

REPORT OF THE
BOARD OF DIRECTORS OF
RACING FORCE S.P.A.

RACING
FORCE
GROUP



REPORT OF THE BOARD OF DIRECTORS OF RACING FORCE S.P.A. REGARDING THE PROPOSED INCREASE IN THE SHARE CAPITAL OF RACING FORCE S.P.A. PURSUANT TO ART. 2441, 4TH PARAGRAPH, SECOND SENTENCE, COD. CIV.

Foreword

The shares of the Racing Force S.p.A. (*RFG* or the *Company*) are traded on the Euronext Growth Milan multilateral trading facility (*EGM*) as well as on the Euronext Growth Paris multilateral trading facility (*EGP*).

On October 15, 2021, the shareholders' meeting of RFG resolved, *inter alia*, to "grant the board of directors, pursuant to Art. 2443 of the Italian Civil Code, the power to increase the share capital, subject to the start of trading of the shares on Euronext Growth Milan, on one or more occasions, up to the maximum total amount of 10% (ten percent) of the capital on the date of the start of trading, within the maximum limit of 5 (five) years from the date of the resolution, also with the exclusion of the option right in the cases provided by law" (the *Authorization*).

For the purpose of the exercise of the Authorization, the Board of Directors was given "all powers to fix from time to time the issue price of the shares including any share premium (or to determine that the same should be free of charge), the date of entitlement, the potential investors of the capital increase, and the allocation ratio in the case of option increases to the Company's eligible shareholders."

The Board of Directors intends to exercise the aforementioned Authorization by resolving to increase, for consideration and in divisible form, the Company's share capital by issuing a maximum of 2.375.745 new ordinary RFG shares with no indication of their express par value, having the same characteristics as those in circulation as of the issue date, with regular dividend entitlement, corresponding to 10% of RFG's share capital as of the start date of trading, excluding option rights pursuant to Article 2441, fourth paragraph, second sentence, of the Civil Code, (the *Capital Increase*), to be offered for subscription to qualified Italian or foreign investors as defined by Articles 100, paragraph 1, letter a), of Legislative Decree No. 58/98 as amended, 34-ter of Regulation No. 11971/1999, paragraph 1, as amended, and 35, paragraph 1, letter d), of the Regulations adopted by Consob with resolution No. 20307, as well as foreign institutional investors within the meaning of Regulation S of the United States Securities Act of 1993 or to other entities in the European Economic Area (EEA) and the United Kingdom, excluding Italy, who are "qualified investors" within the meaning of Art. 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 or Regulation (EU) 2017/1129 as transposed into UK domestic law by virtue of the *European Union Withdrawal Act* 2018, (excluding investors in Australia, Canada, Japan and the United States, and in any other foreign country in which placement is not possible in the absence of authorization

from the competent authorities), provided that the offering is made in such a manner as to enable the Company to fall within the cases of inapplicability of the provisions on public offerings resulting in exclusion from the obligation to publish a prospectus (the *Private Placement*).

Notwithstanding the foregoing, the Private Placement may also be executed to investors, resident in Australia, provided that they declare and warrant that they are "*Sophisticated Investors*" to whom, according to applicable regulations, it is permissible to offer securities, as an exception to the provisions on public offerings and with a consequent exclusion from the obligation to publish a prospectus, pursuant to one or more of the exemptions set forth in Section 708 of the *Australian Corporations Act 2001 (Cth)*.

For the purpose of exercising the Authorization and for compliance with its contents, it should be noted that no issuance of new shares occurred after the start of trading of the shares on Euronext Growth Milan and therefore the capital has remained unchanged since that date.

In addition to the above, on September 23, 2022, the Board of Directors of the Company, resolved to complete the operation of dual listing, so RFG's shares are also traded on the Euronext Growth Paris segment.

The Board of Directors will grant the Chairman Eng. Piero Paolo Delprato the powers to implement the Capital Increase resolution, including the identification of the final issue price of the shares in accordance with the criteria set forth in Section 3 below, as well as - based on (i) the indications received from Equita SIM S.p.A. and TP ICAP (EUROPE) SA, as joint bookrunner, and (ii) the results of the purchase orders received - to allocate the new shares of RFG at EGM and at EGP.

It should be noted that the private placement of RFG shares will take place only upon the occurrence of favorable market conditions and will be carried out through the so-called *accelerated bookbuilding offering* procedure. The *accelerated bookbuilding* procedure will include the newly issued shares from the Capital Increase.

As of the date of this Report, RFG's share capital is equal to EUR 2,375,745.00, divided into 23,757,450 ordinary shares, with no indication of par value. If the new shares are fully subscribed, taking into account the pricing criteria as described in paragraph 3 below and the minimum price (as described below), the post-increase share capital will be, equal to EUR 2.613.319,50, represented by no. 26.133.195 shares, all having the same characteristics as those currently outstanding.

1. Reasons for the exclusion of the option right

The potential Capital Increase transaction pursues the purpose, consistent with the delegation of authority to the Board of Directors in the context of the listing on EGM, of enabling the Company to quickly and efficiently raise risk capital to be used to continue the strategy of strengthening its equity and financial position, as well as to support the development and growth of its core business, without any aggravation to the financial position and on the income statement.

The use of the instrument of the Capital Increase reserved for qualified investors, with the consequent exclusion of option rights, represents, in the opinion of the Board of Directors, the quickest and most efficient way for the Company to raise risk capital and ensure flexibility of execution, so as to seize with adequate timing the most favorable conditions for executing the transaction, while also setting terms and conditions of execution consistent with the current market situation.

The Board of Directors also believes that the planned Capital Increase will enable the Company, on the one hand, to increase the so-called free float and facilitate trading of the stock, while also promoting its stability, and on the other hand, broaden the shareholder base to leading Italian and foreign investors of high *standing*.

In light of the above, the Board of Directors therefore believes that the exclusion of option rights in favor of qualified investors, pursuant to Article 2441, paragraph 4, second sentence, of the Civil Code, responds to a specific corporate interest for the reasons already mentioned in the preceding paragraph.

All this being said, the Capital Increase, in any case, is proposed with the adoption of all the protections that the law provides for transactions in which there is an exclusion of option rights. In fact, as required by Article 2441, paragraph 4, second sentence, of the Civil Code, the shares placed at the service of the Capital Increase must be issued at a price corresponding to their market value.

2. Placement

It is envisaged that the placement will be made to qualified Italian or foreign investors as defined by Article 100, paragraph 1, letter a) of Legislative Decree 58/98 as amended, 34-ter of Regulation No. 11971/1999, paragraph 1, as amended, and 35, paragraph 1, letter d) of the Regulations adopted by Consob by resolution dated February 15, 2018, no. 20307, as well as foreign institutional investors within the meaning of Regulation S of the United States Securities Act of 1993 or to other entities in the European Economic Area (EEA) and the United Kingdom, excluding Italy, who are "qualified investors" within the meaning of Art. 2(e) of Regulation (EU) 2017/1129 of the European Parliament

and of the Council of June 14, 2017 or Regulation (EU) 2017/1129 as transposed into UK domestic law by virtue of the *European Union Withdrawal Act 2018* (excluding investors in Australia, Canada, Japan, and the United States and any other foreign country where placement is not possible in the absence of authorization from the competent authorities) provided that the offering is made in such a manner that allows the Company to fall within the cases of inapplicability of the provisions on public offerings resulting in exclusion from the obligation to publish a prospectus (collectively the *Potential Investors*), through the process of c.d. *bookbuilding*.

Notwithstanding the foregoing, the Private Placement may also be executed to investors, resident in Australia, provided that they declare and warrant that they are "*Sophisticated Investors*" to whom it is permissible to offer securities, as an exception to the provisions on public offerings and with a consequent exclusion from the requirement to publish a prospectus, pursuant to one or more of the exemptions in Section 708 of the Australian Corporations Act 2001 (Cth).

The Company intends to appoint Equita SIM S.p.A. and TP ICAP (EUROPE) SA, as joint bookrunners in the Private Placement (the *Joint Bookrunners*).

The bookbuilding process, which is consolidated in market offerings of securities of companies whose shares are traded on multilateral trading systems, including new issues, allows the shares to be offered in an orderly manner by soliciting and collecting orders to buy or subscribe in the market of institutional investors. Orders can be collected in a short period of time, even a few hours, or a few days (so-called *accelerated bookbuilding*).

In formulating their orders, investors indicate a price at which they would be willing to buy/subscribe for a given number of shares, i.e., they submit an "at best" order. At the close of the order book, the price that is set is the same for all investors to whom the securities will be allotted and is established, based on the indications received from investors, in such a way that the shares offered can be successfully allocated and, at the same time, to the extent possible to ensure a smooth course of the price of the securities following the completion of the transaction.

For the purposes of the Capital Increase, the price at which investors would be willing to purchase the shares should be taken into account in determining the issue price of the shares, in accordance with the criteria described below, with particular reference to any discount applied.

The assignment for the placement of the RFG shares to leading financial institutions is intended to ensure that the execution of such placement is carried out according to the best *standards of* national and international practice, also in order to preserve the stability of the performance of the RFG stock.

It should be noted that there is no guarantee commitment from the *Joint Bookrunners* in connection with the Capital Increase.

The multilateral trading facility at which the newly issued shares will be traded (i.e. EGM, EGP or mix of the two) will be determined by RFG in connection with the outcome of the Private Placement, accordingly with the *Joint Bookrunners*.

As part of the placement, RFG made *lock-up* commitments to the *Joint Bookrunners* of 180 days' duration, in line with market practice in similar transactions.

3. Criteria for determining issue price

Regarding the determination of the issue price of the new shares resulting from the prospective Capital Increase transaction, the Shareholders' Meeting, in the resolution passed on October 15, 2021, stipulated that the exercise of the Authorization "*shall include any power to fix from time to time the issue price of the shares including any share premium (or to stipulate that the same should be free of charge), the date of entitlement, the potential investors of the capital increase and the allocation ratio in case of option increases to the Company's entitled persons.*"

In compliance with the provisions of the Shareholders' Meeting and consistent with the prevailing market practice for transactions similar to the one envisaged, the Board of Directors, availing itself of the support of the *Joint Bookrunners*, has identified appropriate criteria for determining the issue price to be applied by the delegated bodies when implementing the Capital Increase resolution and has therefore not set a "punctual" issue price.

The Board of Directors believes that this approach is in line with the regulatory requirement that the issue price "*corresponds to the market value*" of the shares and is consistent with the method of placement through so-called *bookbuilding*. Indeed, the *bookbuilding* process requires that shares be offered by soliciting and collecting purchase or subscription orders within a short time frame and that investors indicate the price at which they would be willing to subscribe for a given number of shares. The identification of criteria-rather than the determination of a precise price-thus allows the Board of Directors to determine the price at the outcome of *bookbuilding*, based on the *actual market value* that is attributed to the shares by the investors to whom the offer is directed. Moreover, given the potential indeterminacy of the start date of the Capital Increase transaction, the proposed approach provides the necessary flexibility to determine the market value of the shares at a time close to the issue.

The Board of Directors, with the support of the *Joint Bookrunners*, then carried out an analysis to identify the most appropriate criterion for identifying the issue price of the newly issued shares, believing that the stock market quotation method-as a method that refers to the share prices expressed by the market-is the most consistent with the concept of "*market value*" provided by the legal requirement. However, it was pointed out that in identifying the market value in an offering made through the *accelerated bookbuilding* method, the type of transaction and the potential investors of the transaction should also be taken into account.

In fact, qualified investors make use-in addition to reference to the stock market price-of several other criteria for adjusting the latter price including:

- (i) the liquidity of the stock, both in absolute terms and in relation to the company's free float;
- (ii) the volatility of the stock, also with specific reference to the characteristics of the transaction;
- (iii) the recent development of the stock (including the stock market day of the transaction);
- (iv) the type of transaction put in place (*i.e.*, capital increase) and the type of underwriters (*i.e.* , institutional investors);
- (v) the size of the supply (in absolute terms and in relation to the liquidity of the stock);
- (vi) the market conditions at the time of the offer;
- (vii) investors' expectations of the company's performance in the future;
- (viii) investors' expectations about the success of the operation.

The directors then pointed out that the wording of Article 2441, fourth paragraph, second part, of the Civil Code refers to "market value" without providing further indications in this regard, including timing, and thus leads to the conclusion that multiple criteria, even among themselves different, are admissible, to be established also according to the characteristics of individual capital increase operations.

Accordingly, the Board of Directors considers as the reference price to the define the issue price of the new shares, subscribed in several tranches as defined below, the volume-weighted average price of the company's ordinary shares, as published by Bloomberg, recorded in the 3 (three) days of stock market trading on EGM prior to the date of the resolution of the Capital Increase. To define the issue price, the application of a maximum discount of 10% to the reference price was deemed by the Board of Directors to be in line with other transactions similar to the one proposed.

In particular, the *Joint Bookrunners* conducted an analysis of similar previous transactions. This analysis considered share placement transactions of listed companies related to the sale of existing shares or shares resulting from an accelerated capital increase with the exclusion of pre-emptive rights.

The Board of Directors considered it reasonable, also finding reference in the market value of Racing Force Group, avoiding the impact of individual readings that may be affected by the limited liquidity of the exchanges.

It should be noted that in further support of its assessments, the Board of Directors has carried out an additional analysis of the performance of RFG stock over the past 6 (six) months prior to the date of the resolution of the Capital Increase. The proposed price per share, even assuming application of the maximum percentage discount, equal to 10%, is nevertheless in line with the volume-weighted average price of the company's ordinary shares, as published by Bloomberg, of stock market trading on EGM over the last 6 (six) months (amounting to approximately EUR 4.9277).

The Board of Directors, after considering the analysis carried out by the *Joint Bookrunners* and taking into account the methods identified for the execution of the Capital Increase, considered that the application of a discount, within the limits described above, with respect to the RFG stock price, is consistent with the provisions of Article 2441, paragraph 4, second sentence, of the Italian Civil Code, which, with the requirement that the issue price corresponds to the market value, introduces a criterion endowed with a certain elasticity and flexibility.

Finally, the legislative reference to "*market value*," without further specification, makes it possible to refer-rather than to the mere stock market price-to criteria that instead take into account additional characteristics, such as, for example, the type and potential investors of the placement, the free float, and average trading volumes. On the other hand, the reference to "*correspondence*" does not seem to imply the necessary coincidence between the issue price and the stock market price at a given time, since it is instead possible that there is a margin of deviation due to the peculiarities of the transaction.

Taking into account the analyses carried out by the *Joint Bookrunners* and the characteristics of the transaction outlined above, the Board of Directors, therefore, decided to establish a mechanism for determining the issue price (including the share premium) according to the following criterion:

"VWAP (Volume Weighted Average Price – as published by Bloomberg trading on EGM) of the 3 (three) trading days preceding the placement start day, adjusted by applying a discount ranging from a minimum of 0% to a maximum of 10%. "

The above formula is, in the opinion of the Board of Directors, suitable to reflect the valuation of the stock, as well as being congruous with market values, and therefore proposes that it be adopted as a reference for determining the share price in the context of the proposed transaction.

Finally, it is proposed that the Capital Increase should be carried out in accordance with the pre-existing accounting parity by allocating EUR 0.10 per share to capital and the remainder to premium.

The final share price will be determined in accordance with the criteria usually applied in current practice, taking into account the requirements of Article 2441, fourth paragraph, second sentence, of the Civil Code, the conditions of domestic and foreign financial markets, the quantity and quality of expressions of interest that the Company will receive from potential investors, and the performance of the Company's stock on the market.

In this regard, the company KPMG S.p.A., which has been engaged to audit the accounts of RFG, will express its opinion on the correspondence to market value of the issue minimum price of the shares relating to the share capital increase with the exclusion of option rights, pursuant to Article 2441, paragraph 4, second sentence, of the Civil Code.

4. Timing of execution of the capital increase and manner of execution

In identifying the methods of execution of the Capital Increase most suitable for achieving the above objectives of speed, celerity and certainty, as noted above, the Company believes it can launch the transaction by 12th January 2023 or when market conditions are deemed favorable for the success of the transaction.

It should be noted that if the Capital Increase is not fully subscribed by the final subscription deadline of 13th January 2023, the share capital will be increased by the amount resulting from the subscriptions made by that deadline.

5. Effects on the unit value of shares and dilution

The issuance of the shares will result in a dilution of the shareholding in the Company's share capital of the current shareholders, to a variable and unforeseeable extent, as it will depend on the number of shares actually subscribed by the subscribers.

6. Characteristics and dividend date of the shares

The newly issued shares will be fungible with those already in circulation, will have regular dividend entitlements, and will therefore grant their holders equal rights to the shares already in circulation at the time of issuance.

7. Amendments to the Articles of the Bylaws

The approval of the proposed Capital Increase will result in the amendment of Article 5 of the Company's Bylaws, which indicates the amount and composition of the share capital. It should be noted that the following amendment to the Bylaws does not give rise to any legal or statutory grounds for withdrawal in favor of the Company's shareholders, pursuant to Article 2437 et seq. of the Civil Code.

A comparative exposition of the article whose amendment is proposed is given below.

Current text	Proposed text
<p style="text-align: center;">Article 5</p> <p style="text-align: center;">Share capital</p>	<p style="text-align: center;">Article 5</p> <p style="text-align: center;">Share capital</p>
<p>5.1. The capital stock is EUR 2,375,745 (two million three hundred and seventy-five thousand seven hundred and forty-five) and is represented by 23,757,450 (twenty-three million seven hundred and fifty-seven thousand four hundred and fifty) ordinary shares, no par value indicated.</p> <p>"The Extraordinary Shareholders' Meeting on October 15, 2021 resolved to grant the Board of Directors, pursuant to Article 2443 of the Civil Code, the power to increase the share capital, subject to the start of trading of the shares on Euronext Growth Milan, in one or more times, up to a maximum total amount of 10% (ten percent) of the capital on the date of the start of trading, within a maximum limit of 5 (five) years from the date of this resolution, including with the</p>	<p>5.1. The capital stock is EUR 2,375,745 (two million three hundred and seventy-five thousand seven hundred and forty-five) and is represented by 23,757,450 (twenty-three million seven hundred and fifty-seven thousand four hundred and fifty) ordinary shares, no par value indicated.</p> <p>"The Extraordinary Shareholders' Meeting on October 15, 2021 resolved to grant the Board of Directors, pursuant to Article 2443 of the Civil Code, the power to increase the share capital, subject to the start of trading of the shares on Euronext Growth Milan, in one or more times, up to the maximum total amount of 10% (ten percent) of the capital on the date of the start of trading, within a maximum limit of 5 (five) years from the date of this resolution, including with</p>

<p>exclusion of the option right in the cases provided by law."</p> <p>5.2. The shares are subject to the dematerialization regime and entered into the centralized management system for financial instruments pursuant to Articles 83-bis et seq. of Legislative Decree No. 58/1998, as amended ("TUF").</p> <p>5.3. The shares may be subject to admission to trading on multilateral trading systems pursuant to Articles 77-bis et seq. of the TUF, with particular regard to the multilateral trading system called Euronext Growth Milan, organized and managed by Borsa Italiana S.p.A. ("Euronext Growth Milan").</p> <p>5.4. Pursuant to the legislation in force from time to time, the Company may issue special classes of shares provided with different rights, including with regard to the incidence of losses, determining their content with the issuance resolution, as well as participatory financial instruments.</p>	<p>the exclusion of the option right in the cases provided by law."</p> <p><i>On 11th January 2023, in execution of the authorization granted to the board of directors by the Extraordinary Shareholders' Meeting of October 15, 2021, the board of directors resolved to increase, on a divisible basis, the Company's share capital for cash by issuing a maximum of 2,375,745 new ordinary shares, with no par value, regular dividend entitlement, with an implied accounting parity of issue equal to EUR 0.10, excluding option rights pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code. , to be offered for subscription to qualified Italian or foreign investors as defined by Article 100, paragraph 1, letter a), of Legislative Decree No. 58/98 as amended, 34-ter of Regulation No. 11971/1999, paragraph 1, as amended, and 35, paragraph 1, letter d), of the Regulations adopted by Consob with resolution No. 20307, as well as foreign institutional investors within the meaning of Regulation S of the United States Securities Act of 1993 or to other entities in the European Economic Area (EEA), excluding Italy, that are "qualified investors" within the meaning of Art. 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 (excluding investors in Australia, Canada, Japan and the United States and in any other foreign country in which the placement is not possible in the absence of authorization from the competent authorities), provided that the</i></p>
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offer is made in such a manner that allows the Company to fall within the cases of inapplicability of the provisions on public offerings with the consequent exclusion from the obligation to publish a prospectus. Notwithstanding the foregoing, the Private Placement may also be executed to qualified investors, resident in Australia, provided that they declare and warrant that they are persons to whom it is lawful to offer securities, in derogation of the provisions on public offerings and with consequent exclusion from the obligation to publish a prospectus, pursuant to one or more of the exemptions set forth in Section 708 of the Corporations Act 2001 (Cth). Pursuant to Section 2439(2) of the Italian Civil Code, if not fully subscribed by the deadline of 13th January 2023, the capital will be increased by an amount equal to the subscriptions collected.

5.2. The shares are subject to the dematerialization regime and entered into the centralized management system for financial instruments pursuant to Articles 83-bis et seq. of Legislative Decree No. 58/1998, as amended ("TUF").

5.3. The shares may be subject to admission to trading on multilateral trading systems pursuant to Articles 77-bis et seq. of the TUF, with particular regard to the multilateral trading system called Euronext Growth Milan, organized

	<p>and managed by Borsa Italiana S.p.A. ("Euronext Growth Milan").</p> <p>5.4. Pursuant to the legislation in force from time to time, the Company may issue special classes of shares provided with different rights, including with regard to the incidence of losses, determining their content with the issuance resolution, as well as participatory financial instruments.</p>
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In view of the foregoing, the Board of Directors is asked to vote on the following proposed resolution:

"The Board of Directors,

- Having regard to and approved the Explanatory Report prepared pursuant to Article 2441, paragraph 4, second sentence, of the Civil Code,*
- acknowledged the attestation of the Board of Statutory Auditors that the current share capital of EUR 2,375,745 is fully paid up and in existence,*
- Having regard to the opinion on the criteria for determining the price issued by the auditing firm KPMG S.p.A., pursuant to Article 2441, fourth paragraph, second sentence, of the Civil Code*

RESOLVES

To execute the authorization under Article 2443 of the Civil Code, granted to the Board of Directors by the Extraordinary Shareholders' Meeting on October 15, 2021, and to that effect accordingly:

- 1. to increase the share capital in divisible form, for cash, by issuing a maximum of 2,375,745 new ordinary shares, without par value, with regular dividend rights, excluding option rights pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code, to be offered for subscription to qualified Italian or foreign investors as defined by Article 100, paragraph 1, letter a), of Legislative Decree 58/98 as amended, 34-ter of Regulation No. 11971/1999, paragraph 1, as amended, and 35, paragraph 1, letter d) of the Regulations adopted by Consob with Resolution No. 20307 of February 15, 2018, as well as foreign institutional investors within the meaning of Regulation S of the United States Securities Act of 1993 or to other entities in the European Economic Area (EEA), excluding Italy, that are "qualified investors"*

within the meaning of Art. 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 (excluding investors in Australia, Canada, Japan and the United States and in any other foreign country in which placement is not possible in the absence of authorization from the competent authorities), provided that the offering is carried out in such a manner that allows the Company to fall within the cases of inapplicability of the provisions on public offerings with the consequent exclusion from the obligation to publish a prospectus, at a subscription price, including share premium, to be determined on the basis of and in accordance with the criteria defined in the Report and to be understood as referred to herein. Notwithstanding the foregoing, the private placement may also be carried out to qualified investors, resident in Australia, provided that they declare and warrant that they are persons to whom it is lawful to offer securities, as an exception to the provisions on public offerings and with the consequent exclusion from the obligation to publish a prospectus, pursuant to one or more of the exemptions set forth in Section 708 of the Corporations Act 2001 (Cth);

- 2. To set the minimum issue price of the new shares arising from the capital increase at EUR 4,9066 per share;*
- 3. To establish, pursuant to the second paragraph of Article 2439 of the Italian Civil Code, that the capital increase referred to in paragraph 1 above is intended to be divisible and will therefore be limited to the amount resulting from the subscriptions made by the deadline of 13th January 2023;*
- 4. to grant the Managing Director Eng. Piero Paolo Delprato all the powers necessary to provide for the execution, also through proxies, within the limits of the law, of all transactions resulting from the above resolutions, with all the broadest powers in this regard, nothing excluded or excepted, and in particular the powers necessary to determine, in accordance with established practice in similar transactions and on the basis of, inter alia, the indications provided by Italian and foreign institutional investors and the quantity and quality of the demand gathered, the final issue price of the shares, within the limit of the minimum price determined above, as well as to withdraw the placement in any moment, to allocate the new shares at the Euronext Growth Milan or Paris multilateral trading facility and, once the subscription terms have expired, determine the exact amount of the share capital increase that will be subscribed, and consequently determine the number of newly issued shares,*

- a. *with the power not to proceed with the transaction and the capital increase or to discontinue its execution in the best interests of the Company (including the absence of favorable market conditions), without prejudice to any competence of the board of directors regarding the decision to issue the new shares;*
- b. *with the powers to negotiate, define and sign with Equita SIM S.p.A. and TP ICAP (EUROPE) SA, the contract for the placement (so-called placement agreement) of the newly issued shares arising from the capital increase, as well as to execute any provisions contained therein;*
- c. *with the powers to prepare and submit any document required for the purpose of the execution of the approved increase, including the preparation, subscription, publication, filing and/or production with any competent authority (including, Consob and the Italian Stock Exchange, as well as the competent registry office) of any deed, writing, notification, document, filing request, form, necessary or otherwise related to the transaction;*
- d. *with the powers to enter into any necessary undertaking or act, including expressly the adjustment of the numerical expressions in Article 5 of the Articles of Incorporation, concerning the share capital, in connection with the subscription of the issued shares;*
- e. *with the powers to introduce into this resolution any amendments, variations or additions that may be necessary or otherwise required by the competent Authorities, so that these resolutions may be registered with the competent Business Registry;*
- f. *with reference to the issue price, to provide that the capital increase will take place in accordance with the pre-existing accounting parity by charging EUR 0.10 per share to capital and the remaining portion to premium. "*

This Report approved by the Board of Directors is forwarded to the auditing firm, KPMG S.p.A., which has waived the time limits prescribed by law for the relevant communication, for the purpose of issuing an opinion on the criteria for determining the price pursuant to Article 2441, fourth paragraph, second sentence, of the Civil Code.

Genova, 11th January 2023

For the Board of Directors.

The Chairman of the Board of Directors

(Eng. Piero Paolo Delprato)