

**EDILIZIACROBATICA SpA**

**Headquarters in Milan - Via Turati, 29**

**Share capital Euro 831,722.50 fully paid**

**Tax Code and Company Register of Milan Monza Brianza and Lodi**

**n. 01438360990**

**Minutes of the ordinary shareholders' meeting**

**dated 26 April 2023**

The year two thousand twenty-three, on the 26th of April at 4.00 pm, at the headquarters administrative office of the company, in Genoa, Viale Brigade Partigiane n. 18, met, a following a regular call, the ordinary meeting of the EdiliziAcrobatica company SpA (the Company) to discuss and decide on the following

**AGENDA \_**

- 1. Examination and approval of the financial statements of EdiliziAcrobatica SpA closed on 31 December 2022, including the report of the Board of Directors on the management performance, the report of the Board of Statutory Auditors, and the report of the independent auditors; presentation of the consolidated financial statements as at 31 December 2022; related and consequent resolutions;**
- 2. Resolutions relating to the allocation of the result for the 2022 financial year; related and consequent resolutions;**
- 3. Appointment of the Company's Board of Directors: (1) determination of the number of members; (2) determination of duration; (3) appointment of members; (4) determination of compensation;**
- 4. Appointment of the Board of Statutory Auditors for the period 2023-2025: (1) appointment of members; (2) determination of compensation;**
- 5. Assignment of the mandate for the statutory audit of the accounts for the financial years 2023-2031 and determination of the related compensation; related and consequent resolutions;**

6. Authorization pursuant to and for the purposes of articles 2357 et seq. of the civil code to the purchase and subsequent disposal of own shares; related and consequent resolutions.

Pursuant to Article 14 of the Company's Statute, he assumes the presidency of the ordinary assembly (hereinafter the Assembly) Dr. Simonetta Simoni (il President) who, with the consent of those present, calls Dr. to act as Secretary Martina Pegazzano, who accepts.

The President, having acknowledged and noted that:

1. the Company is not subject to the regulations envisaged for companies listed on markets regulated contained in Legislative Decree no. 58/1998 and subsequent amendments additions (the TUF), nor to that contained in the adopted Consob Regulation with resolution no. 11971/1999 and subsequent amendments and additions, as the The Company's shares are traded on Euronext Growth Milan, system multilateral trading platform, organized and managed by Borsa Italiana SpA, equipped with specific regulations (the "EGM Issuers Regulation"); except for the above, the Company is subject to issuer regulation financial instruments widely distributed among the public according to i parameters established by the art. 2-bis of the Consob Issuers Regulation;
2. the Assembly was convened by means of a notice of call published for extended on the social website [www.ediliziacrobatica.com](http://www.ediliziacrobatica.com) in the appropriate section "Investors" and, in an extract, in the Official Gazette of the Republic, dated 11 April 2023, pursuant to the law and Article 12 of the Statute;
3. the other information requirements required by the law have been duly completed Civil Code and the EGM Issuers' Regulation, by means of publication available to the public, at the administrative headquarters of the Company and the site internet of the Company, of the documentation required by current legislation within the legal deadlines;
4. pursuant to art. 106, paragraph 4, of Legislative Decree 18/2020, converted with amendments to law 27/2020 (so-called Cura Italia Decree) and as extended as a result of the art. 3, paragraph 10-undecies, Legislative Decree of 29 December

2022, no. 198, converted with law of 24 February 2023, n. 14 (so-called Decree Milleproroghe 2023), the intervention in today's Assembly by those who who have the right to vote occurs exclusively in the manner of remote participation through the telecommunications medium "Microsoft Teams";

5. present for the Board of Directors, in addition to the President, are the administrators Riccardo Iovino, Anna Marras, Simone Muzio, and the councilor independent Dr. Marco Caneva, all connected in audio-video conference, persons whose identity the President confirms having ascertained;
6. are present for the Board of Statutory Auditors, connected via audio-video conference, on President Dr. Alda Bertelli and the standing auditors Dr. Giorgio Frediani e Francesco Cinaglia, people of whom the President confirms having ascertained identity;
7. Dr. Riccardo Banfo, Group Financial Director, is present;
8. present, in person and by proxy, are the following members:
  - ARIM Holding Sarl., holder of 6,091,386 ordinary shares, in its as full owner of 5,581,386 shares, equal to 67.10% of the capital share capital of the Company and sole owner of 510,000 shares, equal to 6.13% of the social capital;
  - Mrs. Simonetta Simoni, usufructuary with voting rights of n. 510,000 shares, equal to 6.13% of the share capital, held in bare ownership by the shareholder ARIM Holding Sarl.;
  - Mr. Riccardo Iovino, owner of n. 149,641 shares with voting rights, equal to 1.80% of the share capital;
  - AZ Fund 1 AZ Allocation Pir Italian Excellence 70, owner of n. 71,211 shares with voting rights, equal to 0.19% of the share capital, represented by Dr Cristina Sofia Barracchia, by virtue of the delegation of 18 April 2023 which, subject to verification of its regularity, remains acquired in the company documents;
  - Mrs. Anna Marras, owner of n. 25,760 shares with voting rights, equal to 0.30% of the share capital;

- Roche Brune Euro PME FCP, owner of n. 15,828 shares with voting rights, equal to 0.19% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of 18 April 2023 which, subject to verification of his regularity, remains acquired in the corporate documents;
- Mr. Simone Muzio, owner of n. 5,400 shares with voting rights, equal to 0.06% of the share capital;
- Acadian All Country World Ex Us Small-Cap Equity Cit, owner of no. 3901 shares with voting rights, equal to 0.04% of the share capital, represented by Dr. Cristina Sofia Barracchia, pursuant to the delegation of 18 April 2023 which, subject to verification of its regularity, it remains included in the company documents;
- Acadian All Country World Ex Us Equity Cit Fund, owner of n. 2131 shares with voting rights, equal to 0.02% of the share capital, represented by Dr Cristina Sofia Barracchia, by virtue of the delegation of 18 April 2023 which, subject to verification of its regularity, remains acquired in the company documents;
- PGIM Strategic Investments, Inc., owner of n. 1927 shares with voting rights, equal to 0.02% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of 18 April 2023 which, subject to verification of his regularity, remains acquired in the corporate documents;
- The Boeing Company Employees Savings Plans Master Trust, owner of no. 1,583 shares with voting rights, equal to 0.02% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of the 20th April 2023 which, following verification of its regularity, remains in the records social;
- Acadian Sustainable Global Equity Fund LLC, owner of n. 1,521 shares with voting right, equal to 0.02% of the share capital, represented by Dr Cristina Sofia Barracchia, by virtue of the delegation of 19 April 2023 which, subject to verification of its regularity, remains acquired in the company documents;
- Ontario Power Generation Inc, owner of no. 1495 shares with voting rights, equal to 0.01% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of 20 April 2023 which, subject to verification of his regularity, remains acquired in the corporate documents;

- Constellation Defined Contribution Retirement Plan Trust, owner of no. 1,170 shares with voting rights, equal to 0.01% of the share capital, represented by Dr. Cristina Sofia Barracchia, pursuant to the delegation of 20 April 2023 which, subject to verification of its regularity, it remains included in the company documents;
- Russell Investment Company Plc, owner of n. 1149 shares with voting rights, equal to 0.01% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of 20 April 2023 which, subject to verification of his regularity, remains acquired in the corporate documents;
- PECO Energy Retiree Medical Trust, owner of no. 921 shares with voting rights, equal to 0.01% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of 20 April 2023 which, subject to verification of his regularity, remains acquired in the corporate documents;
- State Teacher Retirement System of Ohio, holder of no. 864 entitled shares voting rights, equal to 0.01% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of 20 April 2023 which, subject to verification of the its regularity remains acquired in the corporate documents;
- Acadian International Small Cap Fund, owner of n. 834 shares with the right to vote, equal to 0.01% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of 19 April 2023 which, subject to verification of the its regularity remains acquired in the corporate documents;
- Dolcay Investments Ltd., owner of n. 828 shares with voting rights, equal to 0.01% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of 19 April 2023 which, after verification of its regularity, remains included in the corporate documents;
- New England Carpenters Guaranteed Annuity Fund, holder of n. 753 shares with voting rights, equal to 0.01% of the share capital, represented by Dr Cristina Sofia Barracchia, by virtue of the delegation of 20 April 2023 which, subject to verification of its regularity, remains acquired in the company documents;
- Exelon Corporation Employees Benefit Trust For Union Employ, owner of no. 634 shares with voting rights, equal to 0.007% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of the 20th

April 2023 which, following verification of its regularity, remains in the records social;

ÿ Outram Investments Ltd., owner of n. 445 shares with voting rights, equal to 0.005% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of 19 April 2023 which, after verification of its regularity, remains included in the corporate documents;

ÿ Producer Writers Guild of America Pension Plan, holder of no. 435 shares with voting right, equal to 0.005% of the share capital, represented by Dr Cristina Sofia Barracchia, by virtue of the delegation of 20 April 2023 which, subject to verification of its regularity, remains acquired in the company documents;

ÿ Islamic Development Bank, owner of no. 390 shares with voting rights, equal to 0.004% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of 18 April 2023 which, after verification of its regularity, remains included in the corporate documents;

ÿ Constellation Employees Benefit Trust For Union Employees, owner of no. 309 shares with voting rights, equal to 0.003% of the share capital, represented by Dr. Cristina Sofia Barracchia, pursuant to the delegation of 19 April 2023 which, subject to verification of its regularity, it remains included in the company documents;

ÿ International Paper Company Commingled Investment Group Trust, owner of n. 72 shares with voting rights, equal to 0.001% of the share capital, represented by Dr. Cristina Sofia Barracchia, by virtue of the delegation of the 20th April 2023 which, following verification of its regularity, remains in the records social;

ÿ Mr. Matteo Gentile, owner of n. 1 share with voting rights, equal to 0.00001% of the share capital.

for a total number of shares 6,380,589 out of no. 8,317,225, equal to 76.71% of social capital;

9. all shareholders present sent the Company a specific communication issued by the authorized intermediary, on the basis of his own records accountants, which certifies their legitimacy to participate and vote second as provided in the notice of meeting;

10. the list of names of the participants in the Assembly, with evidence of the shareholders attending personally or by proxy, of the delegating parties, of the number of shares owned, even enjoyed by way of usufruct, or represented, is attached to the minutes of the Assembly;
11. the share capital of the Company subscribed and fully paid on the date today it is Euro 831,722.50, represented by n. 8,317,225 ordinary shares, all without nominal value as per Article 3 of the Company's Articles of Association; each ordinary share gives the right to one vote in ordinary meetings e extraordinary actions of the Company. As of today, the Company holds n. 27,190 shares own, equal to 0.33% of the share capital; pursuant to art. 2357-ter, second paragraph of the Civil Code, the right to vote on own shares is suspended without prejudice to the provisions of article 2368, third paragraph of the Civil Code, referred to in article 2357-ter, second paragraph, pursuant to which in companies that resort to the risk capital market the shares for which the right to vote cannot be exercised – own shares – are counted as purposes of the regular constitution of the assembly. The same actions are not counted for the purposes of calculating the majority and share of capital request for approval of the resolution';
12. having acquired the status of issuer of widespread financial instruments among the public in a significant manner according to the parameters established by the art. 2-bis of Consob Issuers Regulation, pursuant to art. 2325-bis of the Civil Code, the itself also qualifies as a company that uses the capital market of risk with consequent application of the relevant code discipline. Therefore, on first call, the ordinary meeting of the Company is duly constituted when at least half of the capital is represented company and decides by absolute majority of the share capital represented by ordinary shares with voting rights present at the meeting; therefore, the quorum constitutive of this Assembly must be calculated on n. 8,317,225 ordinary shares while the resolution quorum must be calculated on 6,380,589 ordinary shares (i.e. the shares corresponding to the share capital represented in today's meeting with the right to vote);

13. the only "significant shareholder" of EdiliziAcrobatica SpA pursuant to EGM Issuers' Regulation, as of today, is ARIM Holding Sarl. With no. 6,091,386 shares, equal to 73.23% of the share capital;
14. the Company is not aware of the existence of shareholders' agreements pursuant to of Article 2341-bis of the Civil Code;
15. pursuant to and for the purposes of Legislative Decree No. 196/2003 and subsequent amendments and additions as well as EU Regulation 2016/679 (GDPR), personal data of the shareholders, necessary for the purposes of participation in the Meeting, will be processed by the Company as data controller for the purposes strictly connected to the execution of meeting and corporate obligations in order to guarantee, however, the security and confidentiality of the data same. Such data may be communicated to the subjects to whom such communication is due according to the law, of regulation or community. Each interested party will be able to exercise the rights provided from the art. 15 et seq. of the GDPR;
16. the agenda is known and accepted by all those present and are not received by the Company, prior to the meeting, questions on the items on the agenda or requests for additions to the agenda same.

## **DECLARE**

the Assembly legally constituted and valid to decide on the topics raised on the agenda.

On the first two topics on the agenda, to be discussed together, as functionally connected, the President proposes the joint discussion, explaining to the present, who declare to have received before now, the draft budget of financial year of the Company as at 31 December 2022, consisting of the balance sheet, account financial statement and explanatory notes, as well as the management report of the Board of Administration, from the report of the Board of Statutory Auditors and the Auditing Firm.

The President also reminds that, pursuant to the law and the Articles of Association, the ordinary meeting

for the approval of the financial statements it must be convened at least once per year, within one hundred and twenty days of the end of the financial year, or within one hundred and eighty days in the presence of the conditions required by law (art. 2364, paragraph 2, of the Civil Code).

At the invitation of the President, Dr. Riccardo Banfo, financial director, takes the floor of the Company, which briefly illustrates the draft financial statements and the consolidated financial statements closed as at 31 December 2022, highlighting in particular that the financial statements closed with a net profit for the year of Euro 16,195,360, while the consolidated financial statements show a consolidated net profit of Euro 15,237,868.

Once the presentation of the budget project has been completed, the President takes the floor again remembering that all the documentation, including among other things, the project of financial statements, including the management report of the Board of Administration, the report of the Board of Statutory Auditors and the report of the Auditing Company, together with the consolidated financial statements and related report of auditing firm, were made available to the public for at least 15 days before the date of today's meeting on the Company's website at [www.ediliziacrobatika.com](http://www.ediliziacrobatika.com) (Investor Relations – Meetings section).

Furthermore, with reference to the proposed resolution regarding the destination of the Company's 2022 net profit, takes the floor, at the invitation of the President, the CEO of the Company, Dr. Riccardo Iovino, the which, as indicated in the explanatory report of the items on the agenda, reminds those present that the results highlighted above allow us to submit to the shareholders the distribution of a cash dividend of Euro 0.50 per share each of the 8,317,225 ordinary shares representing the share capital, net of those held in the portfolio on the ex-dividend date (as of today, such number is equal to 27,190 shares), for a maximum countervalue of Euro 4,158,612.50, and to pay the indicated dividend starting from the 10th May 2023, with the coupon "ex-dividend date" coinciding with May 8, 2023 and record date coinciding with May 9, 2023.

The President then opens the discussion on the items on the agenda. Noted that no other resolution proposals were received compared to what was formulated by Board of Directors and contained in the explanatory report nor that any of those present, also following an express invitation in this regard, intends to formulate them of the others, the proposed resolution is then put to the vote.

**The Shareholders' Meeting of EdiliziAcrobatica SpA:**

- examined the draft financial statements for the year ended 31 December 2022,
- having taken note of the Report on the management performance of the Board of Administration, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors,
- having taken note of the consolidated financial statements as at 31 December 2022,
- considering the Explanatory Report of the Board of Directors,

#### **RESOLUTION**

1. to approve the financial statements for the year ended 31 December 2022, which show a net profit of Euro 16,195,360, as presented by the Board of Directors as a whole, as well as the related Management Report prepared by the Board of Directors;
2. to allocate the net profit for the 2022 financial year of EdiliziAcrobatica SpA as follows:
  - to. allocate an amount equal to Euro 1,617.8 as an increase in the "Legal Reserve", which will thus reach the legal limit;
  - b. set aside Euro 12,035,129.50 in retained earnings; c. distribute dividends for maximum amounts of Euro 4,158,612.50, attributing a unitary cash dividend of Euro 0.50 for each ordinary share representing the share capital, excluding treasury shares held in the portfolio on the ex-dividend date (as of today, this number is equal to 27,190 shares), gross of legal withholdings, with ex-dividend date on 8 May 2023, record date on 9 May 2023 and payment date on 10 May 2023;
3. to take note of the Group's consolidated financial statements as at 31 December 2022 and the related ancillary documentation;
4. to grant to the Board of Directors and through it separately to the Board Members pro tempore, with free and separate signature and with the right to sub-delegate for individual acts or for categories of acts, within the limits of the law,

every broader power to give complete and integral execution to the resolutions referred to in the previous points, as well as making, where necessary, additions, modifications and formal deletions that are requested by the competent authorities for the registration of the resolution in the Company Register.

The proposal was approved with the favorable vote of n. 6,380,588 shares out of no. 6,380,589, equal to 99.99998% of the share capital represented at the meeting having the right to vote; abstained n. 1 share out of n. 6,380,589, equal to 0.00002% of share capital represented at the meeting with voting rights.

Moving on to the discussion of the third item on the agenda, the President, after having remembered that reading the directors' explanatory report on items on the agenda will be omitted as they will be made available to the public in legal terms, in advance of the date of this meeting, reminds the attendees who, with the approval of the financial statements as at 31 December 2022, the Board of Directors currently in office expires and, therefore, the Shareholders' Assembly is called to renew its administrative body, determining the relative remuneration.

Pursuant to article 15 of the Articles of Association, the President reminds the Shareholders that the administration of the Company is entrusted to a Board of Directors composed of a minimum of three to a maximum of nine members, depending on how much resolved by the ordinary meeting.

Pursuant to article 17 of the Statute, to which reference is made, the members of the Board of Directors are appointed by the ordinary meeting on the basis of lists presented by the shareholders, in which the candidates must be listed via a sequential number. The lists presented by the members must contain a number of candidates not exceeding nine and must be deposited at the Company's headquarters at least 7 (seven) days before the date set for the meeting on first call, and, in any case, must contain at least 1 (one) candidate who meets the requirements independence provided for by the art. 148, paragraph 3, of the TUF. Together and contextually for each list, the curriculum containing the personal characteristics and professional skills of the individual candidates, with any indication of suitability for

qualify as independent, together with the declarations with which the individuals candidates accept their application and certify, under their own responsibility, the non-existence of causes of incompatibility or ineligibility, as well as the existence of requirements prescribed by the Statute and by legal and regulatory provisions applicable. A member cannot present or vote for more than one list, even if for third party or through trust companies.

Only shareholders alone or together with others have the right to present lists shareholders hold a total of shares representing at least 10% (ten percent) of the share capital with the right to vote in the ordinary meeting, from prove with the deposit of suitable certification. The certification issued by the intermediary proving the ownership of the number of shares necessary for the presentation of the list must be produced at the time the list is filed same or even on a subsequent date, provided that it is within the deadline set above for filing of the list. The lists presented without compliance with the preceding provisions are considered as not submitted.

The election of directors proceeds as follows:

a) if more than one list is presented:

- based on the list that obtained the highest number of votes in the progressive order of presentation, an even number of directors to the total number of members to be elected except one;
- from the second list that obtained the highest number of votes and which is not connected not even indirectly with the shareholders who presented or with those who voted for the list that came first in terms of number of votes, comes drawn an administrator, i.e. the person who was included in that list indicated first.

b) If only one list is presented, the meeting expresses its vote on it and, if it obtains the relative majority, they are the directors listed in progressive order up to reaching the total number of members to be elected.

c) If no list, other than the list that obtained the highest number of votes, has obtained a percentage of valid votes equal to at least 5% (five per

one hundred) of the share capital with the right to vote in the ordinary meeting, then, in this case, in derogation of the previous letter a), the following are appointed directors from the list that obtained the highest number of votes listed in progressive order until the total number of members to be elected.

d) In the event of an equality of votes between lists, a separate vote will be held of the meeting, without applying the list voting mechanism and result the candidates who obtain the majority of votes are nominated.

e) In the event that no lists are presented, the meeting decides according to the legal majorities, without prejudice to compliance with the requirements set out in the Articles of Association.

If, following the elections in the manner indicated above, the appointment of a director meeting the independence requirements, the candidate non-independent elected last or, in the case of multiple lists, last in order progressive in the list that received the highest number of votes, will be replaced by first independent candidate not elected, and in the case of multiple lists, belonging to the list that received the highest number of votes. It is the faculty of the shareholders' meeting, pursuant to of article 10 of the Articles of Association, determine the compensation for the office of director, for each single exercise or for multiple exercises.

As provided under the articles of association, the remuneration of the vested directors of the office of Chief Executive Officer, managing director with specific powers, President and Vice President of the Board of Directors, is established by Board of Directors, having heard the opinion of the board of statutory auditors. Remember, finally, that the directors are appointed for a period not exceeding three financial years and they are re-eligible.

The President continues, acknowledging that only one list of candidates has been presented to the position of members of the Board of Directors by the shareholder Arim Holding Sarl., owner as of today of no. 6,091,386 (six million ninety-one thousand three hundred and eighty-six) shares of the Company, equal to 73.23% (seventy-three point twenty-three) of the share capital of the same, which was deposited at the registered office on 19 April 2023 the following documentation: (i) the certification issued by the intermediary authorized; (ii) the CVs of the candidates containing exhaustive information on

professional characteristics of each candidate; and (iii) the statements by which individual candidates accept the candidacy and certify, under their own responsibility, the non-existence of causes of incompatibility or ineligibility as well as the existence of requirements prescribed by the Statute and by legal and regulatory provisions applicable, with any indication of suitability to qualify as advisors independent pursuant to the applicable provisions to hold the position of director of administration.

The President therefore illustrates the list of members of the Board of Directors who intend to be appointed, indicated in progressive order:

1. Simonetta Simoni (President);
2. Riccardo Iovino;
3. Anna Marras;
4. Simone Muzio;
5. Marco Caneva (independent director).

The President reports that the shareholder Arim Holding Sarl. also proposed to pay as a fixed annual gross compensation to each of the directors mentioned above, an amount equal to Euro 10,000, plus VAT, expenses and legal contributions, for each financial year and, as permitted by art. 15 of the Statute, proposed to delegate to the Board of Directors, having heard the opinion of the Board of Statutory Auditors, the determination of the emoluments in favor of the directors appointed particular charges.

The President therefore submits the following proposed resolution to the Assembly transcribed here:

“The Shareholders' Meeting of EdiliziAcrobatica SpA:

- having heard the President's statement;
- considering the explanatory report of the Board of Directors,

#### RESOLUTION

1. to determine the number of members of the Board of Directors at 5 (five);
2. to appoint Dr. Simonetta Simoni and Dr. Anna as directors

**Marras and Dr. Riccardo Iovino, Simone Muzio and Marco Caneva, the latter as independent director, who will make up the Board of Directors of the Company and will remain in office for three financial years, i.e. until the date of approval of the financial statements at December 31, 2025;**

- 3. to appoint Dr. Simonetta Simoni as President of the Board of Directors;**
- 4. to determine the gross annual compensation of each of the directors named above in a total of Euro 10,000, plus VAT, expenses and legal contributions, for each financial year, including the independent director;**
- 5. to delegate, as permitted by law and the statute, to the Board of Directors, after hearing the opinion of the Board of Statutory Auditors, the determination of the emoluments in favor of directors invested with particular roles."**

**The President then opens the discussion on the third item on the agenda. Not since there were interventions and it was noted that no further lists were received than that presented by the shareholder Arim Holding Sarl., the proposal was then put to the vote deliberation.**

**The proposal is approved, as regards the determination of the number of the members and the duration of the office, unanimously with a favorable vote of n. 6,380,589 shares out of no. 6,380,589, equal to 100% of the share capital represented at the meeting with the right to vote; regarding the appointment of the members and the determination of the relative compensation, with a favorable vote of n. 6,274,868 shares out of no. 6,380,589, equal to 98.34% of the share capital represented at the meeting with the right to vote; against n. 105,721 shares up n. 6,380,589, equal to 1.66% of the share capital represented at the meeting having right to vote.**

**Messrs. Simonetta Simoni, Riccardo Iovino, Anna Marras, Simone Muzio and Marco Caneva declare to accept the position.**

**With reference to the fourth item on the agenda, the President informs i present that with the approval of the financial statements as at 31 December 2022 comes to the Board of Statutory Auditors of the Company, appointed by the ordinary meeting of April 28, 2020; it is therefore necessary to appoint the new body**

control and its President, in compliance with the regulatory and statutory provisions applicable.

In this regard, we remind you that, pursuant to art. 19 of the Statute, the Board of Auditors is made up of three standing auditors and two alternate auditors who remain in office for three financial years, appointed by the ordinary assembly, which also appoints the President in compliance of the provisions of the law, choosing them so that at least one effective member e an alternate are registered in the Register of Auditors at the Ministry of Justice, while the remaining members, if not registered in this Register, must be chosen from those registered in the professional registers identified by decree of the Ministry of Justice, or among tenured university professors in economic or legal subjects.

For the appointment, revocation, requirements, duties, skills, responsibilities, i powers and obligations of auditors and for the determination of their emoluments, yes observe the provisions of the articles. 2397 et seq. of the Civil Code and other provisions of current law, therefore today's election will not be carried out by list vote. The Finally, the President reminds us that the Assembly is also called upon to decide on the compensation of the members of the supervisory body.

At this point in the meeting the shareholder Arim Holding requests and receives the floor Sarl., represented by Dr. Riccardo Iovino, who proposes to confirm and therefore to appoint him as members of the Board of Statutory Auditors for a period of three financial years its current members who would thus be confirmed until the approval of balance sheet which will close on 31 December 2025 and precisely:

- Alda Bertelli, born in Florence (FI) on 9 August 1934, domiciled in Florence (FI), Via Pier Capponi 89, tax code BRTLDA34M49D612X, registered with n.5288 in the Register of Statutory Auditors, appointed with Ministerial Decree of 12 April 1995 published in the Official Gazette n.31/BIS of 21 April 1995;
- Giorgio Frediani, born in Florence (FI) on 2 July 1969, domiciled in Florence (FI), Via Pier Capponi 89, tax code FRDGRG69L02D612K, registered at no. 86339 in the Register of Statutory Auditors, appointed by Ministerial Decree of 27 July 1999 published in the Official Journal no. 77 of 28 September 1999;
- Francesco Cinaglia, born in Genoa (GE) on 14 July 1967, domiciled in

Genoa, Via Caffaro 10/29 A, tax code CNGFNC67L14D969R, registered with n.83023 in the Register of Legal Auditors, appointed by Ministerial Decree of 27 July 1999 published in the Official Gazette n.77 of 28 September 1999;

- Carla Borgioli, born in Fucecchio (FI) on 17 July 1974, domiciled in Fucecchio (FI), Via Pacchi 21, tax code BRGCRL74L57D815G, registered with n.149737 in the Register of Statutory Auditors, appointed by Ministerial Decree of 3 March 2008 published in the Official Gazette n.25 of 28 March 2008;

- Fabio Coacci, born in Genoa (GE) on 6 January 1964, domiciled in Genoa (GE) Via Macaggi n. 23/9, tax code CCCFBA64A06D969Z, registered at no. 1245 in the Register of Legal Auditors, appointed by Ministerial Decree of 12 April 1995 published in the Official Gazette n.31/BIS of 21 April 1995;

acknowledging that the members of the Board of Statutory Auditors as named above have before now declared to the company the administration and control positions held in other companies pursuant to article 2400, last paragraph, of the Civil Code.

The President therefore submits the following proposed resolution to the Assembly transcribed here:

“The Shareholders' Meeting of Ediliziacrobatica SpA:

- having heard the President's statement;
- considering the explanatory report of the Board of Directors,

#### RESOLUTION

1. to appoint Dr. Alda Bertelli and Dr. Giorgio Frediani and Francesco Cinaglia as standing auditors and Dr. Carla Borgioli and Dr. Fabio Coacci as alternate auditors, who will make up the Board of Statutory Auditors of the Company and will remain in office for three financial years, i.e. until the date of approval of the financial statements at 31 December 2025;
2. to appoint Dr. Alda Bertelli as President of the Board of Statutory Auditors;
3. to determine the gross annual compensation of the auditors appointed above in a total of Euro 35,000.00, plus VAT, legal expenses and contributions, for each financial year, of which Euro 15,000.00 per year for the President of the Board of Statutory Auditors, and Euro 10,000, 00 per year for each of the effective auditors.”

The President then opens the discussion on the fourth item on the agenda. Not

since there have been interventions and it has been noted that no further proposals have been received with respect to the one presented by the shareholder Arim Holding Sarl., is then put to the vote proposed resolution.

The proposal was approved with the favorable vote of n. 6,274,868 shares out of no. 6,380,589, equal to 98.34% of the share capital represented at the meeting having right to vote; against n. 105,721 shares out of no. 6,380,589, equal to 1.66% of share capital represented at the meeting with voting rights.

Messrs. Alda Bertelli, Giorgio Frediani and Francesco Cinaglia declare that they accept the load.

Moving on to the discussion of the fifth item on the agenda, the President informs those present that in conjunction with the approval of the financial statements at EdiliziAcrobatica SpA's audit engagement expires on 31 December 2022 awarded to the company Deloitte & Touche SpA for the three-year period 2020-2022.

The President reminds those present that pursuant to art. 19-bis of Legislative Decree 39/2010, the company falls within the qualification of an entity subject to an intermediate regime, for which yes mean, inter alia, companies issuing financial instruments, which, even if not listed on regulated markets, they are widely distributed among the public. In particular, the obligations set out apply to entities subject to intermediate regime to the art. 17 of the aforementioned decree (art. 19-ter legislative decree 39/2010) and, therefore, the task of legal audit must have a duration of nine financial years. Considering how much above, the Shareholders were summoned to the Assembly, in ordinary session, for approve the assignment of the statutory audit assignment for the nine-year period 2023-2031.

In this regard, the President reminds those present that the Board of Directors has started a selection procedure for the auditing firm, requesting this end specific offers from various auditing firms relating to the subject the nine-year assignment of legal audit of the accounting of individual financial statements of the Company and the consolidated financial statements of the Group for the nine-year period 2023-2031 pursuant to of the art. 14 of Legislative Decree no. 39/2010 and articles 2409-bis and following of the Code

Civil, the verification of the regular keeping of the social accounts and their correctness recording of management events in the accounting records; the verification of the coherence of the management reports with the annual and consolidated financial statements and their compliance with the law pursuant to art. 14, paragraph 2, letter e) of the Decree; the limited audit of the consolidated interim financial statements for i semesters ending on June 30 of each year from 2023 to 2031 of the Company prepared according to the Italian accounting principles issued by the Italian Organization of accounting.

The President specifies that pursuant to art. 13 of the Legislative Decree. 39/2010 the supervisory body of the Company has expressed a reasoned proposal on the specific point covered resolution, fully reproduced in the explanatory report of the Board of Administration. In it the supervisory body proposes that the audit assignment legal accountant for the nine-year period 2023-2031 is entrusted to the company Deloitte & Touche SpA, with registered office in Milan, via Tortona n. 25, VAT number and CF 03049560166. Fa also note that, due to the negotiations with Deloitte & Touche SpA, the proposed compensation for the nine-year term of office in favor of the latter will be equal to a total of Euro 387,000.00, including the subscription of the Company tax returns.

The President then opens the discussion on the fifth item on the agenda. Noting that no other proposed resolutions have been received formulated by the Board of Directors and contained in the Explanatory Report nor that any of those present, even following an express invitation in this regard, intend formulate others, the proposed resolution is then put to the vote.

The Shareholders' Meeting of EdiliziAcrobatica SpA:

- having seen and approved the Explanatory Report of the Board of Directors;
- having seen the reasoned proposal formulated by the Board of Auditors pursuant to the article 13, paragraph 1 of Legislative Decree 27 January 2010, n. 39,

#### RESOLUTION

1. to assign the legal auditing task to the auditing firm Deloitte & Touche SpA, with particular reference to the financial statements and the financial statements

consolidated, for the financial years 2023 – 2031, pursuant to Legislative Decree no. 39/2010 and subsequent amendments, within the terms and conditions indicated in the reasoned proposal prepared by the board of auditors;

2. to therefore determine the overall compensation for the entire nine-year period of office at Euro 387,000.00 (three hundred and eighty-seven thousand/00), without prejudice to the fact that any adjustments to the compensation must be previously agreed between the parties according to the criteria of good faith and fairness;
3. to give a mandate to the board of directors and, on its behalf, to the director Riccardo Iovino, with the right to sub-delegate, to take care of all the obligations and activities, as well as communication, filing and publication formalities, for the complete implementation of the above resolved, in accordance with the applicable legislation, making any formal changes, additions or deletions that may become necessary.

The proposal was approved with the favorable vote of 6,276,017 shares out of no. 6,380,589, equal to 98.36% of the share capital represented at the meeting having right to vote; against n. 104,572 shares out of no. 6,380,589, equal to 1.64% of share capital represented at the meeting with voting rights.

On the sixth and last item on the agenda, the President explains to those present the content of the Board of Directors' report relating to proposal for authorization to purchase and subsequently dispose of shares ordinary of the Company, recalling that the Board of Directors has submitted to the Shareholders' Meeting the authorization to purchase and dispose of ordinary shares of Company, pursuant to articles. 2357 and 2357-ter cod. civ, as well as art. 132 of the legislative decree. of 24 February 1998, n. 58 (the "TUF") and art. 144-bis of the Consob Regulation n. 11971 of 14 May 1999 (the "Consob Issuers Regulation"). Such articles provide that the purchase of own shares must be authorized by the meeting, which also proceeds to establish the methods and conditions of the purchase. Please remember that the Company currently holds n. 27,190 treasury shares in portfolio in relation to which a request will be made to the Assembly for authorization to disposition of the same.

It is the Company's intention to propose authorization for a third floor referred to in following.

**Reasons for which authorization to purchase and dispose is required**

**of own shares**

The request for authorization to purchase and dispose of treasury shares, subject of the proposed resolution, is aimed at allowing the purchase and disposal of the shares own, to provide the Company with a useful strategic investment opportunity for everyone purposes permitted by current European and national legislation - including the purposes contemplated in the art. 5 of Regulation (EU) 596/2014 (Market Abuse Regulation, of hereinafter "MAR") and related implementation provisions, where applicable, and in the practices of market admitted pursuant to art. 13 MAR – for, purely by way of example

and not exhaustive, the following purposes:

- support the liquidity of the shares themselves in compliance with the criteria established by law, also regulatory, carrying out, through the use of intermediaries, any investment operations also to contain anomalous movements in prices, to regularize the progress of negotiations and prices, so as to encourage regularity carrying out negotiations outside of normal related variations to market trends;
- in the efficient use of the Company's liquidity with an investment perspective a medium and long term;
- allow purchases of shares from the beneficiaries of any stock option plans and/or in the possibility of implementing stock grant plans;
- in the use of shares in operations related to management characteristic or projects consistent with the strategic lines of the Company, in relationship to which the opportunity for share exchanges materializes;
- in being able to dispose of own shares, in line with the strategic lines that the Company intends to pursue, as consideration in the context of any transactions of nature extraordinary, such as, by way of example and not limited to, acquisitions, mergers, demergers, etc., and/or for other uses deemed to be of financial/managerial and/or interest strategic for the Company itself, including the exchange of shareholdings with others subjects in the context of operations of interest to the Company.

The request for authorization also provides the Council with the power to

Administration to carry out repeated and subsequent purchase and sale operations (or other disposal acts) of treasury shares also on a revolving basis for fractions of the maximum authorized quantity, so that, at any time, the quantity of shares subject to the proposed purchase and in the ownership of the Company not exceeds the limits established by law and by the authorization of the Assembly and, in any case, this purchase is made in compliance with the applicable regulatory provisions and regulations in force pro tempore, including the MAR and the Delegated Regulation (EU) n. 1052 of 8 March 2016 (the “Delegated Regulation”), as well as market practices permitted from time to time in force.

**Maximum number, category and nominal value of shares to which it refers**

**the authorization**

It is preliminarily specified that the subscribed and paid-up share capital is equal to Euros 831,722.5, is currently represented by n. 8,317,225 ordinary shares (ISIN: IT0005351504) without indication of the nominal value. The Company holds n. 27,190 treasury shares in portfolio.

Authorization is required in order to attribute to the Board of Directors right to make the purchase, in one or more tranches, in a freely measure determinable by the Council itself, up to a maximum number which, considering the EdiliziAcrobatica shares held from time to time by the Company and by the companies from controlled by it, does not exceed 10% of the Company's capital. Purchases must take place in compliance with the art. 25-bis of the Euronext Issuers Regulation Growth Milan and within the limits of the distributable profits and/or resulting available reserves from the last regularly approved balance sheet at the time each was carried out operation, without prejudice to the fact that, pursuant to art. 2357, paragraph 1, cod. civil, they will be able to only fully paid-up shares may be purchased.

In this regard, please refer to the draft budget for the financial year ended on the 31st December 2022 (available in the “Investor Relations/Corporate Documents” section of the Website), assuming the approval of the same by the Assembly in terms proposed by the Board of Directors.

The authorization will also entail the power of the Board of Directors of dispose of the shares in the portfolio. It is underlined, in this sense, that own shares they can also be used as a provision for a possible plan long-term incentives for the Group's managers and/or employees. The disposal may also take place through the transfer of any real rights and/or personal data relating to the same (including, but not limited to, operations of securities lending). On the occasion of any purchase or disposal of shares own, the Company will carry out the appropriate accounting records, in compliance with the art. 2357-ter, last paragraph, cod. civil and the applicable accounting principles. The Council of Administration will have to verify before proceeding with each purchase of shares for the purposes indicated above, compliance with the limits established by the art. 2357, paragraph 1 and 3, cod. civ or to any different maximum amount provided for by law pro tempore current.

#### Duration of authorization

The authorization will be granted for a period of 18 (eighteen) months, i.e maximum period allowed pursuant to art. 2357, paragraph 2, cod. civil, from the date of meeting resolution approving this proposal. Within the period of duration of any authorization granted, the Council may proceed to purchase transactions on one or more occasions and at any time, in terms of size and time freely determined in compliance with the applicable rules, with the required gradualness appropriate in the interests of the Company. Conversely, the authorization to dispose of treasury shares purchased and/or already owned by the Company is requested without time limits, due to the absence of time limits pursuant to current legislation provisions and the opportunity to allow the Board of Directors to make use of maximum flexibility, also in terms of time, to carry out the actions of disposal of own shares. The restrictions on trading remain in place pursuant to Delegated Regulation (EU) 2016/1052 of the European Commission, of 8 March 2016.

#### Minimum and maximum price of the shares to be purchased

As for the minimum and maximum prices for the treasury shares to be purchased, the price of purchase should be identified from time to time, having regard to the method chosen to carry out the operation and in compliance with the requirements applicable regulations, but, in any case, it must be neither lower nor higher by more than 15% compared to the reference price recorded by the stock in the last session of the stock exchange preceding each single operation. In this regard, it is specified that purchases must be carried out in compliance with the conditions relating to negotiations established in the art. 3, paragraph 2, of the Delegated Regulation (EU) 2016/1052, in implementation of the MAR, and therefore at a price not exceeding the highest of the prices of the last independent transaction and the price of the independent purchase offer current in the trading venue where the purchase is made. It also remains stationary which will not be possible, in implementing the share buyback program own, purchase on each trading day a volume exceeding 25% of average daily trading volume of EdiliziAcrobatica shares in the 20 days of previous trading on the trading venue where the purchase is made.

With regards to the sale or other acts of disposal of treasury shares to pursuant to the art. 2357-ter of the Civil Code, the Board of Directors proposes to be authorized to dispose of, dispose of and/or use, for any reason and in any way moment, in whole or in part, on one or more occasions, of the treasury shares purchased in implementation of any authorization granted by the Assembly for the purposes indicated above, at the price or, in any case, according to criteria and conditions determined from time to time from time to time by the Board of Directors, having regard to the implementation methods employed, to the performance of share prices in the period preceding the operation and to the best interests of the Company, it being understood that the proceeds of any deed of disposal of own shares may be used for further purchases of shares, until the expiry of the requested shareholders' authorization, within the limits set by this is provided for by current regulations.

**Methods according to which purchases and disposals of shares will be carried out**

**own**

**Purchases will be made on the multilateral trading system**

**Euronext Growth Milan, according to the methods identified from time to time by Board of Directors, which will guarantee parity when purchasing its own shares of treatment between shareholders and will respect the operating methods established in regulations for the organization and management of multilateral trading systems, also acting in accordance with the methods and operational limits of the Regulation MAR, Regulation 2016/1052 and the applicable general and sector legislation.**

**As regards the acts of disposal and/or use of treasury shares, purchased on the basis of present proposal or in any case in the Company's portfolio, they may be carried out, under the conditions and within the limits of the law, pursuant to art. 2357-ter cod. civ., in at any time, in whole or in part, by selling them on the market, to blocks or otherwise out of the market or by assignment of any real rights and/or personal data relating to the same (including, by way of example, the loan securities), even before having exhausted the quantity of own shares that may be purchased. The Board of Directors may establish, in compliance with the legal and regulatory provisions, the terms, methods and conditions of the deed disposal of treasury shares deemed most appropriate in the interests of the Company. In particular, with regard to the operational methods of disposal, the same could be implemented, among other things, by selling them on the market, on the blocks or otherwise off the market, accelerated bookbuilding, i.e through exchange or loan of securities or free assignment, attributing to the Board of Administration (or its delegate) the power to establish, in compliance of the legal and regulatory provisions, the terms, methods and conditions of the act of disposal and/or use of treasury shares deemed most appropriate in the interests of the Company. Of the purchase and disposal of shares appropriate communication will be provided in compliance with the obligations of applicable information.**

**Information on the instrumentality of the purchase to the reduction of the share capital**

**Please note that the purchase of treasury shares which is the subject of this request**

authorization is not instrumental to the reduction of the share capital through cancellation of the treasury shares purchased, without prejudice, however, for the Company, if a reduction in the share capital is approved by the Assembly in the future, the right to execute it also through cancellation of own shares held in the portfolio.

The President then opens the discussion on the sixth and final item on the agenda day. Noting that no other proposed resolutions have been received to what was formulated by the Board of Directors and contained in the Report Illustrative nor that any of the participants, even following an express invitation to regarding, intends to formulate others, the proposal is then put to the vote deliberation.

The Shareholders' Meeting of EdiliziAcrobatica SpA:

- having seen and approved the Explanatory Report of the Board of Directors,

**RESOLUTION**

1. to authorize the Board of Directors and on its behalf the Board Members pro tempore to carry out, in the name and on behalf of EdiliziAcrobatica SpA, transactions for the purchase of ordinary treasury shares, up to a maximum number which, taking into account the EdiliziAcrobatica treasury shares held from time to time in the portfolio by the Company or by its subsidiaries, does not exceed 10% of the share capital, establishing that:
  - to. the purchase may be made in one or more tranches within 18 (eighteen) months from the date of this resolution;
  - b. the purchase may be made for the purposes and with any of the methods indicated in the Explanatory Report, provided that it respects the equal treatment of shareholders, articles. 2357 et seq. of the Civil Code, of the Euronext Growth Milan Issuers' Regulation, of the applicable accounting principles and in any case of the laws and regulations in force pro tempore;
  - c. adequate communication will be provided of the purchase and sale of treasury shares in compliance with the applicable information obligations;
  - d. purchases must be made in compliance with the conditions relating to negotiations established in the art. 3 of the Delegated Regulation (EU) 2016/1052, in

implementation of the MAR Regulation, and therefore at a price not exceeding the highest price between the price of the last independent operation and the price of the current independent purchase offer on the trading venue where the purchase is made, it being understood that it will not be possible to purchase on each trading day a volume greater than 25% of the average daily volume of EdiliziAcrobatica shares in the 20 days preceding the purchase date on the trading venue where the purchase is made; in any case, purchases must be made according to methods that allow compliance with the provisions in force regarding market manipulation and in any case at a price neither lower nor higher than 15% compared to the reference price recorded by the security in the last stock market session preceding each individual operation;

And, the purchase must be carried out within the limits of distributable profits and available reserves resulting from the latest regularly approved financial statements at the time of carrying out the operation, constituting a reserve for treasury shares and in any case proceeding with the necessary accounting entries in the manner and within the limits of the law ; the above in any case in accordance with and in compliance with any other legal and regulatory provisions pro tempore on

2. to authorize the disposal, in whole or in part, either directly or through intermediaries, and without time limits, of the ordinary treasury shares purchased pursuant to the resolutions adopted or other shares owned by EdiliziAcrobatica SpA, taking into account the implementation methods used, the market trend and the company's interest, and in any case in compliance with the accepted market practices in force from time to time, or with the applicable legislation. In any case, the provisions may be carried out in the manner permitted by current laws and regulations, at the discretion of the Board of Directors;
3. to grant to the Board of Directors, and through it separately to the Directors of Directors pro tempore, with free and separate signature and with the power to sub-delegate for individual acts or categories of acts, every broadest power necessary, to give concrete and complete execution of the resolutions referred to in the previous points and to provide market disclosures permitted from time to time in force.

The proposal was approved with the favorable vote of 6,276,017 shares out of no. 6,380,589, equal to 98.36% of the share capital represented at the meeting having right to vote; against n. 104,572 shares out of no. 6,380,589, equal to 1.64% of share capital represented at the meeting with voting rights.

**There being nothing else to decide and no one asking to speak, the President declares the meeting closed at 5.00 pm.**

**President**

**Dr. Simonetta Simoni**

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**The Secretary**

**Dr. Martina Pegazzano**

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