the respective offices; (iii) a *curriculum vitae* detailing the personal and professional characteristics of each candidate, indicating, where applicable, their eligibility to qualify as independent pursuant to Article 148, paragraph 3 of the Consolidated Law on Finance (TUF), as well as the *Corporate Governance* Code for listed companies (to which the Company, it should be noted, adheres).

Pursuant to CONSOB Communication DEM/9017893 of 26 February 2009, shareholders other than those holding, even jointly, a controlling or relative majority stake are also recommended to submit a declaration

certifying the absence of any links – including indirect ones – as referred to
in Articles *147-ter*(3) of the TUF and *144-quinquies* of CONSOB Regulation No. 11971/1999 (**the "Issuers'** Regulation") – with the latter, or any relationships that may exist, where significant, with shareholders who hold, including jointly, a controlling or relative majority stake, indicating the reasons why such relationships were not considered decisive for the existence of the aforementioned related party relationships.

In accordance with the provisions of the Articles of Association regarding gender balance, lists containing three or more candidates must include candidates of both genders, so as to ensure compliance with gender balance requirements under the legislation *currently* in force. By law, at least two-fifths of the elected Directors must be reserved for the under-represented gender, with fractions rounded up to the nearest whole number, except in the case of a board consisting of 3 (three) members, in which case fractions are rounded down to the nearest whole number.

Lists submitted without complying with the above provisions shall be deemed not to have been submitted.

Shareholders submitting a list containing a number of candidates exceeding half the number of members to be elected are also required to (i) provide adequate information regarding its compliance with the guidance expressed by the outgoing Board of Directors on the quantitative and qualitative composition deemed optimal for the new board (the "Guidance") and (ii) indicate their candidate for the office of Chairman of the Board of Directors to be appointed.

Please note that, in accordance with the law, at least 1 (one) Director, or at least 2 (two) Directors if the board comprises more than 7 (seven) members, must meet the independence requirements established for Statutory Auditors of listed companies under Article 148(3) of the TUF, as referred to for Directors in Article *147-ter* of the TUF. All candidates must also meet the integrity requirements prescribed for Statutory Auditors of listed companies under Article 148(4) of the TUF, as referred to for Directors under Article *147-quinquies*(1) of the TUF. Shareholders are invited to also take into account the independence requirements and the number of independent directors recommended by Article 2 of the *Corporate Governance* Code for listed companies, as well as the guidelines contained in the Guidance. It should be noted that, as the Company is admitted to trading on Euronext STAR Milan, in order to maintain its status as a STAR issuer, it must have an adequate number of independent directors – other than the Chairman – on its Board of Directors and, therefore, comply with the criteria set out in Article IA.2.10.6 of the Instructions to the Borsa Italiana Regulations, which provide for: at least 2 (two) independent directors for Boards of Directors comprising up to 8 (eight) members; at least 3 (three) independent directors for Boards of Directors comprising between 9 (nine) and 14 (fourteen) members; at least 4 (four) independent directors for Boards of Directors comprising more than 14 (fourteen) members.

The election of the Board of Directors shall be conducted in accordance with the provisions of Article 14 of the Articles of Association, which are set out as follows: from the list that has obtained the highest number of votes, the Directors to be elected shall be drawn, in the order in which they appear on that list, with the exception of one; the remaining Director shall be drawn from the minority list which is not connected in any way, even indirectly, with those who submitted or voted for the majority list, and which obtained the second-ly highest number of votes. Should the minority list not have obtained a percentage of votes at least equal to half that required for the submission of lists, all Directors to be elected shall be drawn from the majority list.

If the candidates elected in accordance with the above procedures do not
ensure the appointment of a number of Directors meeting the independence requirements established for Statutory Auditors by Article 148, paragraph 3, of the Consolidated Law on Finance (TUF), equal to the minimum number established by law in relation to the total number of Directors, the non-independent candidate elected last in sequential order on the list that received the highest number of votes shall be replaced by the first independent candidate in sequential order not elected from the same list, or, failing that, by the first independent candidate in sequential order not elected from the other lists, in accordance with the number of votes obtained by each. This replacement procedure shall continue until the Board of Directors comprises a minimum number of members meeting the requirements set out in Article 148, paragraph 3, of the TUF, equal to at least the minimum prescribed by law. Finally, should this procedure fail to ensure the result indicated above, the replacement shall take place by resolution of the Shareholders' Meeting adopted by a relative majority, subject to the submission of nominations of candidates meeting the aforementioned requirements. Furthermore, if the composition of the Board of Directors, as determined by the candidates elected in the manner described above, does not comply with the regulations in force *at the time* regarding gender balance, the candidate of the more represented gender elected last in sequential order on the list that received the highest number of votes shall be replaced by the first candidate of the less represented gender not elected from the same list, in sequential order. This replacement procedure shall continue until the composition of the Board of Directors complies with the regulations in force *at the time* regarding gender balance. Finally, should this procedure fail to ensure the aforementioned result, the replacement shall take place by resolution of the Shareholders' Meeting adopted by a relative majority, subject to the submission of nominations of candidates belonging to the under-represented gender. In the event that a single list is submitted or no list is submitted, the Shareholders' Meeting shall resolve by the statutory majorities, without following the procedure set out above, subject to compliance with the regulations in force *at the time* regarding gender balance. This is without prejudice to any different or additional provisions laid down by mandatory laws or regulations.

For further details, please refer to the Articles of Association, available, inter alia, on the Company's *website* at www.eurotech.it (Investors / *Corporate Governance* / *Governance* Documents section). Shareholders are therefore invited to take the above into account when submitting lists for the appointment of the Board of Directors.

In light of the above, the Board of Directors proposes that you vote for one of the lists to be proposed by the Shareholders on this item on the agenda.

Amaro (UD), 20 March 2026

On behalf of the Board of Directors

The Chairman

Luca di Giacomo

Item 8 on the agenda

Appointment of the Chairman of the Board of Directors. Related and consequential resolutions.

Dear Shareholders,

Pursuant to Article 15 of the Articles of Association, the Board of Directors – unless the Shareholders' Meeting has already done so – shall elect a Chairman from among its members.

The Board proposes that the Shareholders' Meeting appoint as Chairman of the Board of Directors, upon the proposal of the Shareholders, a Director from among those to be appointed pursuant to item 7 of the Agenda. Please note that shareholders submitting a list containing a number of candidates exceeding half the number of members to be elected are required to (i) provide adequate information regarding its compliance with the guidance expressed by the outgoing Board of Directors on the quantitative and qualitative composition deemed optimal for the new Board and (ii) indicate their candidate for the office of Chairman of the Board of Directors to be appointed.

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In light of the above, we invite you to nominate and/or vote for the appointment as Chairman of the Board of Directors of one of the Directors who will be appointed pursuant to item 7 of the agenda.

Amaro (UD), 20 March 2026

On behalf of the Board of Directors

The Chairman

Luca di Giacomo

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<u>**Item 9 on the agenda**</u>

Determination of the remuneration of the Chairman of the Board of Directors and the Directors. Related and consequential resolutions.

Dear Shareholders,

pursuant to Article 20.1 of the Articles of Association, Directors are entitled to an annual remuneration which is determined by the Ordinary General Meeting of Shareholders that appoints them and which remains unchanged until otherwise resolved by the General Meeting itself. As provided for in Article 20.3 of the Articles of Association, the Shareholders' Meeting may also determine a total amount for the remuneration of all Directors, including those holding specific positions, the allocation of which is established by the Board of Directors, after consulting the Board of Statutory Auditors.

In this regard, it is noted that the Shareholders' Meeting, at its meeting on 27 April 2023, set the total gross annual remuneration for the Board of Directors at €225,000, plus VAT where applicable, as well as social security contributions, for the portion required by law to be borne by Eurotech S.p.A., delegating to the Board of Directors the task of allocating the remuneration among the directors and of determining, pursuant to Article 2389, paragraph 3, of the Italian Civil Code, the remuneration due to members of the Board of Directors holding specific positions.

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In light of the above, the Board of Directors recommends that Shareholders intending to submit a list should prepare and file, together with the list, a proposed resolution for the Shareholders' Meeting on this item on the agenda.

Amaro (UD), 20 March 2026

On behalf of the Board of Directors

The Chairman

Luca di Giacomo

Item no. 10 on the agenda

Appointment of Statutory Auditors. Related and consequential resolutions.

Dear Shareholders,

the Shareholders' Meeting is called upon to appoint the members of the Board of Statutory Auditors, as the term of office of the current auditors, appointed by the Shareholders' Meeting of 27 April 2023, is coming to an end. Pursuant to Article 26 of the Articles of Association of Eurotech S.p.A. (the "Company"), the Board of Statutory Auditors consists of 3 (three) standing members and 2 (two) alternate members, who hold office for three financial years, with their term expiring on the date of the General Meeting convened to approve the financial statements for the last financial year of their term, and who are eligible for re-election.

The Board of Statutory Auditors is appointed by the Shareholders' Meeting on the basis of lists submitted by the shareholders, in which the candidates must be listed in sequential order. The list consists of two sections: one for candidates for the office of standing auditor, the other for candidates for the office of alternate auditor.

Pursuant to Article 26 of the Articles of Association, shareholders who, at the time of submitting the list, represent, either alone or together with other submitting shareholders, at least 2% of the share capital carrying voting rights at the Ordinary General Meeting, are entitled to submit lists for the appointment of members of the Board of Statutory Auditors. The lists, signed by the shareholders who have submitted them, must be sent by electronic notification to the certified email addresseurotechgroup@legalmail.it no later than the twenty-fifth day prior to the date of the Shareholders' Meeting, i.e. 4 April 2026.

The minimum shareholding required for the submission of lists is determined by reference to the shares registered in the shareholder's name on the day the lists are filed with the Company. The relevant notification made by the authorised intermediary may be sent to the Company even after the filing, provided that it is received by 17:30 on the twenty-first day prior to the date of the Shareholders' Meeting, i.e. 8 April 2026. By that date, the Company shall publish the lists and the relevant annexes at the registered office, on the Company's *website* and in the other ways established by current legislation.

Any shareholder, as well as shareholders party to a shareholders' agreement relevant pursuant to Article 122 of Legislative Decree No. 58/1998 ("TUF"), the controlling entity, subsidiaries and companies subject to joint control pursuant to Article 93 of the TUF, may not submit or contribute to the submission, even through a proxy or trust company, of more than one list, nor may they vote for different lists. Each candidate may stand on only one list, on pain of ineligibility.

Candidates may not be included on the lists if (without prejudice to any other grounds for ineligibility or disqualification) they do not meet the requirements laid down by any applicable legislation or if they fall within the categories referred to in Article 148(2) of the Consolidated Law on Finance (TUF). In this regard, it should be noted that candidates for the office of statutory auditor must meet the independence requirements prescribed by Article 148(3) of the TUF and the *Corporate Governance* Code for listed companies (to which the Company adheres), as well as the requirements of integrity and professionalism set out in the applicable laws and regulations.

The following must also be filed together with each list: (i) summary information regarding the identity of the shareholders who have submitted them, indicating the total percentage of shares held ; (ii) a declaration by shareholders other than those holding, even jointly, a controlling or relative majority stake, certifying the absence of any relationships of connection as provided for in Article *144-quinquies* of CONSOB Regulation No. 11971/1999 (the **"Issuers'** Regulation") with the latter; (iii) comprehensive information on the personal and professional characteristics of the candidates; and (iv) declarations by the individual candidates certifying that they meet the requirements laid down by law and that they accept the nomination, as well as a list of any administrative and supervisory positions held in other companies.

In accordance with the provisions of the Articles of Association regarding gender balance, lists containing three or more candidates must include candidates of both genders, so as to ensure compliance with gender balance as required by the legislation in force *at the time*, both for candidates for the office of standing auditor and for candidates for the office of alternate auditor. By law, at least two-fifths of the standing members of the Board of Statutory Auditors must be reserved for the under-represented gender. As the Company's Board of Statutory Auditors, in accordance with the Articles of Association, consists of 3 (three) standing members and 2 (two) alternate members, the fractional number resulting from the application of the two-fifths quota is rounded down to the nearest whole number.

Any list that does not comply with the above provisions shall be deemed not to have been submitted.

Furthermore, Shareholders are invited to promptly notify the Company, also pursuant to Article 2400, last paragraph, of the Italian Civil Code, of any significant changes to the information already provided that may occur up to the day of the Shareholders' Meeting.

It should also be noted that Article 19, paragraph 3, of Legislative Decree No. 39 of 27 January 2010 requires that the members of the Board of Statutory Auditors – which is identified as the Internal Control and Audit Committee as provided for by the aforementioned legislation – be, as a whole, competent in the sector in which the audited entity operates. In this regard, it is hoped that at least one member of the Board of Statutory Auditors possesses significant knowledge of the sector in which the Company operates.

Furthermore, the Statutory Auditors must comply with the limit on the number of concurrent appointments set by CONSOB in Article *144-terdecies* of the Issuers' Regulations.

If, by the deadline for the submission of lists for the appointment of the Board of Statutory Auditors, only one list has been filed, or only lists submitted by shareholders who are connected to one another in accordance with the applicable provisions, lists may be submitted up to the third day following that date, i.e. by 7 April 2026. In such a case, the threshold set out above for the submission of lists is reduced by half – *i.e.* to 1%. In this case too, the lists shall be made available to the public on the Company's *website* and in the other ways provided for by Consob regulations by 7 April 2026.

The election of the Board of Statutory Auditors shall proceed in accordance with the provisions of Article 26 of the Articles of Association, which are set out as follows: from the list that obtained the highest number of votes at the Shareholders' Meeting, two standing members and one alternate member shall be drawn, in the order in which they are listed in the sections of the list; whilst from the second list that obtained the highest

number of votes at the Shareholders' Meeting and which, in accordance
with current legislation and regulations, is not connected, even indirectly, with those who submitted or voted for the list that obtained the highest number of votes, one standing member, who shall hold the office of Chairman, and the other alternate member shall be drawn, in accordance with the se order in which they are listed in the sections of the list.

In the event of a tie between two or more lists, the oldest candidates by age shall be elected as auditors.

The auditors thus appointed shall remain in office for 3 (three) financial years and, in any event, until the date of the Shareholders' Meeting to be convened to approve the financial statements as at 31 December 2028.

Should the composition of the Board of Statutory Auditors, in terms of its standing members, not be ensured in accordance with the regulations in force *at the time* regarding gender balance through the procedures set out above, the necessary replacements shall be made from among the candidates for the position of standing auditor on the list that obtained the highest number of votes, in the order in which the candidates are listed.

It is understood that the chairmanship of the Board of Statutory Auditors shall remain with the minority auditor and that the composition of the Board of Statutory Auditors must in any case comply with the regulations in force *at the time* regarding gender balance.

The above provisions regarding the election of auditors shall not apply in Shareholders' Meetings for which a single list is submitted or a single list is voted upon. In such cases, the Shareholders' Meeting shall resolve by a relative majority, subject to compliance with the regulations in force *at the time* regarding gender balance.

For further provisions relating to the appointment of the Board of Statutory Auditors, please refer to Article 26 of the Articles of Association.

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In light of the above, we invite you to vote for one of the lists to be proposed by the Shareholders on this item on the agenda.

Amaro (UD), 20 March 2026

On behalf of the Board of Directors

The Chairman

Luca di Giacomo

Item 11 on the agenda

Appointment of the Chairman of the Board of Statutory Auditors. Related and consequential resolutions.

Dear Shareholders,

With regard to the appointment of the Chairman of the Board of Statutory Auditors, pursuant to Article 148(*2-bis*) of Legislative Decree 58/1998 (the "TUF") and Article 26 of the Articles of Association, the Board of Directors invites you to appoint as Chairman of the Board of Statutory Auditors the standing auditor drawn from any minority list or, failing that, one of the standing auditors to be appointed pursuant to item 10 on the agenda.

Amaro (UD), 20 March 2026

On behalf of the Board of Directors

The Chairman

Luca di Giacomo

Item 12 on the agenda

Determination of the remuneration of the Chairman of the Board of Statutory Auditors and the standing auditors. Related and consequential resolutions.

Dear Shareholders,

pursuant to Article 2402 of the Italian Civil Code, the Shareholders' Meeting determines the annual remuneration payable to the Chairman of the Board of Statutory Auditors and the standing auditors.

It should be noted that *Recommendation* No. 30 of the *Corporate Governance* Code for Listed Companies stipulates that *"the remuneration of the members of the supervisory body shall provide for compensation commensurate with the expertise, professionalism and commitment required by the importance of the role held, as well as the size and sector of the company and its situation*".

In this regard, it is noted that the remuneration of the Board of Statutory Auditors for the three-year period 2023–2025 was determined by the Shareholders' Meeting of 27 April 2023 at a total amount of €85,000.00. In particular, the aforementioned Shareholders' Meeting allocated an annual remuneration of €35,000.00 for the Chairman of the Supervisory Board and an annual remuneration of €25,000.00 for each of the other standing auditors, in relation to the duration of their term of office and until otherwise resolved by the Shareholders' Meeting.

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In light of the above, the Board of Directors recommends that Shareholders intending to submit a list prepare and file, together with the list, a proposal for a resolution by the Shareholders' Meeting on this item on the agenda.

Amaro (UD), 20 March 2026

On behalf of the Board of Directors

The Chairman

Luca di Giacomo

This document has been translated into English for the convenience of readers outside Italy.
The original Italian document should be considered the authoritative version.