Intred S.p.A.

with registered office in Brescia, Via Pietro Tamburini no. 1, registered in the Brescia Companies Register under no. 11717020157 and VAT No. 02018740981

EXPLANATORY REPORT OF THE DIRECTORS ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING CALLED IN ORDINARY SESSION FOR 18 SEPTEMBER 2018 ON FIRST CALL AND FOR 19 SEPTEMBER 2018 ON SECOND CALL, IF NECESSARY

[initials]

Board of Directors
Daniele Peli
Marisa Prati
Adalberto Salvi
Alessandro Triboldi

Board of Statutory Auditors
Vittorio Giongo
Salvatore Capatori
Giovanbattista Lechi

Independent Auditors
BDO Italia S.p.A.

[initials]

Dear Shareholders,
the Board of Directors of Intred S.p.A. (the "Company") informs you that the agenda of the Ordinary Shareholders' Meeting, called by notice published on the Company's website at www.intred.it, in the Governance section, on 3 September 2018, and in extract in the daily newspaper "Italia Oggi" on 3 September 2018, to be held at the registered office in Brescia, via P. Tamburini 1, on 18 September 2018 at 9:00 on first call and on 19 September at 9:00 on second call, if necessary, is as follows:

1. **Increase in the number of members of the Board of Directors from 4 to 5 and appointment of the additional member, with determination of the related remuneration; related and consequent resolutions.**

The purpose of this report is to explain to you the reasons for the proposals relating to the only item on the agenda of the Shareholders' Meeting.

As you know, on 11 July 2018 Daniele Peli and Marisa Prati, shareholders of the Company, signed a shareholders' agreement with another shareholder, Value First SICAF S.p.A., which provides, by 30 September 2018 (deadline amended following an addendum signed on 24 July 2018), among other things, for the undertaking to vote at the Shareholders' Meeting in favour of increasing the number of members of the Company's Board of Directors, which must consist of at least 5 members.

In view of the above, the Company's Board of Directors has decided to call the Shareholders' Meeting in order to propose to the shareholders that the number of members of the Board of Directors be increased from 4 to 5.

For the other contents of the shareholders' agreement, please refer to the description in the Admission Document (Chapter 13, Section 13.4 of the Offering Document), available on the Company's website (www.intred.it – Investors Section).

Shareholders are reminded that, pursuant to Article 15.27 of the Articles of Association, where the number of directors of the Company has been set below the maximum provided for by Article 15.1 of the Articles of Association (i.e. 7), the Shareholders' Meeting may, also during the term of office of the Board of Directors, increase that number within the maximum limit set by the aforementioned article. It should also be noted that the additional members of the Board of Directors are appointed by resolution of the Shareholders' Meeting with the majorities required by law; the directors thus elected will expire together with those in office at the time of their appointment.

Finally, please note that the Board of Directors currently in office was appointed by the Shareholders' Meeting of 13 June 2018 and will remain in office until the approval of the financial statements for the year ending 31 December 2020.

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In order to enable those attending the Shareholders' Meeting to cast an informed vote, shareholders intending to submit proposals for the appointment of members of the Board of Directors are invited to submit the related candidacy together with the candidate's *curriculum vitae* and the documentation certifying the shareholder status of those submitting the candidacy, if possible at least 7 days before the Shareholders' Meeting. By the same deadline, shareholders are invited to file the declarations with which the individual candidates accept their candidacy and declare, under their own responsibility, that there are no grounds for ineligibility or incompatibility provided for by law and that they meet the requirements of the Articles of Association and/or those prescribed by law and regulations for members of the Board of Directors. These may be submitted by hand delivery during office hours, or sent by registered letter, to the Company's registered office at via P. Tamburini, 1, 25136 Brescia, or by certified email to amministrazione@legal.intred.it.

Shareholders are also informed that the Company has already received the candidacy of Dr Renzo Torchiani, submitted by the shareholder Value First SICAF S.p.A. The information on the personal and professional profile of this proposed candidate, as well as the candidate's declaration of (i) acceptance of the candidacy and of the office, (ii) certification that there are no grounds for incompatibility, ineligibility or disqualification and (iii) fulfilment of the requirements prescribed by the regulations and by the Company's Articles of Association, are already available on the Company's website (www.intred.it – Investors Section).

Brescia, 31 August 2018
For the Board of Directors
The Chairman

[signature]
Daniele Peli

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