

**Directors' Explanatory Report
on items 1, 2, 3 and 5 on the agenda
of the ordinary session, as well as item 1 on the agenda of
the extraordinary session of the Shareholders' Meeting**

**convened for 22 April 2024 (first call) and, if necessary, 23
April 2024 (second call)**

Servizi Italia S.p.A.
Registered Office Via S. Pietro, 59/b – 43019 Castellina di Soragna (PR)
Fully paid-up share capital Euro 31,809,451.00
Tax code and registration number with the Companies Register of Parma 08531760158

www.servizitaliagroup.com

Dear Shareholders,

The Board of Directors of Servizi Italia S.p.A. (the "**Company**") hereby submits this Report to you drafted in accordance with Article 125-ter, paragraph 1 of Italian Legislative Decree No. 58/1998, as amended and supplemented ("**CFA**"), Articles 73 and 84-ter of the Regulations adopted by CONSOB with Resolution No. 11971/99, as subsequently amended and supplemented ("**Issuer Regulations**"), and in compliance with the provisions of Annex 3A, Schedules 3 and 4 of the Issuer Regulations, to provide information on items 1, 2, 3 and 5 on the agenda of the Ordinary Shareholders' Meeting convened at the registered office of the Company, in Via San Pietro 59/b, 43019, Castellina di Soragna (PR), on **22 April 2024 at 10:30 a.m.** for the first call and, if necessary, the second call will take place on 23 April 2024, at the same time and place.

With reference to the first item on the agenda of the ordinary part of the Shareholders' Meeting:

- 1. Separate financial statements as at 31 December 2023; Board of Directors' Report on Operations; Board of Statutory Auditors' Report and Independent Auditors' Report; allocation of the profit (loss) for the year; related and contingent resolutions; presentation of the consolidated financial statements as at 31 December 2023.**
 - 1.1. approval of the separate financial statements as at 31 December 2023 and of the Board of Directors' Report on Operations.**
 - 1.2. allocation of the profit (loss) for the year.**

Dear Shareholders,

We wish to remind you that all comments relating to the first item on the agenda, including the related proposed resolutions, are included in the file "Annual Financial Report as at 31 December 2023", including the draft separate financial statements and the consolidated financial statements as at 31 December 2023, the Management Report of the Directors, the certification pursuant to Article 154-bis paragraph 5 of the CFA, the Reports of the Independent Auditors and of the Board of Statutory Auditors and the consolidated non-financial statement pursuant to Legislative Decree No. 254/16, which will be made available to the public on 28 March 2024 and, in any case, within the deadline set in Article 154-ter of the CFA of at least twenty-one days before the date of the Shareholders' Meeting on first call, i.e. by 1 April 2024, at the registered office, in the authorised storage mechanism eMarket Storage at the address www.emarkestorage.com and on the Company's website www.servizitaliagroup.com (*Corporate Governance >Shareholders' Meeting>2024*). Within the same period and according to the same methods, the additional documentation required by the regulations in force will be made available to the public.

With reference to the second item on the agenda of the Shareholders' Meeting:

2. Remuneration policy as per art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998; Report on the remuneration policy and remuneration paid pursuant to Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998; resolutions pertaining thereto and resulting therefrom:

2.1. approval of the remuneration policy illustrated in the first section of the Report on the remuneration policy and remuneration paid;

2.2. advisory vote on the second section of the Report on the remuneration policy and on remuneration paid.

Dear Shareholders,

We wish to remind you that any comments relating to the second item on the agenda of the ordinary part are included in the Report on the remuneration policy and remuneration paid drafted by the Board of Directors pursuant to Article 123-ter of the CFA, which will be made available to the public at least twenty-one days before the date of the Shareholders' Meeting on first call, i.e. by 1 April 2024, at the Company's registered office, in the authorised eMarket Storage mechanism at www.emarkestorage.com and on the Company's website www.servizitaliagroup.com in the *Corporate Governance*>Shareholders' Meeting>2024 section.

It should be noted that the Report on remuneration policy and remuneration paid consists of two sections: (i) the first providing a clear and comprehensible description of the remuneration policy for the members of the Board of Directors and executives with strategic responsibilities with reference to the 2024-2026 financial years and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, for the members of the control body, as well as of the procedures pertaining to the adoption and implementation of this policy; (ii) the second is aimed at providing, in a clear and comprehensible manner, an adequate representation of the items that make up the remuneration of the management and control bodies and executives with strategic responsibilities, and providing information on the remuneration paid in the 2023 financial year.

It should be noted that, pursuant to the current Article 123-ter of the CFA (as amended by Italian Legislative Decree no. 49 of 10 May 2019), the Shareholders' Meeting is required to express its vote on the remuneration policy detailed in both "Section One" and "Section Two" of the Report on remuneration policy and remuneration paid.

Pursuant to art. 123-ter, paragraph 3-ter of the Consolidated Finance Act, the resolution on the remuneration policy illustrated in Section One of the Report will be binding. The resolution on Section Two of the Report, in compliance with the provisions of Article 123-ter, paragraph 6 of the CFA, shall not be binding.

Proposal for Board of Directors resolution

If you agree with the contents of the Report on remuneration policy and remuneration paid, we propose that you approve:

1) the following remuneration policy resolution proposal illustrated in Section One of the Report on the remuneration policy and remuneration paid;

"The Shareholders' Meeting:

- having regard to Articles 123-ter of Italian Legislative Decree No. 58 of 24 February 1998 and 84-quater of the Regulation adopted with CONSOB Resolution No. 11971/99;
having acknowledged the Remuneration Policy illustrated in the first section of the Remuneration Policy Report and remuneration paid drawn up by the Board of Directors pursuant to Article 123-ter of Legislative Decree No 58 of 24 February 1998;
- considering that, pursuant to Article 123-ter, paragraph 3-ter of Legislative Decree No 58 of 24 February 1998, this resolution shall be binding for the Board of Directors;

resolves

to approve the Remuneration Policy of Servizi Italia S.p.A. illustrated in the first section of the Remuneration Policy Report and remuneration paid drawn up by the Board of Directors pursuant to Article 123-ter of Legislative Decree No 58 of 24 February 1998 ”;

2) the following resolution proposal on Section Two of the Report on remuneration policy and remuneration paid:

“The Shareholders' Meeting:

- having regard to Articles 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 and 84-quater of the Regulation adopted by Consob resolution no. 11971/99;
- having acknowledged the second section of the Report on remuneration policy and remuneration paid prepared by the Board of Directors pursuant to Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998;
- considering that, pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree No. 58 of 24 February 1998, this resolution shall not be binding for the Board of Directors;

resolves

to express favourable opinion on the second section of the Report on remuneration policy and remuneration paid prepared by the Board of Directors of Servizi Italia S.p.A. pursuant to Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998.”

With reference to the third item on the agenda of the ordinary part of the Shareholders' Meeting:

3. Authorisation to purchase and to dispose of treasury shares and to execute all related transactions, subject to revocation of the previous resolution, to the extent not used; resolutions pertaining thereto and resulting therefrom:

Dear Shareholders,

We wish to remind you that, by a resolution passed on 20 April 2023, you have authorised the purchase of treasury shares up to a maximum limit of 20% of the share capital at the time and for a maximum period of 18 months from the date of the recalled resolution. The effects of this resolution shall expire during the financial year 2024, namely on 20 October 2024.

The reasons for asking the Shareholders' Meeting, in April 2023, to authorise the purchase and disposal of treasury shares are still valid today. We therefore deem it useful that, at the next Shareholders' Meeting, we shall propose to issue a new Authorisation to purchase and dispose of treasury shares for a period of 18 months from the date of the relevant resolution, subject to the

revocation of the Authorisation granted by the resolution passed by the Shareholders' Meeting on 20 April 2023, to the extent not used.

Below are the reasons, methods and terms that we wish to submit for renewal, to the Shareholders' Meeting, the Authorisation to purchase and dispose of treasury shares.

1) Reasons for requesting Authorisation to purchase and dispose of treasury shares

The Authorisation to purchase and dispose of treasury shares, is requested in order to meet strategic and operational flexibility requirements, which allows for the following:

- providing the Company with the necessary funds for payment in the context of corporate and/or financial transactions of an extraordinary nature, so that treasury shares in the portfolio can be used as a means of payment (or possibly as a guarantee) in transactions of an extraordinary nature such as, by way of example but not limited to, mergers and divestments, to receive the necessary funds for acquisition projects, and/or in the context of transactions of exchange and/or sale of share packages and/or for the conclusion of commercial and/or strategic alliances or for other uses deemed to be of financial and/or management interest for the Company;
- using treasury shares, either purchased or already in the portfolio, for the exercise of rights, including conversion rights, deriving from financial instruments issued by the Company;
- disposing of treasury shares in relation to compensation plans based on financial instruments pursuant to Article 114-bis of the TUF as approved by the Shareholders' Meeting, and/or to plans for the free assignment of shares to Shareholders;
- intervening in the market, directly or through intermediaries, in compliance with the provisions in force, in an attempt to improve the liquidity of the security by carrying out activities to support it, without prejudice to the equal treatment of Shareholders, especially in the presence of excessive volatility;
- investing, directly or through intermediaries, in an optimal form and with a medium- and long-term view, the company's liquid assets, also for the purpose of establishing long-term shareholdings and regularising the performance of the share price in accordance with the provisions in force.

2) Maximum number, category and nominal value of the shares to which the Authorisation refers

As of today, the Company's share capital consists of 31,809,451 ordinary shares, all with a nominal value of Euro 1 each.

In this regard, it is proposed that the Shareholders' Meeting authorises, pursuant to Article 2357 et seq. of the Italian Civil Code, the purchase, in one or more instalments of a number of ordinary shares not exceeding one fifth of the share capital, taking into account the treasury shares already held in portfolio. Considering that 20% of the share capital is represented by 6,361,890 ordinary shares and that, as at the date of approval of this Report, the Company already holds no. 2,580,102 treasury shares, equal to approximately 8,11% of the share capital, the Company has the right to purchase an additional maximum number of 3,781,788 ordinary shares corresponding to approximately 11,89% of the share capital.

The Authorisation submitted to the Shareholders' Meeting also includes the power to subsequently dispose of all or part of the treasury shares in portfolio, including in several instalments, even before the maximum number of shares that may be purchased has been reached.

3) Additional information useful for a full assessment of compliance with the provision set forth in Article 2357, paragraph 3 of the Italian Civil Code.

It should be noted that none of the Company's subsidiaries owns Servizi Italia S.p.A. shares and that in any case, at any time, the maximum number of treasury shares held, also taking into account any shares

that may be held by subsidiaries, shall never exceed one fifth of the share capital. This limit refers to all treasury shares held by the Company in its portfolio including, therefore, purchases made under previous resolutions and the Company's shares held by its subsidiaries.

In this regard, subsidiaries will be given specific instructions to promptly report any acquisition of treasury shares, pursuant to Article 2359-*bis* of the Italian Civil Code.

The number of treasury shares that can be purchased within the limits set in Article 2357, paragraphs 1 and 3 of the Italian Civil Code will also be based on the purchase price, to the extent that the same can be found in the distributable profits and in the available reserves resulting from the last duly approved financial statements.

The Board of Directors shall verify compliance with the provisions of Article 2357, paragraphs 1 and 3 of the Civil Code when making each authorised purchase.

The Board of Directors highlights the need to create, at the same time as the purchase, an unavailable reserve in an amount equal to the own shares recorded in the assets of the balance sheet, pursuant to Article 2357-*ter*, paragraph 3 of the Italian Civil Code (the "**Reserve for Treasury Shares in Portfolio**"), taking this amount from the available extraordinary reserve. In the event of a subsequent transfer, exchange, contribution, cancellation or write-down of the carrying value of treasury shares being acquired, the Reserve for Treasury Shares in Portfolio shall revert to the available extraordinary reserve, for a value equal to the carrying value of the treasury shares being transferred, exchanged, contributed, cancelled or written down.

4) Requested duration of the Authorisation

The Authorisation to purchase is requested for the maximum duration permitted by Article 2357, paragraph 2 of the Civil Code, i.e. for a period of 18 months from the date on which the Shareholders' Meeting adopts the relevant Authorisation resolution.

As regards the disposal of treasury shares already in the portfolio and those that will be purchased in accordance with the purposes described above, it is hereby proposed that the Shareholders' Meeting does not set a time limit, in light of the fact that there are currently no regulatory constraints in this regard and in light of an advised maximum flexibility, including in terms of time, for the disposal of such shares, leaving the Board of Directors free to carry out authorised transactions once or more at any time.

5) Minimum and maximum price and market valuation on the basis of which they were determined

5.1) The purchase of treasury shares must be carried out on the market, in compliance with the applicable laws and regulations:

- at a minimum purchase price not lower than 20% of the weighted average of the official prices of the shares recorded by Euronext Milan in the three days preceding each individual transaction (or the announcement of the transaction, depending on the technical procedures identified by the Board of Directors);
- at a maximum purchase price not exceeding 20% of the weighted average of the official prices of the shares recorded by Euronext Milan in the three days preceding each individual transaction (or the announcement of the transaction, depending on the technical procedures identified by the Board of Directors).

For purchases made on the market, however, the additional conditions set out in Article 3 of the Delegated Regulation (EU) 2016/1052 shall apply in terms of purchase prices. In particular, with regard to the definition of volumes and unit prices, purchases will be made, in accordance with the conditions laid down in the aforementioned article, namely:

- shares shall not be purchased at a price exceeding the higher price between the last independent transaction and the price of the highest current independent purchase offer on the purchase market;
- the daily purchase quantities shall not exceed 25% of the average daily trading volume of Servizi Italia S.p.A.'s shares. The daily volume shall be calculated on the basis of the average daily trading volume during one of the following periods:

a) during the month preceding the month in which the market is notified of the average daily volume of shares to be purchased. This volume will be fixed and shall apply throughout the duration of the plan;

b) in the 20 trading days preceding the date of purchase, when the volume is not indicated in the plan;

Treasury shares in the portfolio may be disposed of as follows:

a) by sale on the stock exchange or in blocks, including in accordance with private negotiations. In such cases, the following limits will be observed:

- the minimum sale price shall not be lower than 20% of the weighted average of the official prices of the shares recorded on the market of Euronext Milan in the three days preceding each individual transaction and, in any case, in compliance with the laws and regulations in force;
- the maximum sale price may not exceed 20% of the weighted average of the official prices of the shares recorded by Euronext Milan in the three days preceding each individual transaction and, in any case, in compliance with the laws and regulations in force;

b) in terms of the price for the purchase of shareholdings or companies; in such cases, these disposals may be carried out at a consideration which may not be less than 15% of the arithmetical average of the official price recorded by the security during the 90 days preceding the date of disposal;

c) the price of the disposal, if the sale is carried out for a cash consideration, may not be less than 90% of the weighted average purchase price and, in any event, may not be less than the lower of the purchase prices.

These price limits may be waived both in the case of exchanges or transfers of treasury shares (or the provision of guarantees on them) as part of the implementation of transactions concerning business and/or commercial projects and/or in any case of interest to the Issuer or the Group, and in the case of the assignment and/or transfer, for consideration or free of charge, of shares or options on them in relation to (i) compensation plans based on financial instruments pursuant to Article 114-bis of the Consolidated Law on Finance TUF (in favour, inter alia, of directors, employees, collaborators, agents and consultants of the Company), and/or (ii) the issue of financial instruments convertible into shares and/or (iii) programmes for the free assignment of shares to Shareholders and/or (iv) a public sale or exchange offer.

Disposal transactions shall be accounted for in accordance with the applicable legal provisions and accounting principles.

6) Methods applied to purchases and disposals

Purchase transactions shall, in any case, be carried out in compliance with Articles 2357 et seq. of the Italian Civil Code, Article 5 of EU Regulation No. 596/2014 ("*Market Abuse Regulation*", hereinafter "**MAR**"), Article 132 of the CFA, Article 144-bis of the Issuer Regulation, accepted market practices and the guidelines adopted by the Supervisory Authority from time to time, and therefore, inter alia: (i) by means of a public purchase or exchange offer, or (ii) on the market or, where applicable, on multilateral trading systems, in accordance with the operating procedures established by the market management company that do not allow the direct matching of trading proposals for purchase with predetermined trading proposals for sale, or (iii) by the purchase and sale, in compliance with current regulatory provisions, of derivative instruments traded on regulated markets or, where applicable, on multilateral trading systems that provide for the physical delivery of the underlying shares, or (iv) by

the allocation to Shareholders, in proportion to the shares they hold, of a put option to be exercised under the terms identified by the Board of Directors within a maximum period of 18 (eighteen) months from the date on which the Shareholders' Meeting adopts the corresponding resolution, or (v) in the manner established by market practices permitted by CONSOB pursuant to Article 13 of the MAR and/or by the guidelines adopted by the Supervisory Authority applicable from time to time, and in any case in such a way as to ensure equal treatment between Shareholders and compliance with all applicable rules, including European rules (and, in particular, the regulatory technical standards adopted in implementation of the MAR).

Treasury shares may be purchased in other ways than those indicated above where permitted in accordance with the regulations in force from time to time and/or the guidelines of the Supervisory Authority, taking into account the need to comply with the principle of equal treatment of shareholders in all cases.

The shares to be acquired in execution of the shareholders' Authorisation may be subject to disposal and, in this context, may also be sold, even before having reached the maximum number of purchases covered by this authorisation, on one or more occasions, without time limits, in the manner deemed most appropriate by the Company, including, by way of example, a sale on the stock exchange and/or over the counter and/or on the block market, by means of an institutional placement, as consideration for equity investments and/or companies, as well as based on the execution of agreements with *strategic partners and in any case under any other form of disposal permitted by the relevant regulations in force, including the public offer for sale or exchange and the assignment and/or transfer, for consideration or free of charge, of shares or related options in accordance with (i) the compensation plans based on financial instruments pursuant to Article 114-bis of the TUF, (ii) the issue of financial instruments convertible into shares and (iii) the plans for the free assignment of shares to Shareholders.*

7) Involvement of the purchase of treasury shares in the reduction of the share capital

It should be noted that the request for Authorisation to purchase treasury shares is not, at present, aimed at operations to reduce the share capital by cancelling treasury shares purchased in accordance with the purposes of paragraph 2 of Article 5 of the MAR.

Trading in treasury shares, in the context of buyback plans, shall comply with the conditions set out in Article 5 of the MAR, Delegated Regulation (EU) 2016/1052 and/or be carried out in accordance with the market practices permitted by Consob pursuant to Article 13 of the MAR and/or the guidelines of the Supervisory Authority, so as to benefit, where applicable, from the protection provided by MAR or the permitted market practices.

The treasury share buyback plan shall be coordinated by an investment entity that will make the negotiation decisions on when to purchase Servizi Italia S.p.A. in full independence from the latter, within the limits granted by the authorisation submitted for approval by the Shareholders' Meeting.

Proposal for Board of Directors resolutions

In light of the above, if you agree with the proposal of the Board of Directors, we hereby ask you to approve the following resolutions:

"The Shareholders' Meeting:

- *having acknowledged and approved the Board of Directors' Explanatory Report;*
- *having regard to the provisions of Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of Italian Legislative Decree no. 58 of 24 February 1998, Article 144-bis of the Consob Regulation adopted by Resolution no. 11971/99, as amended, as well as Article 5 of EU Regulation no. 596/2014 and Chapter II of the Delegated Regulation 2016/1052;*
- *having regard to the financial statements for the year ended 31 December 2023;*

resolves

- a) to revoke the previous Authorisation to repurchase treasury shares that was granted on 20 April 2023, to the extent not used;
- b) to authorise the Board of Directors to purchase treasury shares with a unit value of Euro 1 within the maximum limit foreseen by Article 2357 of the Italian Civil Code, corresponding to 20% of the pro-tempore share capital and therefore, as of today, for a maximum of 6,361,890 ordinary shares taking into account the shares held from time to time by the Company and its subsidiaries and within the limits of the distributable profits and available reserves resulting from the last duly approved financial statements, while specifying that:
- purchases may be made at any time, in one or more tranches, within 18 months of today's Shareholders' Meeting;
 - the share buyback plan may be coordinated by an investment entity that will make the negotiation decisions on when to purchase Servizi Italia S.p.A. in full independence from the latter;
 - purchases may be made in accordance with the provisions of Article 5 of EU Regulation No. 596/2014, Article 132 of Italian Legislative Decree No. 58 of 24 February 1998, Article 144-bis of the Regulation adopted by CONSOB resolution No. 11971/99, with accepted market practices and/or with the guidelines adopted by the Supervisory Authority applicable from time to time, and therefore, inter alia: (i) by means of a public purchase or exchange offer, (ii) on the market or, where applicable, on multilateral trading systems, in accordance with the operating procedures established by the market management company, (iii) by means of the purchase and sale, in accordance with the regulatory provisions, in force from time to time, of derivative instruments traded on regulated markets or, where applicable, on multilateral trading systems that provide for the physical delivery of the underlying shares; (iv) by means of the allotment to the Shareholders, in proportion to the shares held by them; of a put option to be exercised under the terms identified by the Board of Directors within the maximum term of 18 (eighteen) months from today's date; (v) through the various methods established by market practices accepted by CONSOB pursuant to Article 13 of the Regulation (EU) No. 596/2014; (vi) in the various ways permitted by the regulations in force from time to time and/or by the guidelines of the Supervisory Authority;
 - the purchase price of each share may not be more or less than 20% of the weighted average of the official prices of the shares recorded on the market of Euronext Milan in the three days preceding each purchase transaction (or the announcement of the transaction, depending on the technical procedures identified by the Board of Directors);
 - purchases must be made within the limits of distributable profits and available reserves as set out in the latest approved annual financial statements;
 - for purchases made on the market, however, the additional conditions set out in Article 3 of the Delegated Regulation (EU) 2016/1052 shall apply, i.e.
 - shares shall not be purchased at a price exceeding the higher price between the last independent transaction and the price of the highest current independent purchase offer on the purchase market;
 - the daily purchase quantities shall not exceed 25% of the average daily trading volume of the security of Servizi Italia S.p.A. stock.;
 - the average daily volume will be calculated on the basis of the average daily trading volume:
 - ✓ during the month preceding the month in which the market is notified of the average daily volume of shares to be purchased. This volume will be fixed and shall apply throughout the duration of the plan;
 - ✓ in the 20 trading days preceding the date of purchase, when the volume is not indicated in the plan;

- c) to authorise the Board of Directors, pursuant to Article 2357-ter of the Italian Civil Code, to dispose, at any time, in whole or in part, on one or more occasions and even before having exhausted the purchases, of the treasury shares purchased under this resolution, establishing that:
- the sale may take place in the manner deemed most appropriate in the interest of the Company including, by way of example, the disposal on the stock exchange and/or on the block market, by way of an institutional placement, and over-the-counter as consideration for equity investments or businesses, as well as for the conclusion of agreements with strategic partners and in any case under any other form of disposal permitted by the applicable regulations, with the provision that:
 - in the event of sale on the stock exchange and/or in blocks, the transfer price of each share may not be lower or higher than 20% of the weighted average of the official prices of the shares recorded on the market of Euronext Milan in the three days preceding each individual transaction;
 - in the event of disposal for the purchase of shareholdings or companies, the consideration per share shall not be lower than 15% of the arithmetical average of the official prices of the shares recorded on the market of Euronext Milan in the 90 days preceding the date of disposal;
 - the price of the disposal, if the sale is carried out for a cash consideration, may not be less than 90% of the weighted average purchase price and, in any event, may not be less than the lowest of the purchase prices;
 - the afore-mentioned price limits may be waived both in the case of exchanges or transfers of treasury shares (or provision of guarantees over them) as part of the implementation of transactions related to business and/or commercial projects and/or in any case of interest to the Issuer or the Group, and in the case of the assignment and/or transfer, for consideration or free of charge, of shares or options on the same in relation to (i) compensation plans based on financial instruments pursuant to Article 114-bis of the TUF (in favour of, inter alia, directors, employees, collaborators, agents and consultants of the Company), and/or (ii) the issue of financial instruments convertible into shares and/or (iii) plans for the free assignment of shares to Shareholders and/or (iv) a public sale or exchange offer;
 - the Authorisation to dispose of the treasury shares, even before the purchases are exhausted, is given without time limit;
- d) the Board of Directors is granted all powers necessary to implement the above resolutions, also through special attorneys or special intermediaries, complying with any requests made by the competent Authorities”.

With reference to the fifth item on the agenda of ordinary part of the Shareholders' Meeting:

5. Appointment of the Independent Auditors for the period 2024-2032 and determination of the related consideration; inherent and consequent resolutions.

Dear Shareholders,

as is known, with the approval of the financial statements as at 31 December 2023, the statutory audit engagement assigned by the Shareholders' Meeting on 22 April 2015 to the independent auditors Deloitte & Touche SpA expires and the entire maximum nine-year period envisaged by art. 17 of Italian Legislative Decree no. 39 shall have lapsed. By law, therefore, this appointment cannot be renewed.

It should be noted that the procedure for the selection of the independent auditors was conducted under the constant supervision of the Board of Board of Statutory Auditors of the Company, in its capacity as Internal Control and Audit Committee pursuant to art. 19 of Italian Legislative Decree no. 39 of 27 January 2010, also taking into account that the Company qualifies as an SME pursuant to EU Reg. No. 537/2014 and EU Regulation 2017/1129.

The Company's Board of Statutory Auditors has therefore issued, pursuant to art. 16, par. 2 of EU Reg. 537/2014, its reasoned recommendation, which is attached to this Report, regarding the appointment of the statutory audit of the Company's accounts for the years from 2024 to 2032, containing no. 2 (two) possible assignment alternatives PriceWaterhouse Coopers S.p.A. and EY S.p.A. and a preference, duly justified, expressed by the Board of Board of Statutory Auditors for PriceWaterhouse Coopers S.p.A.

In compliance with the legislation and regulations in force, the Board of Directors, taking into account the reasoned recommendation of the Board of Board of Statutory Auditors, resolved, to the extent of its competence, to fully comply with the recommendation of the Board of Statutory Auditors and consequently to submit to the Shareholders' Meeting the proposal to assign the statutory audit of the Company for the years 2024 to 2032 to the independent auditors PriceWaterhouse Coopers S.p.A. Alternatively, if at the outcome of the vote on the aforementioned proposal the relevant resolution is not approved, the Board of Directors submits for the approval of the Shareholders' Meeting the proposed resolution on the appointment of the statutory auditors for the nine-year period 2024-2032, which adheres to the second preference contained in the Reasoned Recommendation of the Board of Statutory Auditors set forth in Annex A to this Report.

It should be noted that the Shareholders' Meeting must also approve the consideration due to the independent auditors for the entire duration of the appointment and any criteria for the Adjustments of this consideration, in compliance with the provisions of Italian Legislative Decree no. 39 of 27 January 2010 and Consob Communication no. DAC/RM/96003556 of 18 April 1996.

In light of the above, the Board of Directors therefore invites the Shareholders' Meeting called to adopt the following resolution relating to the appointment of the statutory audit of the accounts for the nine-year period 2024-2032, which matches the first preference contained in the reasoned Recommendation of the Board of Statutory Auditors reported in Annex A to this Report:

First proposal

"The shareholders' meeting of Servizi Italia S.p.A.,

- having acknowledged that with the approval of the financial statements as at 31 December 2023, the mandate to audit the Company's accounts assigned by the Shareholders' Meeting on 22 April 2015 to the independent auditors Deloitte & Touche SpA expires;*
- having acknowledged the Board of Directors' Report and the current legal and regulatory provisions;*
- having acknowledged the reasoned recommendation of the Board of Statutory Auditors relating to the appointment of the statutory audit of the Company's accounts for the years 2024 to 2032;*
- having regard for arts. 13 and 17 of Italian Legislative Decree no. 39 of 27 January 2010 and art. 16 of EU Reg. No. 537/2014;*

resolves

- to confer, pursuant to EU Regulation no. 537/2014 and Italian Legislative Decree no. 39 of 27 January 2010, to the company PriceWaterhouseCoopers S.p.A., for the nine-year period 1 January 2024 - 31 December 2032, according to the terms and methods indicated in the proposal for statutory audit services for the nine-year period 2024-2032 formulated by the auditing company in question, the assignment for:*
 - i) the statutory audit of the financial statements and the consolidated financial statements of Servizi Italia SpA, pursuant to arts. 14, paragraph 1, lett. a), 16 and 17 of Legislative Decree no. 39/10 and art. 10 of EU Reg. No. 537/2014;*

- ii) the verification, during each of the nine financial years, of the regular keeping of the company accounts and the correct recognition of the management events in the accounting entries, pursuant to art. 14 paragraph 1, lett. b), of Italian Legislative Decree no. 39/10;
 - iii) the limited statutory audit of the Company's condensed half-year financial statements for each of the nine interim periods closing from 30 June 2024 to 30 June 2032;
 - iv) the pronouncement of the assessment and the declaration required pursuant to art. 14, paragraph 2, lett. e) of Italian Legislative Decree no. 39/2010, including expressing an opinion on whether the annual financial report complies with the regulatory technical standards relating to the specification of the European Single Electronic Format (ESEF) for communication in accordance with Delegated Regulation (EU) 2019/815 of the European Commission, as well as the verification and pronouncement of the assessment required pursuant to art. 123-bis, paragraph 4 of Italian Legislative Decree no. 58/1998 and the verification required by art. 123-ter, paragraph 8-bis of Italian Legislative Decree no. 58/1998;
 - v) activities required for the filing of tax returns;
 - vi) assistance in interpreting the relevant IFRS accounting standards, also in the event of changes / updates to the same;
 - vii) the statutory audit of the reporting packages prepared for the purposes of consolidation, by the subsidiaries, directly or indirectly controlled by Servizi Italia SpA, selected at each reporting year, on the basis of the relevance that each of them assumes for the purposes of auditing the consolidated financial statements;
 - viii) the limited legal audit of the half-yearly reporting packages of Servizi Italia SpA and of its subsidiaries, selected at each reporting period, on the basis of the relevance that each of them assumes for the purposes of auditing the condensed half-yearly consolidated financial statements;
 - ix) verification activities on non-financial statements and on information pursuant to Italian Legislative Decree no. 254 and the related certifications, also taking into account the additional obligations envisaged by EU Directive no. 2022/2464 and art. 8 Regulation (EU) 2020/852;
 - x) verification of the translation into English of the annual and half-yearly financial reports of Servizi Italia SpA and of the non-financial statement and release of the translation of the related audit reports;
 - xi) the additional activities envisaged by the applicable rules, including regulations (by way of example, the filing of VAT returns, the TR (quarterly VAT refund) forms) and the provision of the Additional Report required by Article 11 of EU Regulation 537/2014;
- to determine the consideration due to the independent auditors PriceWaterhouseCoopers S.p.A. as amounting to Euro 198,000 plus VAT for each of the nine financial years from 2024 to 2032, with the following specifications:
- i) out-of-pocket expenses, in the amount incurred and in any case up to a maximum of 7% of the fee (with the sole exclusion of any travel expenses abroad of the Italian team), as well as any supervisory contribution due to Consob, will be added to the annual consideration indicated above;
 - ii) the fees will be adjusted annually, every 1 July, based on the total change in the ISTA cost of living index compared to the previous year, starting from 1 July 2026;
 - iii) the number of hours estimated for the performance of statutory audit activities for Servizi Italia SpA amounts, for each of the nine financial years from 2024 to 2032, to no. 1,554 hours for a total annual consideration of Euro 93,000 plus VAT, to which is added for the review of the reporting packages of foreign subsidiaries 980 hours for an annual fee of an additional Euro 40,000.00 plus VAT;
 - iv) the number of hours estimated for carrying out the activities of reviewing the sustainability reporting of Servizi Italia S.p.A. amounts, for each of the nine fiscal years from 2024 to 2032, to no. 670 hours against a total annual fee of Euro 65,000.00 plus VAT;
 - v) there is an additional cost quantified at Euro 2,000.00 plus VAT for each model for the signing of the VAT and TR models;

vi) in the event of exceptional or unforeseeable circumstances with respect to the time of the appointment (including, by way of example but not limited to, changes in the structure, activities and perimeter of Servizi Italia S.p.A. and the Servizi Italia Group, establishment of assets earmarked for a specific business, significant changes in accounting and auditing standards, new professional orientations) the remuneration may be adjusted to the final balance by decision of the administrative body in compliance with the criteria indicated in Consob Communication no. DAC/RM/96003556 of 18 April 1996, and subsequently communicated during the first Shareholders' Meeting called to approve the financial statements, with the clarification that an increase in the annual turnover of Servizi Italia S.p.A. of up to 15% with respect to the turnover expressed in the separate financial statements as of 31/12/2023, will not result in an increase in fees;

- to grant the Board of Directors, and on its behalf the Chairperson and the CEO, separately, all the broadest powers required to carry out all the formalities relating to the assignment of the new audit engagement to PriceWaterhouseCoopers S.p.A. and the execution of this decision.”

* * *

In the alternative, if at the outcome of the vote on the preceding proposal the relevant resolution is not approved, the Board of Directors will submit for approval of the Shareholders' Meeting the following proposed resolution on the appointment of the statutory auditors for the nine-year period 2024-2032, which adheres to the second preference contained in the Reasoned Recommendation of the Board of Statutory Auditors set forth in Appendix A to this report.

Second proposal

"The Shareholders' Meeting of Servizi Italia S.p.A.,

- having acknowledged that with the approval of the financial statements as of 31 December 2023, the mandate for the legal audit of the Company's accounts granted by the Shareholders' Meeting on 22 April 2015 to the auditing firm Deloitte & Touche S.p.A. expires;
- having acknowledged the Report of the Board of Directors and the applicable laws and regulations;
- having noted the Reasoned Recommendation of the Board of Statutory Auditors regarding the appointment of the Company's independent auditors for the fiscal years 2024 to 2032;
- having regard to Articles 13 and 17 of Legislative Decree No. 39 of 27 January 2010 and Article 16 of EU Reg. No. 537/2014;

resolves

- to grant, pursuant to EU Reg. No. 537/2014 and Legislative Decree No. 39 of 27 January 2010, to EY S.p.A., with respect to the nine-year period 1 January 2024 – 31 December 2032, in accordance with the terms and procedures set forth in the proposal for statutory audit services for the nine-year period 2024-2032 formulated by the same auditing firm, the appointment for:

i) the statutory audit of the statutory financial statements and consolidated financial statements of Servizi Italia S.p.A., pursuant to Articles 14, paragraph 1(a), 16 and 17 of Legislative Decree No. 39/10 and Article 10 of EU Reg. No. 537/2014;

ii) the activity of verifying during each of the nine fiscal years the proper maintenance of Company's accounts and the correct recognition of the operating events of the accounting records, pursuant to Article 14, paragraph 1, letter b), of Legislative Decree No. 39/10;

iii) the limited statutory audit of the condensed interim financial statements of the Company for each of the nine interim periods ending 30 June 2024 to 30 June 2032;

iv) the expression of the opinion and statement required pursuant to Article 14, paragraph 2, letter e) of Legislative Decree No. 39/2010, including the expression of the opinion on the compliance of the annual

financial report with the regulatory technical standards relating to the specification of the European Single Electronic Format (ESEF) pursuant to Delegated Regulation (EU) 2019/815 of the European Commission, as well as the verification and expression of the opinion required pursuant to Article 123-bis, paragraph 4 of Legislative Decree No. 58 /1998 and the verification required by Article 123-ter, paragraph 8-bis of Legislative Decree no. 58/1998;

v) activities aimed at the signing of tax returns;

vi) assistance in the interpretation activities of the relevant IFRS accounting standards, including in the event of supervening evolutions/updates;

vii) the legal audit of the reporting packages prepared for consolidation purposes, by the subsidiaries, directly or indirectly by Servizi Italia S.p.A., selected each reporting year, based on the relevance of each of them to the audit of the consolidated financial statements;

viii) the limited legal audit of the Servizi Italia S.p.A.'s half-yearly reporting packages and its subsidiaries, selected at each reporting period, based on the relevance that each of them assumes for the purposes of the audit of the condensed consolidated half-yearly financial statements;

ix) the verification activities on the non-financial statements and information referred to in Legislative Decree No. 254 of 30 December 2016 and the related attestations, also taking into account the additional requirements of EU Directive No. 2022/2464 and Article 8 Regulation (EU) 2020/852;

x) the verification of the translation into English of the annual and half-yearly financial report of Servizi Italia S.p.A. and the non-financial statement and issuance of the translation of the related audit reports;

xi) the additional activities provided for by the applicable rules, including regulatory rules (by way of example, the signing of the VAT return, TR forms and the preparation of the Additional Report provided for in Article 11 of EU Regulation 537/2014 and the preparation of the Additional Report provided for in Article 11 of EU Regulation 537/2014);

- to determine the fee payable to the auditing firm EY S.p.A. in the total amount of Euro 197,800.00 plus VAT for each of the nine fiscal years from 2024 to 2032, with the following specifications:

(i) ancillary expenses will be added to the above annual fee in the flat rate of 8% of the fee, as well as any supervisory fee due to Consob;

(ii) the fees will be adjusted annually, every 1 July, based on the total change in the ISTA cost of living index from the previous year, starting 1 July 2026;

(iii) the number of hours estimated for the performance of the statutory audit activities with respect to Servizi Italia S.p.A. amounts, for each of the nine fiscal years from 2024 to 2032, to no. 1,610 hours against a total annual fee of Euro 92,000.00 plus VAT, to which is added for the audit of the reporting packages of the subsidiaries no. 890 hours against an annual fee of an additional Euro 66,000.00 plus VAT;

(iv) the number of hours estimated for carrying out the review of the sustainability reporting activities of Servizi Italia S.p.A. amounts, for each of the nine fiscal years from 2024 to 2032, to no. 550 hours against a total annual fee of Euro 39,800.00 plus VAT;

v) an additional cost quantified at Euro 1,500.00 plus VAT for each stamp of approval is envisaged for the signing of VAT compliance visas;

vi) in the event of exceptional or unforeseeable circumstances with respect to the time of the appointment (such as to result in a significant change in the audit activities) the remuneration may be adjusted to the final balance by decision of the administrative body in compliance with the criteria indicated in Consob Communication no. DAC/RM/96003556 of 18 April 1996, and subsequently communicated during the first Shareholders' Meeting called to approve the financial statements, with the clarification that a lump-sum abatement will take place on these fees up to a maximum amount equal to 10% of the fees recognized by the Company, and that in any case, changes in audit activities attributable to a mere endogenous growth in the revenues of the companies in scope of up to 15% of the revenues resulting from the corresponding financial statements as of 31/12/2023 will not give rise to requests for additional fees;

- to grant the Board of Directors, and on its behalf the Chairperson and the CEO, separately, all the broadest powers required to carry out all the formalities relating to the assignment of the new audit engagement to EY S.p.A. and the execution of this decision.

With reference to the first item on the agenda of the extraordinary part of the Shareholders' Meeting:

1. Proposal to amend articles 2 and 11 of the Company's Articles of Association; related and consequent resolutions.

Dear Shareholders,

The proposed amendments to the Articles of Association and the related reasons are illustrated below, presenting in comparative form the text of the current articles of the Articles of Association and, in bold in the adjacent column, the proposed amendment that would be put forward.

1.1. Amendment to article 2 and article 11 of the Articles of Association

With reference to the proposed amendment to Article 2 of the Articles of Association, it should be noted that the proposed amendment is essentially aimed at rationalizing the wording of the article of the Articles of Association pertaining to the declination of the corporate purpose of Servizi Italia, eliminating certain repetitions, inserting some modest clarifications of a formal and non-substantial nature in light of the activities carried out by the Company both directly and indirectly through its subsidiaries, expressly mentioning activities already included in the corporate purpose and regularly carried out by the Servizi Italia Group, in order to ensure greater clarity and intelligibility of the article in comment of the Articles of Association.

With reference to the proposed amendment to Article 11 of the Articles of Association, it should be noted that the proposed amendment is essentially aimed at incorporating in the Articles of Association the rights regarding participation in the Shareholders' Meeting through the designated representative envisaged by the recent regulatory changes introduced by Law no. 21 of 5 March 2024, which reads as follows *"Actions to support the competitiveness of capital and mandate to the Government for the organic reform of the provisions on capital markets contained in the consolidated act pursuant to Legislative Decree no. 58 of 24 February 1998, and the provisions on joint-stock companies contained in the Italian Civil Code also applicable to issuers"* (so-called **"Legge Capitali"** (Equity Law)) published in the Official Gazette of 12 March 2024, in the wake of what was *legally* permitted by the law issued to deal with the epidemiological COVID-19 emergency and, in particular, by Article 106 of Italian Legislative Decree no. 18 of 17 March 2020, converted with amendments by Law no. 27 of 24 April 2020 (so-called Cura Italia Decree), the effectiveness of which was extended over time, most recently with Italian Legislative Decree no. 215 of 30 December 2023de (so-called *"Decreto Milleproroghe 2024"* (annual decree extending the life of various government measures), converted with Law no. 18 of 23 February 2024 and with the Legge Capitali (Equity Law).

1.1.1 Reasons and illustration of the amendment to the Articles of Association proposed for adoption

With reference to the proposed amendment to Article 2 of the Articles of Association, as anticipated, said proposal pertains to the insertion of formal and non-substantial clarifications in the corporate purpose aimed at rationalizing the description of the corporate purpose, having regard to the activities carried out by the Company, including through its subsidiaries, and is functional to ensure greater clarity and intelligibility of the article in comment of the Articles of Association; in any case, the tenor of the proposed clarifications does not entail any change in Company's business.

With reference to the proposed amendment to Article 11 of the Articles of Association, as is well-known, Article 106 of the Cura Italia Decree, *inter alia*, allows companies with listed shares the right, for the ordinary or extraordinary shareholders' meetings, to designate the designated representative envisaged by art. 135-*undecies* of the Consolidated Finance Act, also in derogation of the provisions of the articles of Association, as well as prescribing that the notice of call indicate that attendance of the shareholders' meeting may take place exclusively through the designated representative pursuant to art. 135-*undecies* of the Consolidated Finance Act, with the possibility of granting the same powers or sub-proxies pursuant to art. 135-*novies* of the Consolidated Finance Act and in derogation of art. 135-*undecies*, paragraph 4, of the Consolidated Finance Act.

This rule, introduced during the period of the pandemic emergency in order to reconcile the right of shareholders to participate and vote in the shareholders' meeting with the security measures imposed as a result of the COVID-19 pandemic, with effectiveness limited to shareholders' meetings called by 31 July 2020 or by the next date when the state of emergency in the national territory relating to the health risk related to the COVID-19 pandemic was in force, was subsequently extended over time, most recently with art. 3, paragraph 12-*duodecies* of the Milleproroghe Decree 2024 (which extended the term of application of the rules governing the functioning of shareholders' meetings set forth in art. 106 of the Cura Italia Decree to the meetings held up until 30 April 2024) and with art. 11, paragraph 2, of the Legge Capitali (which deferred the term of application of the rules governing the functioning of shareholders' meetings set forth in art. 106 of the Cura Italia Decree to the shareholders' meetings held up until 31 December 2024).

As also emerges from the most recent Reports on *corporate governance* of Italian listed companies published by Consob, the method of attending and voting at shareholders' meetings exclusively through the designated representative has become the preferred method for holding company shareholders' meetings in recent years: in fact, Consob has how during 2022, 83% of the shareholders' meetings were held without the physical attendance of the shareholders and through the exclusive granting of proxies to a designated representative (the figure has climbed to 93% for shareholders' meetings held up until 31 July), while in 2021 and in previous year almost all shareholders' meetings (95% of cases) were held without the physical attendance of shareholders, who transferred their voting rights to the designated representative.

Having acknowledged the success of this institute in normal practice and the evolution, for some time now, of the decision-making model adopted by shareholders in listed companies, the legislator, with art. 11 of the Legge Capitali introduced the new art. 135-*undecies*.1 of the Consolidated Finance Act, the first paragraph of which, applicable to companies with listed shares and companies with shares admitted to trading on a multilateral trading system, prescribes that *"The articles of Association may allow attendance at shareholders' meeting and the exercise of voting rights to take place exclusively through the representative appointed by the company pursuant to Article 135-undecies. The designated representative may also be granted proxies or sub-proxies pursuant to Article 135-novies, as an exception to Article 135-undecies, paragraph 4"*.

The new art. 135-*undecies*.1 of the Consolidated Finance Act then defines the rules applicable to cases of attendance and voting at the shareholders' meeting exclusively through the designated representative, clarifying that in such cases:

- (i) the submission of resolution proposals at the shareholders' meeting is not permitted (paragraph 2);
- (ii) without prejudice to what the integration of art. 126-*bis*, paragraph 1, first sentence, of the Consolidated Finance Act Law on Finance entails, those who have the right to vote may individually submit decision proposals on the items on the agenda, meaning proposals whose presentation is in any case permitted by law, by the fifteenth day prior to the date of the first or

sole call of the shareholders' meeting, specifying that these decision proposals are made available to the public on the company *website* within two days of the above due date and that to be entitled to submit individual decision proposals is subject to the Company receiving the communication required by Article 83-*sexies* of the Consolidated Finance Act (in other words the communication certifying the right to attend the shareholders' meeting and to exercise voting rights, made by the broker, in compliance with its accounting entries, in favour of the party entitled to vote) (paragraph 2);

- (iii) the right to ask questions pursuant to art. 127-*ter* of the Consolidated Finance Act is exercised only before the Shareholders' Meeting and the company shall provide answers to the questions received at least three days prior to the Shareholders' Meeting (paragraph 3).

Also in light of recent shareholders' meetings, it is therefore proposed to include the aforementioned statutory right introduced by the recent Legge Capitali amending art. 11 of the Articles of Association and granting the Board of Directors of the Company both the right to appoint, in the notice of call for each Shareholders' Meeting, a designated representative pursuant to Article 135-*undecies* of the Consolidated Finance Act, and the right that participation in the Shareholders' Meeting and the exercise of voting rights take place exclusively through the representative appointed by the Company pursuant to art. 135-*undecies* of the Consolidated Finance Act.

It should be noted that the introduction of the aforementioned statutory right envisaged by art. 135-*undecies*.1 of the Consolidated Finance Act does not entail the obligation for the Company to make use, from now on, of the designated representative pursuant to art. 135-*undecies* of the Consolidated Finance Act, but would instead allow the Board of Directors of the Company to decide the Shareholders' methods of participation and exercise of the right in the Shareholders' Meeting, for each Shareholders' Meeting, with the right to avail itself, where appropriate, and even exclusively, of the services of the representative appointed by the Company pursuant to Article 135-*undecies* of the Consolidated Finance Act.

1.1.2 Comparison of the articles of the Articles of Association whose amendment is proposed.

Current text	Proposed text
<u>Article 2</u>	<u>Article 2</u>
<p><u>SERVIZI ITALIA S.P.A.</u></p> <p>2.1 The purpose of the company is:</p> <p>(a) the design, construction, refurbishing, installation, maintenance and management of sterilization centres, high-level disinfection operating units and laundry facilities for health and civil use, including laundry for hotel use, sterilization, high disinfection and the like; as well as the design and provision of integrated services for the supply, rental, reconditioning, sterilization, high-level disinfection and logistics of reusable and / or single-use devices and reusable and / or single-use medical devices in the public and private health and social care sectors;</p> <p>(b) the acquisition of contracts (i) for the washing of linen, mattresses, personal protective</p>	<p><u>SERVIZI ITALIA S.P.A.</u></p> <p>2.1 The purpose of the company is:</p> <p>(A) the design, construction, refurbishing, installation, maintenance, and management of sterilization plants, high-level disinfection operating units, and laundry facilities for health, and civil and hotel use, including hotel laundry, sterilization, high disinfection, and the like; as well as the (B) design and provision of integrated services of supply, rental, reconditioning, sterilization, high disinfection, and logistics of linen, reusable and/or disposable devices and reusable and/or disposable medical devices in public and private health and social welfare;</p> <p>(C) the acquisition of contracts, within the healthcare, civil and hotel sector, for the</p>

<p>equipment and work clothing; (ii) sterilization of linen, work clothing (including personal protective equipment), surgical instruments and hospital equipment (including medical devices in general) on behalf of public (hospitals, municipalities, etc.) and private facilities, for healthcare and civil purposes, including activities relating to the hotel sector, including the collection and return of linen, mattresses, work clothes (including personal protective equipment), management and organization of its own wardrobe and warehouse and of those of third parties, also with the right to have these laundry services performed by third parties, (iii) also including the possible supply of linen and mattresses, work clothes (including personal protective equipment), surgical instruments and in general rented surgical instruments and medical devices (iv) as well as the supply of disposable materials, professional footwear, personal protective equipment and healthcare accessories; (v) of auxiliary activities;</p> <p>(c) development, production and supply and marketing of medical items and devices in general, medical devices consisting of sterile sets for operating room, consisting of reusable linen and gowns in cotton or other fibres; sterilization of sterile sets for operating rooms consisting of reusable linen and gowns made of cotton or other fibres; high endoscope disinfection, sterilization sets for operating rooms consisting of reusable surgical instruments and accessories, with or without rental of the same; collection of products to be sterilized and return of sterile products to the usage centres;</p> <p>(d) acquisition, brokerage, sale, production and development of medical devices, with the possibility of offering and providing technical support services for the management of supplies relating to medical devices;</p> <p>(e) the road haulage of goods, including waste of any kind, on behalf of third parties; storage services for third parties, private individuals and public entities, at the Company's and third-party storage facilities;</p> <p>(f) internal hospital transport;</p>	<p>following activities and with the possibility to make use of third-party suppliers for the performance of related services: (I) for the washing, disinfection and sterilization of linen, mattresses, textile set for operating rooms, personal protective equipment and work clothing; (ii) for the sterilization of linen, work clothing (including personal protective equipment), including tailoring and mending services for the same products; (II) washing, disinfection and sterilization of surgical instruments, sterile sets of surgical instrumentation and healthcare equipment (including medical devices in general) on behalf of public facilities (hospitals, municipalities, etc.) and private facilities, for health and civil use, including the activity referred to the hotel sector, including the collection and return of; high disinfection of endoscopes; (III) integrated logistics (transportation, distribution with pick-up and delivery, wardrobe and warehouse management and organization) on own account and for third parties of linens, mattresses, sterile sets of drapes and surgical instrumentation for operating rooms, personal protective equipment and work clothes; (IV) supply, including rental, of linen, mattresses, work clothing (including personal protective equipment), the management and organization of the wardrobe and warehouse on its own account and for third parties, with the right to use for the performance of services also third party laundry, (iii) including, in addition, the possible supply of linen and mattresses, work clothing (including personal protective equipment), surgical instruments and in general surgical instruments for hire and medical devices (iv) as well as, workwear, surgical instruments the supply of disposable materials, professional footwear, accessories for healthcare use and medical devices in general; personal protective equipment and accessories for medical use; (v) of ancillary activities;</p> <p>(c) (D) development, production and supply marketing of health care items and devices in</p>
--	---

<p>(g) logistics, warehouse management, transport and product distribution; cleaning, disinfestation and sanitation services for premises, equipment and furnishings;</p> <p>(h) management of Healthcare and Hospital treasury services;</p> <p>(i) the management and provision of canteen and food services for public and private entities;</p> <p>(j) the incineration of waste, the management and maintenance of heating systems;</p> <p>(k) installation, maintenance and repair of equipment for washing, disinfection and sterilization of electro medical equipment; production, repair and maintenance of medical devices and diagnostic, surgical and electro-medical equipment;</p> <p>(l) "turnkey" supply, global service, project financing, partnerships in the management of public and private health facilities (including supply for critical health areas, including operating theatres).</p> <p>2.2 The company may also participate in temporary associations of companies envisaged by law for public supplies and public services, and / or in the capital of companies, including social cooperatives pursuant to Law no. 381 of 8/11/1991, as well as the funding and development of the activities of these cooperatives; it may also participate in consortia even with external activities, pursuant to Article 2602 and following of the Italian Civil Code. The company may carry out its activities in Italy and abroad, both within the EU and outside the EU, with the possibility of establishing, modifying or closing branches, sub-branches, agencies or local units, whatever their denomination.</p> <p>2.3 The collection of savings from the public and the purchase and sale of financial instruments offered to the public as governed by the Consolidated Law on Financial Intermediation is expressly excluded from the company activities. (Italian Legislative Decree no. 58 of 24 February 1998). The Company may also not engage in the recruitment of equity investments, the granting of loans in any form and the provision of payment and brokerage services to the public</p>	<p>general, rental (even through e-commerce computer platform) of linen, medical devices consisting of textile sterile sets composed of drapes and reusable gowns made of cotton or other fibers; sterilization of sterile operating room sets composed of drapery and reusable gowns made of cotton or other fibers; high endoscope disinfection, sterilization of sterile operating room sets composed of and reusable surgical instruments for operating theatres and healthcare items and devices in general;</p> <p>Consulting, training and technical support services for the management of said supplies;</p> <p>(E) transformation of textile products and by-products produced from washing-rental services and tailoring activities into rags and cloth and their sale.</p> <p>(F) recovery of textile waste for the production of rags and cloth and their sale.</p> <p>(G) installation, maintenance and repair of equipment for washing, disinfection, sterilization, electro medical equipment also for diagnostics, surgery and endoscopy.</p> <p>(H) commercial exploitation, in any form, of measurement and process instruments, sterilization products and accessories for preventive care, hygiene and diagnosis, as well as validation, assistance, certification, maintenance, technical assistance and training in all sectors that adopt procedures and instruments for the control and measurement of heating and sterilization processes, as well as the purchase, use and transfer of patents and other works of human ingenuity, market research and processing of the data for the benefit of the Company and on behalf of third parties, the granting and acquisition of franchises and commercial exploitation licenses.</p> <p>(I) auxiliary services, including home services, both related to personal assistance and providing support for health and social health facilities, such as: assistance to patients, transport of drugs, biological material, food, tableware, linen, analyses and medical records,</p>
---	---

and any other activity referred to in Article 106 of the Consolidated Law on Banking (Italian Legislative Decree no. 385 of 1/9/1993). Any activity that is reserved to members of professional registers is also strictly excluded.

2.4 For the purposes of achieving the corporate purpose, the company may also carry out all securities and real estate transactions and any other activity that will be deemed necessary or useful, take out loans and access any type of credit and / or financial lease, grant collateral and personal guarantees, pledges, special privileges and retention of title, even free of charge, in their own interest.

treatment of special waste, portorage services and small removals.

(J) acquisition of concessions, also through forms of public-private partnerships (ppp), for the "turnkey" supply and management, including auxiliary and support services, of public and private health facilities (including critical health areas such as operating theatres and endoscopy plates).

(K) road haulage services for both public and private third parties of heat disinfection and sterilization of waste, including hospital waste, in both public and private sectors.

(L) road haulage services, ~~including waste of any kind,~~ for third parties, warehousing services for third parties at the company's and third-party storage facilities, in both public and private sectors.

(M) logistics, warehouse management, internal transport and distribution of products, including pharmaceuticals, in the health and civil sectors, both public and private.

(N) cleaning, disinfestation and sanitation services for premises, equipment and furnishings.

(O) management of both public and private healthcare sector treasury services.

(P) the management and provision of canteen and food services in the public and private healthcare sector.

(Q) the management and maintenance of heating systems.

the organization and management of courses, lectures, seminars, debates and conferences for training, refresher and additional training for individual professional figures or specialists, also with the aim of raising the level of performance, as well as carrying out research within the scope of the company's activities

(R) The organization and management of courses, lectures, seminars, debates and conferences for professional training and update for individual professional figures or

specializations, including for the purpose of raising the level of performance, as well as conducting research in the fields of activity exercised by the Company.

2.2 For the realization of this object, the Company may by way of example:

(i) assume interests and shareholdings, in any form, in Italian and foreign companies of any type and object;

(ii) participate in any form in the establishment and management of other corporations, including stock companies or cooperatives, including the subscription, payment, purchase and sale of shares or quotas or bonds of the aforesaid companies;

(iii) take on the concession in contracting of works, services and supplies in Italy and abroad, whether from private individuals or from the state, public administrations, public bodies, companies or corporations in general;

(iv) enter into contracts and agreements with public administrations and private individuals;

(v) to hire, lease, including financial lease, rent, loan, construct, reconstruct and purchase property, plant machinery and equipment; to lease, rent, lease, loan, loan, lease, dispose of, including at redemption to third parties, the assets described in this paragraph;

(vi) give membership and participation in economic and consortial entities, groupings and bodies;

vii) to take out loans and access any type of credit and/or leasing operation, to grant collateral, personal guarantees, pledges, special privileges and covenants of reservation of domain, even free of charge, in its own interest;

viii) to take participations in social cooperatives, pursuant to Article 11 of Law 381/91 to which financing may also be granted for the purpose of developing their activities.

2.3 The company may carry out any other activity related and akin to those listed above as well as perform all acts and enter into all contractual transactions of a real estate, movable, industrial, commercial and financial nature necessary or useful for the realization of

	<p>its corporate purpose and in any case whether directly or indirectly pertaining to the same.</p> <p>The company may carry out its activities in national and international territory, both EU and non-EU, with the possibility of establishing, modifying or suppressing branches, subsidiaries, agencies or local units however denominated.</p> <p>2.3 It is expressly excluded from the corporate activity the collection of savings from the public and the purchase and sale through offer to the public of financial instruments governed by the T.U.I.F. (Legislative Decree 24/2/1998 no. 58), as well as the exercise towards the public of the activities of taking equity investments, granting loans in any form, providing payment services and foreign exchange brokerage and any other activity referred to in Article 106 T.U.L.B. (Legislative Decree 1/9/1993 no. 385). Any activity that is reserved for members in professional registers is also strictly excluded.</p>
<p><u>Article 11</u></p>	<p><u>Article 11</u></p>
<p>11.1 The Shareholders' Meeting represents all the members and its resolutions, taken in accordance with the law and the Articles of Association, are binding for all shareholders.</p> <p>The Company's Shareholders' Meeting, both ordinary and extraordinary, is convened, pursuant to law and the Article of Association, by the Board of Directors, even in a place other than the registered offices, provided that it is in Italy or in another member state of the European Union, by means of a notice to be published, within the legal terms, on the Company's website as well as in the manner provided for by Consob regulations pursuant to Article 113-ter, paragraph 3, of the CFA.</p> <p>11.3 The Ordinary Shareholders' Meeting is convened at least once a year within one hundred and twenty days of the end of the financial year. The Shareholders' Meeting may be convened within one hundred and eighty days of the end of the financial year if the legal conditions for the exercise of this right are met. The Shareholders' Meeting may be convened by the Board of Directors at the request of</p>	<p>11.1 The Shareholders' Meeting represents all the members and its resolutions, taken in accordance with the law and the Articles of Association, are binding for all shareholders.</p> <p>The Company's Shareholders' Meeting, both ordinary and extraordinary, is convened, pursuant to law and the Article of Association, by the Board of Directors, even in a place other than the registered offices, provided that it is in Italy or in another member state of the European Union, by means of a notice to be published, within the legal terms, on the Company's website as well as in the manner provided for by Consob regulations pursuant to Article 113-ter, paragraph 3, of the CFA.</p> <p>11.3 The Ordinary Shareholders' Meeting is convened at least once a year within one hundred and twenty days of the end of the financial year. The Shareholders' Meeting may be convened within one hundred and eighty days of the end of the financial year if the legal conditions for the exercise of this right are met. The Shareholders' Meeting may be convened by the Board of Directors at the request of</p>

<p>shareholders representing at least one twentieth of the share capital or, subject to prior notification to the Chairman of the Board of Directors, by the Board of Statutory Auditors or by at least two members of the same.</p> <p>11.4 Shareholders who, even jointly, represent at least one-fortieth of the Company's share capital, may request, within the terms, in the manner and within the limits prescribed by the regulations in force on a case by case basis, the addition to the list of items to be discussed, indicating in the request the additional items proposed by them or submit new proposals for resolutions on items already on the agenda. All requests must be submitted in writing. Additions to the list of topics to be discussed by the Shareholders' Meeting shall be notified, following the request detailed in the previous paragraph, in the manner prescribed for the publication of the notice of call, at least fifteen days prior to the date set for the meeting. Requests to add to the list of items to be discussed, pursuant to this paragraph, are not permitted for items on which the shareholders' meeting, as required by law, resolves based on proposals made by the directors or on the basis of a project or a report prepared by them, other than those referred to in Article 125-ter, first paragraph, of the CFA. Shareholders who request additions to the agenda must prepare a report on the items they propose to discuss. The report must be submitted to the administrative body by the deadline for submitting the request for additional suggestions. The Board of Directors will make available to the public the report, together with its own evaluations, at the same time as the notification for additional suggestions is published, making it available at the Company's registered office, on the Company's website and in accordance with the other procedures provided for by the relevant Consob regulations in force.</p> <p>11.5 The notice of call must indicate the date, time and place of the meeting as well as the list of items on the agenda to be discussed and other information required by current legislation and</p>	<p>shareholders representing at least one twentieth of the share capital or, subject to prior notification to the Chairman of the Board of Directors, by the Board of Statutory Auditors or by at least two members of the same.</p> <p>11.4 Shareholders who, even jointly, represent at least one-fortieth of the Company's share capital, may request, within the terms, in the manner and within the limits prescribed by the regulations in force on a case by case basis, the addition to the list of items to be discussed, indicating in the request the additional items proposed by them or submit new proposals for resolutions on items already on the agenda. All requests must be submitted in writing. Additions to the list of topics to be discussed by the Shareholders' Meeting shall be notified, following the request detailed in the previous paragraph, in the manner prescribed for the publication of the notice of call, at least fifteen days prior to the date set for the meeting. Requests to add to the list of items to be discussed, pursuant to this paragraph, are not permitted for items on which the shareholders' meeting, as required by law, resolves based on proposals made by the directors or on the basis of a project or a report prepared by them, other than those referred to in Article 125-ter, first paragraph, of the CFA. Shareholders who request additions to the agenda must prepare a report on the items they propose to discuss. The report must be submitted to the administrative body by the deadline for submitting the request for additional suggestions. The Board of Directors will make available to the public the report, together with its own evaluations, at the same time as the notification for additional suggestions is published, making it available at the Company's registered office, on the Company's website and in accordance with the other procedures provided for by the relevant Consob regulations in force.</p> <p>11.5 The notice of call must indicate the date, time and place of the meeting as well as the list of items on the agenda to be discussed and other information required by current legislation and</p>
--	--

<p>regulations. The same notice may indicate the day, time and place for any meetings subsequent to the first if the previous ones are not attended.</p> <p>11.6 Pursuant to Article 135-undecies of Italian Legislative Decree no. 58 of 24 February 1998, the Company does not designate a person to whom shareholders may grant a proxy with voting instructions for participation in the Shareholders' Meeting.</p>	<p>regulations. The same notice may indicate the day, time and place for any meetings subsequent to the first if the previous ones are not attended.</p> <p>11.6 Pursuant to Article 135 undecies of Legislative Decree no. 58 of 24 February 1998, the Company does not designate a person to whom the shareholders may grant a mandate with voting instructions for participation in the Shareholders' Meeting, unless the Board of Directors, for one or more specific Shareholders' Meetings, has resolved on this appointment by giving notice of it in the notice of call of the Shareholders' Meeting in question.</p> <p>The Board of Directors may also provide in the notice of call of one or more specific Shareholders' Meetings that participation in the Shareholders' Meeting and the exercise of voting rights take place exclusively through the representative designated by the Company in compliance with the legislation - including regulations - in force at any one time.</p>
---	--

1.1.3 Assessment of possibility of triggering the right of withdrawal

The amendment to Article 2 and Article 11 of the Articles of Association referred to in this Report does not entail the right of withdrawal pursuant to Article 2437 of the Italian Civil Code for the Shareholders of the Company who did not contribute to the resolution covered by this Report.

1.1.4 Decision-making process followed in formulating the proposed amendment to the Articles of Association

The proposed amendments to the Articles of Association referred to in this Report were approved by the Board of Directors on 14 March 2024.

The decision was taken directly by the Board of Directors, as these are matters outside the remit of the internal committees.

1.1.5 Proposed resolution on item 1 on the agenda of the Extraordinary Shareholders' Meeting.

In light of the above, we submit for your approval the following decision proposal:

"The Extraordinary Shareholders' Meeting of Servizi Italia SpA, having examined the proposed amendments to the Articles of Association and having noted the report of the Board of Directors and the proposal formulated therein:

RESOLVES

1) to amend Article 11 of the Articles of Association, which will therefore adopt the following wording:

2.1 The purpose of the Company is:

- (A) the design, construction, refurbishing, installation, maintenance and management of sterilization centres, high-level disinfection operating units and laundry facilities for sanitary, civil and hotel use;

- (B) *the design and provision of integrated services for the supply, rental, reconditioning, sterilization, high-level disinfection and logistics of linen, reusable and / or disposable devices and reusable and / or disposable medical devices in the public and private healthcare and social care sectors;*
- (C) *the acquisition of contracts in the healthcare, civil and hotel sectors with public and private facilities for the following activities and with the right to make use of third- party suppliers for the performance of the related services:*
 - (I) *washing, disinfection and sterilization of linen, mattresses, sterile sets of linen for operating theatres, personal protective equipment and work clothing, including tailoring and mending services for the same products;*
 - (II) *washing, disinfection and sterilization of surgical instruments, sterile sets of surgical instruments, and health equipment (including medical devices in general); high disinfection of endoscopes;*
 - (III) *integrated logistics (transport, distribution with collection and delivery, management and organization of wardrobes and warehouses) on their own behalf of that of third parties of linen, mattresses, sterile sets of linen and surgical instruments for operating theatres, personal protective equipment and work clothes;*
 - (IV) *supply, even for hire, of linen, mattresses, personal protective equipment, work clothing, surgical instruments, disposable materials, professional footwear, accessories for healthcare use and medical devices in general;*
- (D) *development, production, marketing (also through e-commerce IT platforms) and rental of linen, medical devices consisting of sterile sets of drapes and surgical instruments for operating theatres and sanitary items and devices in general; consulting, training and technical support services for the management of these supplies.*
- (E) *transformation of textile products and by-products produced from washing-rental services and tailoring activities into rags and cloth and their sale.*
- (F) *recovery of textile waste for the production of rags and cloth and their sale.*
- (G) *installation, maintenance and repair of equipment for washing, disinfection, sterilization, electro medical equipment also for diagnostics, surgery and endoscopy.*
- (H) *commercial exploitation, in any form, of measurement and process instruments, sterilization products and accessories for preventive care, hygiene and diagnosis, as well as validation, assistance, certification, maintenance, technical assistance and training in all sectors that adopt procedures and instruments for the control and measurement of heating and sterilization processes, as well as the purchase, use and transfer of patents and other works of human ingenuity, market research and processing of the data for the benefit of the Company and on behalf of third parties, the granting and acquisition of franchises and commercial exploitation licenses.*
- (I) *auxiliary services, including home services, both related to personal assistance and providing support for health and social health facilities, such as: assistance to patients, transport of drugs, biological material, food, tableware, linen, analyses and medical records, treatment of special waste, portering services and small removals*
- (J) *acquisition of concessions, also through forms of public-private partnerships (ppp), for the "turnkey" supply and management, including auxiliary and support services, of public and private health facilities (including critical health areas such as operating theatres and endoscopy plates).*
- (K) *road haulage services for both public and private third parties of heat disinfection and sterilization of waste, including hospital waste, in both public and private sectors.*
- (L) *road haulage services for third parties, warehousing services for third parties at the company's and third-party storage facilities, in both public and private sectors.*
- (M) *logistics, warehouse management, internal transport and distribution of products, including pharmaceuticals, in the health and civil sectors, both public and private.*
- (N) *cleaning, disinfestation and sanitation services for premises, equipment and furnishings.*
- (O) *management of both public and private healthcare sector treasury services.*
- (P) *the management and provision of canteen and food services in the public and private healthcare sector.*
- (Q) *the management and maintenance of heating systems.*

- (R) the organization and management of courses, lectures, seminars, debates and conferences for training, refresher and additional training for individual professional figures or specialists, also with the aim of raising the level of performance, as well as carrying out research within the scope of the company's activities

To achieve this purpose, the Company may, by way of example:

- i) acquire interests and equity investments, in any form, in Italian and foreign companies of any type and purpose;
- ii) participate in any form in the establishment and management of other joint-stock companies or cooperatives, including the subscription, payment, purchase and sale of shares or quotas or obligations of the aforementioned companies
- iii) accept contract work for works, civil works, services and supplies in Italy and abroad, from both private or state entities, public administrations, public institutions, companies or general enterprises;
- iv) sign contracts and agreements with public administrations and private parties;
- v) rent, lease, including financial leasing, property leases, gratuitous leases, build, reconstruct and purchase property, plant, machinery and equipment; lease out, rent out, sell, also as a gratuitous loan for use or as rental to third parties, and transfer also as a form of redemption to third parties the assets described under this paragraph;
- vi) subscribe to and participate in economic and consortium entities and bodies;
- vii) take out mortgages and access any type of credit and / or financial lease, grant collateral, personal guarantees, pledges, special privileges and retention of title, even free of charge, in the company's interest;
- viii) acquire equity investments in social cooperatives, pursuant to art. 11 of Law 381/91 to which loans may also be granted for the purpose of developing their activities.

the company may carry out any other activity connected and akin to those listed above as well as carry out all the acts and conclude all the contractual transactions of a real estate, intangible, industrial, commercial and financial nature necessary or useful for the fulfilment of its corporate purpose that may in any case be both directly and indirectly related to the same.

the company may carry out its activities in national and international contexts, both in and outside the European Union, with the possibility of establishing, modifying or closing branches, sub-branches, agencies or local units whatever their denomination.

the collection of savings from the public and the purchase and sale of financial instruments governed by the Consolidated Law on Financial Intermediation (Italian legislative decree no. 58 of 24 February 1998) is expressly ruled out from the company's activities, as well as the performing of activities involving the purchase of equity investments, the granting of loans under any form, the provision of payment and exchange brokerage services to the public and any other activity referred to in Article 106 of the Consolidated Law on Banking (Italian Legislative Decree no. 385 of 1/9/1993), and any activity that is reserved for members of professional registers is also excluded.

2) to amend Article 11 of the Articles of Association, which will therefore take the following wording:

Article 11

"11.1 The Shareholders' Meeting represents all the members and its resolutions, taken in accordance with the law and these Articles of Association, are binding for all shareholders.

The Company's Shareholders' Meeting, both ordinary and extraordinary, is convened, pursuant to law and the Article of Association, by the Board of Directors, even in a place other than the registered offices, provided that it is in Italy or in another member state of the European Union, by means of a notice to be published, within the legal terms, on the Company's website as well as in the manner provided for by Consob regulations pursuant to Article 113-ter, paragraph 3, of the CFA.

11.3 The Ordinary Shareholders' Meeting is convened at least once a year within one hundred and twenty days of the end of the financial year. The Shareholders' Meeting may be convened within one hundred and eighty days of the end of the financial year if the legal conditions for the exercise of this right are met. The Shareholders' Meeting may be convened by the Board of Directors at the request of shareholders representing

at least one twentieth of the share capital or, subject to prior notification to the Chairman of the Board of Directors, by the Board of Statutory Auditors or by at least two members of the same.

11.4 Shareholders who, even jointly, represent at least one-fortieth of the Company's share capital, may request, within the terms, in the manner and within the limits prescribed by the regulations in force on a case by case basis, the addition to the list of items to be discussed, indicating in the request the additional items proposed by them or submit new proposals for resolutions on items already on the agenda. All requests must be submitted in writing. Additions to the list of topics to be discussed by the Shareholders' Meeting shall be notified, following the request detailed in the previous paragraph, in the manner prescribed for the publication of the notice of call, at least fifteen days prior to the date set for the meeting. Requests to add to the list of items to be discussed, pursuant to this paragraph, are not permitted for items on which the shareholders' meeting, as required by law, resolves based on proposals made by the directors or on the basis of a project or a report prepared by them, other than those referred to in Article 125-ter, first paragraph, of the CFA. Shareholders who request additions to the agenda must prepare a report on the items they propose to discuss. The report must be submitted to the administrative body by the deadline for submitting the request for additional suggestions. The Board of Directors will make available to the public the report, together with its own evaluations, at the same time as the notification for additional suggestions is published, making it available at the Company's registered office, on the Company's website and in accordance with the other procedures provided for by the relevant Consob regulations in force.

11.5 The notice of call must indicate the date, time and place of the meeting as well as the list of items on the agenda to be discussed and other information required by current legislation and regulations. The same notice may indicate the day, time and place for any meetings subsequent to the first if the previous ones are not attended.

11.6 Pursuant to Article 135 undecies of Italian Legislative Decree no. 58 of 24 February 1998, the Company does not designate a person to whom the shareholders may grant a mandate with voting instructions for participation in the Shareholders' Meeting, unless the Board of Directors, for one or more specific Shareholders' Meetings, has resolved this appointment by giving notice thereof in the notice of call for the relevant Shareholders' Meeting. The Board of Directors may also indicate in the notice of call of one or more specific Shareholders' Meetings that participation in the Shareholders' Meeting and the exercise of voting rights may take place exclusively through the representative designated by the Company in compliance with the legislation - including regulations - in force at any one time;

3) to grant a mandate to the Board of Directors, and on its behalf to the Chairperson and the CEO, so that they, severally, also by means of special attorneys, with all the broadest powers, none excluded or excepted, proceed to file the text of the updated Articles of Association and to carry out all the obligations and formalities related to the execution of this decision."

Castellina di Soragna (PR), 14 March 2024.

Servizi Italia S.p.A.
For the Board of Directors
The Chairperson
Roberto Olivi

ATTACHMENT A: REASONED PROPOSAL OF THE BOARD OF STATUTORY AUDITORS TO THE SHAREHOLDERS' MEETING OF SERVIZI ITALIA S.P.A. FOR THE APPOINTMENT OF THE STATUTORY AUDIT ASSIGNMENT PURSUANT TO ART. 13, PARAGRAPH 1, OF D. LGS. 27 JANUARY 2010 NO. 39 FOR THE FINANCIAL YEARS 2024-2032

**REASONED PROPOSAL OF THE BOARD OF STATUTORY AUDITORS
TO THE SHAREHOLDERS' MEETING OF SERVIZI ITALIA S.P.A.
FOR THE APPOINTMENT OF THE STATUTORY AUDIT ENGAGEMENT
PURSUANT TO ART.13, PARAGRAPH 1 OF LEGISLATIVE DECREE 27 JANUARY
2010 NO. 39
FOR FISCAL YEARS 2024-2032**

Shareholders,

with the approval of the financial statements for the year ending 31 December 2023, the appointment of the independent auditors Deloitte & Touche S.p.A. assigned by the General Shareholders' Meeting of Servizi Italia S.p.A. ("Servizi Italia" or the "Company") on 22 April 2015, comes to a natural end, having reached the term of nine fiscal years.

Under the current legislation, most recently amended by Regulation (EU) No. 537/2014 ("Statutory Audit Regulation") and Legislative Decree No. 135/2016, the statutory audit engagement cannot be further renewed, consistent with the provisions of Article 17(1)(2) of the European Regulation. Since the Company falls within the definition of an SME for the purposes of Regulation (EU) No. 2017/1129 (the so-called Prospectus Regulation) and the Statutory Audit Regulation, it is not obliged to comply with the selection criteria and procedure set forth in Article 16(3) of the Statutory Audit Regulation. However, consistent with the best practices to which Servizi Italia has always conformed, Servizi Italia has nonetheless opted to apply on a voluntary basis a special selection procedure for the assignment of the new audit engagement.

In accordance with the provisions of Article 13 of Legislative Decree No. 39/2010, the Shareholders' Meeting, upon the reasoned proposal of the supervisory body, awards the statutory audit engagement and determines the fee payable to the statutory auditor or auditing firm for the entire term of the engagement, as well as any criteria for adjusting this fee during the engagement.

Preliminarily, the Company, in consultation with the Internal Control and Audit Committee, which, in the mind of Article 19, paragraph 2, letter a) of Legislative Decree No. 39/2010, is identified with the Board of Statutory Auditors (henceforth, therefore, the Internal Control and Audit Committee will be referred to as the Board of Statutory Auditors), defined a specific timetable of activities and the Board of Statutory Auditors described the criteria it would use to evaluate the bids.

The Board of Statutory Auditors therefore promptly proceeded to initiate the competitive procedure for the selection of the auditor to be proposed to the Shareholders' Meeting that will be called to approve the annual financial statements as at 31 December 2023 and, consequently, to award the audit of Servizi Italia's annual and consolidated accounts for the years 2024-2032 (the "Engagement").

At the end of the process, also carried out with the help of the relevant corporate functions, and at the outcome of a thorough technical-economic assessment, the Board of Statutory Auditors prepared this reasoned proposal.

In accordance with the provisions of the aforementioned Article 16 of the European Regulations,

since this is a matter of entrusting the legal audit engagement for a Public Interest Entity ("PIE") as defined by Article 16 of Legislative Decree No. 39/2010, the proposal formulated by the Board of Statutory Auditors that is submitted to you provides for two possible alternatives for the entrustment of the Engagement and indicates the reasoned preference for one of the two proposals.

In the following what follows is briefly explained:

- the steps in the process of selecting a new auditor and the criteria for doing so;
- the main contents of the selected assignment proposals;
- the elements that have emerged as a result of the application of the selection criteria as quantitative to support the reasoned proposal of the Board of Statutory Auditors to the Shareholders' Meeting.

Subject of the request for proposal

The selection procedure and request for proposal has been prepared in accordance with applicable regulations and have taken into account the need to ensure orderly and consistent management of the assignment with reference to Servizi Italia and its subsidiaries.

The object of the request for proposal is to carry out the following activities:

- *the statutory audit of the annual financial statements and consolidated financial statements of Servizi Italia S.p.A., pursuant to Articles 14(1)(a), 16 and 17 of Legislative Decree No. 39/10 and Article 10 of EU Reg. No. 537/2014;*
- *the activity of verifying during each of the nine fiscal years the regular maintenance of the company's accounts and the proper recognition of management events of the accounting records, pursuant to Article 14, paragraph 1, letter b), of Legislative Decree No. 39/10;*
- *limited audit of the condensed interim financial statements for each of the nine interim periods ending 30 June 2024 to 30 June 2032 of Servizi Italia S.p.A.;*
- *the expression of the judgment and statement required under Article 14, paragraph 2, letter e) of Legislative Decree No. 39/2010, as well as the verification and expression of the judgment required under Article 123-bis, paragraph 4, of Legislative Decree No. 58/1998 and the verification required under Article 123-ter, paragraph 8-bis, of Legislative Decree No. 58/1998;*
- *activities aimed at verifying and signing tax returns;*
- *assisting in the interpretation activities of relevant IFRS accounting standards, including in the event of new developments/updates;*
- *the audit of the reporting package prepared for consolidation purposes, by the subsidiaries, directly or indirectly controlled by Servizi Italia S.p.A., selected at each reporting period, based on the relevance of each of them to the audit of the consolidated financial statements, as shown in the table below (Schedule A);*
- *the limited audit of the half-yearly reporting package of Servizi Italia S.p.A. and its subsidiaries, selected at each reporting period, based on the relevance of each to the audit of the condensed consolidated half-yearly financial statements, as shown in the table below (Table A);*
- *the verification activities on non-financial declarations and information referred to in Legislative Decree No. 254 of December 30, 2016 and the related attestations, also taking into account the additional requirements of EU Directive No. 2022/2464 and Article 8 Regulation (EU) 2020/852;*
- *verifying the English translation of Servizi Italia S.p.A.'s annual and semi-annual financial report and non-financial statement and issuing the translation of related audit reports;*
- *the additional activities required by the applicable rules, including regulations (by way of*

example, the signing of VAT returns and TR forms).

Conduct and management of the selection process

The process of selecting the new auditor was initiated by the Board of Auditors in January 2024, including with the assistance of the Company's Chief Financial Officer (CFO).

As mentioned preliminarily, the Board of Statutory Auditors, in consultation with the relevant corporate functions, established a specific timeline of activities and defined the criteria it would use to evaluate the bids.

From the very beginning, the procedure was aimed at pursuing audit quality objectives, in line with the orientation already adopted by the Group, which has already entrusted the statutory audit assignment to audit firms among the most structured in the market (belonging to the so-called "big four") during the last two nine-year mandates.

In line with this guideline, the Board discussed and agreed with the corporate structure on the criteria for selecting the auditing firms to which to send the request for proposal, taking into consideration elements related to their operational structure and market *standing*. Therefore, the selection involved "Big" companies other than the outgoing one, and a company with which the Group had already had positive professional relations in relation to Turkish subsidiaries; on this basis, the following audit firms were invited to submit a bid:

- EY S.p.A. (hereinafter also referred to as "EY")
- KPMG S.p.A. (hereinafter, also, "KPMG")
- PriceWaterhouseCoopers S.p.A. (hereinafter, also, "PwC")
- RIA Grant Thornton S.p.A. (hereinafter, also, "RIA")

By Letter of Invitation dated 2 February 2024, the list of services under the assignment, as detailed in the previous point, was sent to the above-mentioned auditing firms with a request to specifically indicate the proposed effort and cost of each service:

It was also requested to specify within the bid the following aspects, which were considered significant for the selection process:

- *domestic and international market presence and professional standing;*
- *organizational structure dedicated to review activities and specific indication of the working organizational structure;*
- *experience in auditing and in particular:*
 - a) *professional experience gained, with specific reference to companies similar to Servizi Italia S.p.A. and in particular in listed companies or companies belonging to the same sector of activity as Servizi Italia S.p.A.;*
 - b) *composition of the team dedicated to the activity with the indication of:*
 - *the name of the person in charge;*
 - *the resources deputed to carry out the task, indicating the level and professional experience of each (qualification, experience in listed companies, experience in companies in the industry, and knowledge of IFRSs);*
 - *the mix of hours broken down by qualification, including any outside experts indicating the degree of specialization and specific experience;*
 - c) *methods of managing the assignment and in particular:*
 - *handover with the outgoing auditor;*
 - *planning the different stages of the work;*

- *periodic checks;*
- *management of complex topics;*
- *review methodology;*
- *procedures adopted to safeguard the conclusions made in the performance of the assignment;*
- *information on the degree of independence and monitoring methods applied by the auditing firm;*
- *economic proposal (net of the supervisory fee payable to Consob, to be charged separately in an amount equal to that paid by Consob) and criteria for adjusting the fee (e.g., significant changes in the size of the company in terms of % of turnover or significant regulatory changes).*

In addition, with a view to giving due importance to the quality of the work, professionalism and independence of the auditor, auditing firms were also requested to send their Transparency Report pursuant to Article 18 of Legislative Decree No. 39/ 2010 and the declaration certifying the non-existence of situations and/or assignments that could compromise their independence pursuant to current regulations, with particular reference to the provisions of Article 5 of the Auditing Regulations.

The selection process was conducted by the Board of Statutory Auditors with attention to the confidentiality and privacy of the information provided by the auditing firms concerned. Altogether, the Audit Board dealt with the issue at several meetings, which took place between January 2024 and March 2024.

Meetings were also held with representatives of the auditing firms involved in order to obtain specific information and clarifications from each of the participants. The auditing firms were given the opportunity to ask questions, which were promptly answered by the Company, sharing any additional information with all participants in the selection process so as to ensure a level playing field of information for all participants in the competition.

Consistent with what has already been indicated regarding the spirit and purpose with which the selection procedure was intended to be carried out, the Board of Auditors has identified the following qualitative-quantitative selection criteria ("*clusters*"), which in turn are divided into subcategories:

- Ability to serve global customers, with a focus on:
 - the presence of local offices of the auditing firm in the countries where the companies of the Servizi Italia Group are based;
 - the possible use by the audit firm of *non-member* entities for countries not directly manned and/or for technical interventions.
- Operational approach to the assignment, subject to evaluation based on the information provided by the auditing firm with regard to:
 - the methodology used to understand the Company and the Servizi Italia Group;
 - technical tools to support the statutory audit;
 - the ways of supervising and directing the findings arising from the activities carried out by the *network* companies;
 - the information flows and documentation to be made available to the Corporate, Control and Supervisory bodies of the Servizi Italia Group.
- Business knowledge and experience on Servizi Italia Group, to be weighted in relation to:
 - previous projects carried out with the Company or the Servizi Italia Group;
 - experience gained on other clients in the industrial laundry sector in Italy and other

- major countries where Gruppo Servizi Italia operates;
- any membership in national and/or international organizations or centers of excellence operating in the relevant field of the Servizi Italia Group.
- **Total number of hours and proposed professional mix.** subject of evaluation with reference to:
 - the reasonableness of the hours estimated for the performance of the Assignment in comparison also to the number of hours reported over time by the outgoing auditor (Deloitte S.p.A.);
 - the experience gained by the Partner in charge and the senior figures in the audit team of auditing multinational listed groups operating in sectors similar to that of Servizi Italia's references;
 - to the seniority level of the proposed professional team.
- **Quantitative elements.** through an analytical comparison of the different proposals in terms of:
 - number of hours provided as an overall effort;
 - analytical breakdown of effort among the different planned activities;
 - professional mix assumed to carry out the different activities;
 - hourly rates indicated for each professional category.

Review of assignment proposals received and selection of the auditing firm

All invited auditing firms sent their bids by the deadline stated in the Letter of Invitation, i.e. 16 February 2024.

The proposals of the 4 participating companies were preliminarily reviewed by the Board of Auditors at its meeting on 22 February 2024, based on the technical selection criteria mentioned above.

Subsequently, on 27 February 2024, the Company's Board of Statutory Auditors and the CFO held special meetings with representatives from each of the participating companies. All companies were asked for clarifications and/or additional information on the proposals made. The Statutory Auditors Board then invited the participating companies to clarify/amend, by 1 March 2024, the proposals already sent in light of the findings of the respective meetings.

As already anticipated, the bid evaluation procedure was carried out on the basis of qualitative and quantitative parameters referring to the perimeter of the "Servizi Italia Spa Group" identified in previously defined scopes.

The following table highlights the operational criteria used to evaluate the bids from a technical and economic point of view:

	<u>Technical offer evaluation criteria</u>
1	<i>Review Plan and Review Team</i>
	<i>1.1 review methodology adopted</i>
	<i>1.2 number of hours planned and mix of staff involved with seniority distribution</i>
	<i>1.3 composition of the audit team (seniority, industry experience, specialized skills)</i>
2	<i>Business-sector skills</i>
	<i>2.1 prior knowledge of the awarding company and the group, gained from previous audit and/or consulting assignments</i>

	<i>2.2 Previous experience in the business sector of the transferee company and the group</i>
	<i>2.3 previous experience in auditing listed companies and, in particular, companies listed on the STAR market</i>
3	<i>Organizational structure</i>
	<i>3.1 presence of an international network and, in particular, offices in countries where the group operates</i>
4	<i>Market reputation</i>
	<i>4.1 membership in a primary international network (Big Four) or the so-called "minor" ones</i>
5	<i>Independence requirements</i>
	<i>5.1 compliance with the provisions of Article 17 of Legislative Decree No. 39/2010 regarding the minimum period that must elapse with respect to the termination of any previous audit engagement as well as between the termination of corporate offices or senior management roles in the audited entity and the assumption of the statutory audit mandate in the entity, and vice versa</i>
	<i>5.2 compliance by the auditor with the requirements of Art. 10-bis and Art. 6 of the European Regulations in the stages of acceptance and continuation of the audit engagement: independence and objectivity, definition of appropriate measures to mitigate independence risks, availability of competent professional staff, approval of the engagement manager to perform statutory audit in accordance with Legislative Decree No. 39/2010</i>
	<i>5.3 presence of conflict check (i.e., presence of other ongoing assignments)</i>
	Evaluation criteria of the economic offer
6	<i>Fees charged</i>
	<i>6.1 budget detail (hours-person-activity) and cost</i>
	<i>6.2 adequacy between fee (including estimated expenses) and audit plan</i>

A weighting coefficient of 70 percent for the technical component and 30 percent for the economic component of each bid was determined to be applied to the score assigned on the basis of the above criteria, so as to give priority to the technical quality of the proposals without, however, neglecting their economic viability.

A careful examination of the proposals received, based on the evaluation criteria mentioned above, revealed the following:

- from a general point of view, all proposals received have qualitative elements that make them technically suitable for carrying out the assignment;
- with reference to parameter 1. "*Audit Plan and Audit Team*," the two proposals deserving the best evaluation were those of EY and PwC, with a slight preference for the former;
- also with reference to parameter 2. "*Corporate and sectorial expertise*," the proposals deserving of the best evaluation, by virtue of the experience gained in the sector and/or at the level of the Servizi Italia Group, were those of EY and PwC, in this case with a clear preference for the latter, having acted as the Group's statutory auditor in the previous nine years than the one just concluded;
- with reference to parameter 3. "*Organizational Structure*," taking into account the countries in which the Group operates, all proposals were found to merit a high and substantially equivalent rating;
- with reference to parameter 4. "*Market Reputation*," membership in the so-called "Big Four" inevitably favored EY, PwC and KPMG over RIA;

- with reference to parameter 5. "*Independence requirements*," no obstructive elements were found for any of them;
- with reference, finally, to parameter 6. "*Fees charged*", the proposals received do not present any decisive differential elements for the purposes of the choice; in fact, it was found that those most convenient in terms of absolute value, (KPMG and RIA) propose a significantly lower level of effort for the audit of the Parent Company's annual accounts, which moreover represent a very significant portion of the consolidated accounts; from this point of view, the proposals of EY and PwC are more balanced, more aligned with the effort currently achieved by the outgoing auditor and better balanced, also in terms of the mix of resources among the different activities to be carried out.

On the basis of the above, at the outcome of the evaluation made according to the criteria described above, the Board of Statutory Auditors determined, based on the score given to the qualitative and quantitative components, the final ranking of the procedure for the award of the audit assignment, from which it emerged that the proposals submitted by PwC and EY were the two preferable ones. The essential terms of these proposals are summarized in the following tables.

Legal audit of the accounts of Servizi Italia and the Group				
Services	PwC S.p.A.		EY S.p.A.	
	Effort (hours) per exercise	Fees (€) per exercise	Effort (hours) per exercise	Fees (€) per exercise
a) Statutory audit of the separate financial statements of Servizi Italia SpA and periodic verification that the company's accounts are properly kept	1,084	65,000	918	52,440
(b) Statutory audit of the Group's consolidated financial statements	160	10,000	178	10,120
(c) Limited audit of the half-yearly consolidated financial statements	310	18,000	514	29,440
(d) Auditing the reporting package of foreign subsidiaries	980	40,000	890	66,000
Subtotal	2,534	133,000	2,500	158,000
(e) Limited review on sustainability reporting according to CSRD/ESRS.	670	65,000	550	39,800
Total	3,204	198,000	3,050	197,800
	+ Out-of-pocket expenses up to <i>cap</i> 7%		+ Flat fees 8%.	
Total including maximum expenses		211,860¹		213,624²

¹ Maximum estimated amount (actual out-of-pocket expenses).

² Amount already determined (lump sum expenses).

The fees do not include VAT and will be adjusted annually according to the total change in the ISTAT index every 1 July, starting 1 July 2026.

Criteria for charging expenses

PwC S.p.A.	EY S.p.A.
<p>Expenses will be recharged on a fee-by-fee basis as incurred. As for the Italian company, the same will be recharged with a maximum limit of 7% of the fees excluding any overseas travel expenses of the Italian team.</p> <p>Excluded from the above are expenses incurred by the Italian team for any travel abroad that may be necessary as part of the activities required by ISA Italy Auditing Standard 600 "The Audit of Group Financial Statements-Specific Considerations (including the work of component auditors)." Such expenses will be charged according to the cost incurred.</p>	<p>No out-of-pocket expenses, such as out-of-pocket expenses and transfers, will be charged, given the proximity of the Reggio Emilia office to the Servizi Italia S.p.A. headquarters.</p> <p>Incidental expenses related to technology and secretarial and communication services will be charged at a flat rate of 8% of fees.</p>

Criteria for adjustment of fees during the assignment

PwC S.p.A.	EY S.p.A.
<p>The fee structure is not subject to change except for exceptional or unforeseeable circumstances, including, but not limited to, significant changes in the structure and activities of Servizi Italia S.p.A. and the Servizi Italia Group, the establishment of assets earmarked for a specific business, significant changes in accounting and auditing standards, new professional orientations etc. Should such circumstances arise, which may require substantially more time than agreed, the auditing firm will immediately inform Servizi Italia S.p.A. in order to be able to agree on the possible adjustment of the budgeted fees. Should such circumstances arise, an integration of the proposal will be prepared, which must be expressly authorized by Servizi Italia S.p.A.</p> <p>Regardless of the general rule referred to above, an increase in Servizi Italia S.p.A.'s annual turnover of up to 15% compared to the turnover expressed in the separate financial statements as at 31 Dec. 2023, will not result in an increase in fees. Increases above this threshold will also be subject to negotiation depending on the number of contracts acquired or their complexity.</p>	<p>With reference to how the fee will be adjusted, it is specified that the fees that will be applied upon the occurrence of exceptional circumstances "such as to result in a significant change in the audit activities" will be discussed and agreed upon in advance with the Company to formulate, based on the time actually spent by the audit team and specialists a written supplement to the fees referred to in the proposal, after informing the Board of Auditors.</p> <p>On these fees, a lump-sum abatement up to a maximum amount of 10% of the fees of the Company concerned was agreed upon in advance as a best-favor condition, which will therefore remain the responsibility of the auditing firm.</p> <p>In any case, changes in auditing activities attributable to mere endogenous growth in the revenues of companies in <i>scope of</i> up to 15 percent of the revenues resulting from the corresponding financial statements as at 31 Dec. 2023, will not give rise to requests for additional fees, which will therefore remain the responsibility of the auditing firm.</p>

Other services

PwC S.p.A.	EY S.p.A.
Regarding the possible need to submit VAT TR forms for subscription, the cost is quantified at 2,000 euros per form.	The additional fees that will be charged for activities required for the purpose of signing VAT compliance visas will be Euro 1,500 for each compliance visa.

At the outcome of the complex procedure carried out, the Board of Statutory Auditors of Servizi Italia believes that the proposals submitted by PricewaterhouseCoopers S.p.A. and EY S.p.A. are the two preferable ones among those received, both presenting valuable characteristics, as well as being suitable for the assignment.

As can be seen from the comparison tables above, the two proposals are substantially aligned from the perspective of the fees charged.

It should be noted that PwC's proposal:

- a) proposes an overall higher level of effort, and better oriented toward activities related to the parent company's financial statements, which are of particular importance in this case;
- b) proposes a better distribution of effort, and more favorable conditions in the ratio of *effort* to fees, for core activities related to the statutory audit of annual and consolidated accounts (see "Subtotal" row), including activities related to foreign subsidiaries.

On the other hand, EY's proposal is preferable in the ratio of effort to fees for activities related to the limited review of sustainability reporting.

That being said, on the basis of the selection procedure, the bids received, the evaluations carried out and the results of the same, the Board of Statutory Auditors of Servizi Italia S.p.A.,

WHEREAS

- that Article 16(2)(2) of Regulation (EU) No. 537/2014 stipulates that the reasoned proposal of the Board of Statutory Auditors to the Shareholders' Meeting shall contain at least two possible proposals, among themselves alternatives, for vesting;
- that the same Article 16(2)(2) of Regulation (EU) No. 537/2014 requires the expression of a duly justified preference for one of the two proposals;
-

SUBPONE

to the Shareholders' Meeting of Servizi Italia S.p.A. - alternately with each other - the proposals, covering the fiscal years 2024 to 2032, formulated by PricewaterhouseCoopers S.p.A., and EY S.p.A., whose economic components (fees) and total *effort* (hours) for the above activities were previously highlighted in detail and

EXPRESS

its preference in favor of PricewaterhouseCoopers S.p.A., as the relevant bid achieved a higher evaluation overall on the basis of the above; and

DECLARE

that the above proposal has not been influenced by third parties and that none of the clauses of the type indicated in Article 16(6) of Regulation (EU) No. 537/2014 have been applied.

Castellina di Soragna (PR), 20 March 2024

The Board of Statutory Auditors

Dr. Antonino Girelli (President) _____

Dr. Elena Iotti _____

Dr. Gianfranco Milanese _____