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Intred S.p.A.

EXPLANATORY REPORT OF THE BOARD OF DIRECTORS
ON THE PROPOSALS CONCERNING THE ITEMS ON THE AGENDA

Ordinary and Extraordinary Shareholders' Meeting

29 April 2021 - single call

Brescia, 14 April 2021

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Share capital
€10,000,000.00 fully paid

EXPLANATORY REPORT OF THE BOARD OF DIRECTORS OF INTRED S.P.A. ON THE PROPOSALS CONCERNING THE ITEMS ON THE AGENDA OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING CALLED FOR 29 APRIL 2021 IN SINGLE CALL

Dear Shareholders,

the Board of Directors of Intred S.p.A. ("**Intred**", the "**Company**" or the "**Issuer**") has called you to the Shareholders' Meeting, in Ordinary and Extraordinary session, to submit for your approval the proposals set out in the following:

agenda

In Ordinary session

1. Approval of the financial statements for the year ended 31 December 2020. Related and consequent resolutions;

2. Appointment of the members of the Board of Directors subject to determination of their number, term of office and related remuneration. Related and consequent resolutions;

3. Award of the statutory audit engagement for the financial years 2021-2029 pursuant to the combined provisions of Articles 13 and 19-*ter* of Legislative Decree 39/2010. Related and consequent resolutions;

4. Approval, pursuant to Article 114-*bis* of Legislative Decree 58/1998, of the stock grant plan called "*2021 – 2023 Stock Grant Plan*" intended for the employees of Intred S.p.A. Related and consequent resolutions;

5. Establishment of a specific profit reserve, restricted to the share capital increase serving the "*2021-2023 Stock Grant Plan*". Related and consequent resolutions.

In Extraordinary session

1. Proposal to amend Articles 13 ("*Provisions on public purchase and exchange offers*"), 15 ("*Appointment, termination and replacement of directors*"), 21 ("*Board of Statutory Auditors*") and 23 ("*Powers*") of the Articles of Association in force and to insert Articles 13-*bis* ("*Obligation to purchase and right to purchase*") and 13-ter ("*Revocation from trading*") in implementation of the amendments made to the AIM Italia Issuers' Regulation referred to in Borsa Italiana Notice No. 17857. Related and consequent resolutions;

2. Proposal to amend Articles 5 ("*Capital and shares*"), 15 ("*Appointment, termination and replacement of directors*"), 16 ("*Chairman of the Board of Directors*"), 18 ("*Resolutions of the board of directors*"), 19 ("*Powers of representation*") and 24 ("*Calling of shareholders' meetings*") of the Articles of Association in force. Related and consequent resolutions;

3. Share capital increase, pursuant to Article 2349 of the Italian Civil Code, in one or more tranches, through the use of a corresponding portion of the available profit reserves, up to a maximum amount of Euro 64,000.00, through the issue of a maximum of no. 100,000 new ordinary shares with no indication of par value, serving the stock grant plan called "*2021 – 2023 Stock Grant Plan*" intended for the employees of Intred S.p.A. Amendment of Article 5 of the Articles of Association. Related and consequent resolutions.

ORDINARY PART

1. **Approval of the financial statements for the year ended 31 December 2020. Related and consequent resolutions**

Dear Shareholders,

with reference to the first and only item on the agenda, you have been called to the Shareholders' Meeting, in Ordinary session, to approve the financial statements for the financial year ended 31 December 2020, examined by the Board of Directors on 29 March 2021.

The financial year ended 31 December 2020 closed with a profit for the year of Euro 6,111,111, which we propose that you allocate as follows:

- Euro 634,020 to the distribution of a dividend of Euro 0.04 per share, gross of the withholding taxes required by law, with dividend detachment date (so-called ex-date), in accordance with the 2021 AIM Italia calendar, on 3 May 2021, date of entitlement to receive the dividend (so-called record date) on 4 May 2021 and dividend payment date (so-called payment date) on 5 May 2020;

- the remaining part, equal to Euro 5,477,091, as to Euro 305,556 to the legal reserve and as to Euro 5,171,535 to the extraordinary reserve.

For all information and detailed comments, please refer to the directors' report, made available to the public, together with the financial statements, the report of the Board of Statutory Auditors and of the Independent Auditors, at the registered office, as well as on the Company's website, within the terms provided for by the regulations in force.

* * *

In light of the above, the Board of Directors therefore submits for your approval the following:

– ***PROPOSED RESOLUTION*** –

"*The Ordinary Shareholders' Meeting of Intred S.p.A.,*

- having heard the Chairman's presentation,

- having examined the draft financial statements for the year ended 31 December 2020 and the directors' report;

- having taken note of the reports of the Board of Statutory Auditors and of the Independent Auditors;

- having taken note of the explanatory report of the Board of Directors,

resolves

1. *to approve the financial statements for the year ended 31 December 2020, consisting of the balance sheet, income statement, cash flow statement and explanatory notes and accompanied by the directors' report, taking note of the reports of the Board of Statutory Auditors and of the Independent Auditors as well as of the related accompanying documentation;*

2. *to allocate the net profit for the 2020 financial year, equal to Euro 6,111,111, as follows:*

    - *Euro 634,020 to the distribution of a dividend of Euro 0.04 per share, gross of the withholding taxes required by law, with detachment date, in accordance with the 2021 AIM Italia calendar, on 3 May 2021, date of entitlement to receive the dividend on 4 May 2021 and dividend payment date on 5 May 2021;*

    - *the remaining part, equal to Euro 5,477,091, as to Euro 305,556 to the legal reserve and as to Euro 5,171,535 to the extraordinary reserve;*

3. *to grant each member of the Board of Directors pro tempore in office, severally and with the power to sub-delegate to third parties, including those outside the Board, a mandate to carry out all the communication, filing and publication formalities and obligations relating to the above resolutions, pursuant to the applicable regulations.*"

2. **Appointment of the members of the Board of Directors subject to determination of their number, term of office and related remuneration. Related and consequent resolutions**

Dear Shareholders,

with reference to the second item on the agenda, we remind you that – upon approval of the financial statements for the year ended 31 December 2020 –, the term of office of the Board of Directors granted for a three-year period by the ordinary Shareholders' Meeting held on 13 June 2018 will expire.

It is therefore necessary to appoint the Board of Directors, subject to determination of the number of its members, of their term of office and of the related remuneration, in accordance with the procedure laid down in Article 15 of the Issuer's Articles of Association as well as with the other applicable provisions.

Pursuant to the Articles of Association, the Board of Directors consists of a number of members ranging from 3 to 9, elected by the Shareholders' Meeting, which also determines their term of office (up to a maximum of 3 financial years) and number. The Board of Directors is appointed through the slate voting procedure, in order to ensure the participation of minorities, on the basis of slates submitted by the Shareholders, in which the candidates must be listed by progressive number.

Slates may be submitted by Shareholders who, alone or together with other Shareholders, represent at least 5% of the share capital. Each candidate may appear on one slate only, on pain of ineligibility. Each Shareholder may not submit or contribute to submitting, not even through an intermediary or trust companies, more than one slate.

Furthermore, pursuant to the Articles of Association, these slates must be filed by the 7th day preceding the date of the Shareholders' Meeting (i.e. 22 April 2021) and will subsequently be made available on the Company's website, together with the related accompanying documentation. In view of the particular situation caused by the Covid-19 health emergency, the aforementioned slates may be sent – on pain of forfeiture by the aforementioned deadline – to the Company's certified e-mail address: *amministrazione@legal.intred.it*.

The slates must contain, also as annexes: ***(i)*** information on the identity of the Shareholders who submitted them, indicating the percentage of the shareholding held in aggregate, evidenced by a specific statement issued by an intermediary; ***(ii)*** the *curricula vitae* of the candidates, including the list of the administration and control positions held in other companies or entities; and ***(iii)*** a declaration by the candidates containing their acceptance of the candidacy, the certification that they meet the requirements laid down by law and by the Articles of Association (including the requirements referred to in Article 147-*quinquies* of the TUF) as well as the independence requirements referred to in Article 148, paragraph 3, of Legislative Decree No. 58/1998 (the "**TUF**"), where indicated as independent directors. In particular, pursuant to the Articles of Association, at least 1 (one) candidate on each slate must meet the aforementioned independence requirements.

With particular reference to the director meeting the independence requirements referred to in Article 148, paragraph 3, of the TUF, the Shareholders are informed that, before filing with the Company, the Shareholders who intend to submit a slate must send to the Company's Nomad (Banca Profilo S.p.A.), at the following e-mail address *intred@bancaprofilo.it*, at least 11 days before the date scheduled for the shareholders' meeting (i.e. by 18 April 2021), the name of the director they intend to nominate as independent director, together with the candidate's *curriculum vitae* and the declaration by which the candidate accepts the candidacy and certifies, under their own responsibility, that they meet the independence requirements as well as that there are no grounds for ineligibility and incompatibility, and also that they meet the requirements laid down by the regulations in force for holding the office of director. Upon receipt of this documentation, the Nomad will issue its assessment of the candidate at least 9 days before the date scheduled for the Shareholders' Meeting (i.e. 20 April 2021).

Slates submitted without complying with the above provisions will be considered as not submitted.

At the end of the vote, subject to determination of the total number of directors to be elected, the candidates listed in progressive order on the slate obtaining the highest number of votes (the "**Majority Slate**") will be elected as members of the Board of Directors, in a number equal to the total number of

members of the administrative body to be elected minus one. The candidate listed first on the second slate that obtained the highest number of votes (the "**Minority Candidate**") and that, pursuant to the applicable provisions, is not connected, not even indirectly, with the Shareholders who submitted or voted for the Majority Slate, will be appointed as the last member of the Board of Directors. Furthermore, pursuant to the Articles of Association, the director meeting the independence requirements laid down by Article 148, paragraph 3, of the TUF must be drawn from the Minority Slate, where submitted. If the candidate listed with the first number on the Minority Slate does not meet the above-mentioned independence requirements, they will be replaced by the candidate of that Minority Slate who meets those requirements.

For the purposes of voting and appointing the members of the Board of Directors, slates that have not obtained a percentage of votes at least equal to half of that required for their submission (i.e. 2.5%) will in any case not be taken into account.

If only one slate is submitted, the Shareholders' Meeting will vote on it and, only if it obtains the majority required by law for the related resolution, the candidates listed on that slate will be elected in progressive order, up to the number previously set by the Shareholders' Meeting. If no slate is submitted, or if the number of directors elected on the basis of the slates submitted is lower than that previously determined by the Shareholders' Meeting, the latter will resolve with the majorities required by law.

The candidate indicated as such by the Majority Slate or by the only slate submitted will be elected Chairman of the Board of Directors. If no slate is submitted or if the Majority Slate or the only slate submitted does not indicate the candidate for the chairmanship, the Chairman is appointed by the Shareholders' Meeting with the majorities required by law or, alternatively, by the Board of Directors pursuant to the Articles of Association.

In light of the above, the Board of Directors invites those concerned to submit their slates for the renewal of the Board of Directors, together with the proposals concerning the determination of: ***(i)*** the number of members of the Administrative Body, ***(ii)*** their term of office, and ***(iii)*** the overall remuneration. The Shareholders attending the shareholders' meeting will be invited to vote on these proposals.

3. **Award of the statutory audit engagement for the financial years 2021-2029 pursuant to the combined provisions of Articles 13 and 19-*ter* of Legislative Decree 39/2010. Related and consequent resolutions**

Dear Shareholders,

with reference to the third item on the agenda of the Shareholders' Meeting in Ordinary session, we remind you that – upon approval of the financial statements for the year ended 31 December 2020 –, the statutory audit engagement granted to the audit firm BDO Italia S.p.A. for the financial years 2018-2020 will expire.

You are also reminded that, with effect from 1 January 2021, the Company has also acquired the status of issuer of financial instruments widely distributed among the public ("**ETD**"), pursuant to and for the purposes of the combined provisions of Article 116 of the TUF and Article 2-*bis* of Consob Regulation No. 11971/1999, as subsequently amended and supplemented. In this regard, it should be recalled that, pursuant to Article 19 of Legislative Decree 39/2010, ETDs are classified as "*entities subject to an intermediate regime*" and that, therefore, in application of Article 17, as referred to by Article 19-*ter* of the aforementioned legislative decree, a statutory audit engagement with a duration of 9 financial years, and therefore for the financial years 2021-2029, must be granted to an audit firm.

In view of the above, the Company started a selection procedure for the new auditor, collecting specific offers from several audit firms for this purpose. The offers received, which remain filed in the Company's records, were promptly made available to the Board of Statutory Auditors for the performance of its activities and for the preparation of the reasoned proposal pursuant to Article 13, paragraph 1, of Legislative Decree 39/2010.

It should be recalled, in fact, that – pursuant to the law – *"the shareholders' meeting, on the reasoned proposal of the control body, grants the statutory audit engagement and determines the fee payable to the statutory auditor or to the statutory audit firm for the entire duration of the engagement and any criteria for adjusting that fee during the engagement"*.

The Board of Directors therefore submits to you the reasoned proposal formulated by the Board of Statutory Auditors pursuant to Article 13, paragraph 1, of Legislative Decree 39/2010 concerning the granting to BDO Italia S.p.a. of the statutory audit engagement for the nine-year period 2021-2029, set out in Annex *sub* letter "**A**".

4. **Approval, pursuant to Article 114-*bis* of Legislative Decree 58/1998, of the stock grant plan called "*2021 – 2023 Stock Grant Plan*" intended for the employees of Intred S.p.A. Related and consequent resolutions**

Dear Shareholders,

with regard to the fourth item on the agenda of the ordinary part, you have been called to the Shareholders' Meeting to approve the stock grant plan called "*2021-2023 Stock Grant Plan*" (the "**Stock Grant Plan**" or the "**Plan**"), intended for the employees of Intred (the "**SG Beneficiaries**").

For further information on the Plan, please refer to the Information Document, drawn up pursuant to Article 84-*bis*, first paragraph, and to Annex 3A, Scheme 7, of the Issuers' Regulation, made available to the public within the terms of law and available on the Company's website www.intred.it, in the Section "*Governance / Shareholders' Meeting*", together with this report.

This Stock Grant Plan provides for the granting to the SG Beneficiaries of the right to receive ordinary shares of the Issuer free of charge, subject to the achievement of certain performance and/or personal objectives for each of the 3 (*three*) tranches provided for by the plan itself.

(A) REASONS FOR THE ADOPTION OF THE STOCK GRANT PLAN

The Plan, in line with practices widespread on the financial markets, constitutes, in the Company's opinion, a tool for incentivising, retaining and attracting the SG Beneficiaries and is aimed at achieving the direct involvement in the Company's value creation process of persons who can contribute to its growth and development, as well as at aligning the interests of persons who, in the opinion of the Issuer's administrative body, are strategic for the Company with the interests of the Shareholders, while at the same time directing key corporate resources towards strategies aimed at achieving medium to long-term results.

The Company, in fact, believes that the aforementioned Stock Grant Plan is a useful and suitable tool to: ***(i)*** incentivise the Company's personnel, fostering their loyalty through the granting of ordinary shares of the Company, a condition which, by its nature, fosters the alignment of the beneficiaries' interests with those of the Shareholders over a medium to long-term horizon; ***(ii)*** link the remuneration of key resources and, in general, of the Company's employees to the actual creation of new (and direct) value for the Company; and ***(iii)*** introduce retention and attraction policies aimed at retaining key resources and, in general, employees, at encouraging them to remain with the Company and, where appropriate, at attracting new professionals, including highly qualified ones.

(B) OBJECT AND IMPLEMENTATION OF THE STOCK GRANT PLAN

The object of the Plan is the free granting of a maximum of no. 100,000 rights to receive from the Company, also free of charge, Intred ordinary shares (in the ratio of 1:1) (the "**Rights**"), the vesting of which is subject to the achievement of certain objectives, both performance and personal, as well as to the terms and conditions of the Stock Grant Plan itself. The Rights will be granted to the SG Beneficiaries on a personal basis, will not be transferable or disposable *inter vivos* and may not be pledged or given as security.

A maximum of no. 100,000 Intred ordinary shares (equal to the maximum number of Rights available) (the "**Shares**") will be allocated to serve the Plan, deriving from a specific divisible capital increase pursuant to Article 2349 of the Italian Civil Code. It should be noted that the proposal to approve the aforementioned capital increase will be submitted for the examination and approval of this Shareholders' Meeting as the third item on the agenda of the Extraordinary Part. For further information in this regard, please refer to that section of this explanatory report.

The Stock Grant Plan will be divided into 3 grant periods (the "**Grant Periods**"), corresponding to Intred's 3 financial years ending on 31 December 2021, 2022 and 2023 respectively, during which 3 increasing tranches of Rights (the "**Tranches**") will be granted.

For each Tranche, each SG Beneficiary must achieve the annual, predetermined and measurable performance and/or personal objectives to which the vesting of the Rights, and therefore the allocation

of the related Shares, is subject. These objectives will be determined by the Board of Directors, also on the recommendation of the chief executive officer, and it will therefore be possible to opt, with reference to each individual SG Beneficiary, for the determination of performance objectives only, of personal objectives only or of both jointly.

Therefore, each Grant Period will provide for: ***(i)*** the free granting to the SG Beneficiaries of a certain number of Rights; ***(ii)*** an annual vesting period for the Rights; ***(iii)*** the verification by the Board of Directors of the achievement of the performance objectives and/or of the personal objectives identified at the time the Rights were granted; and ***(iv)*** the allocation of the Shares to the SG Beneficiaries not earlier than 30 days after receipt of the letter confirming the fulfilment of the conditions from the Company.

Furthermore, the Board of Directors has the right (but not the obligation), in certain cases, in accordance with best capital market practice, to adjust the exchange ratio between Rights and shares or to allocate the shares to the SG Beneficiaries early. These cases include: ***(i)*** the completion of transactions on the Company's capital; ***(ii)*** the completion of particularly significant extraordinary transactions; and ***(iii)*** the launch of a public purchase or exchange offer concerning the Company's shares.

The Issuer's Board of Directors will be responsible for implementing the Plan and will be entrusted with this task by the Shareholders' Meeting, also for the approval of the related regulation (the "**Regulation**"), which must be in line with the indications contained in this explanatory report and in the Information Document. The Board of Directors may also delegate all or part of its powers, duties and responsibilities concerning the implementation of the Stock Grant Plan to one or more of the Company's executive directors.

Finally, since the Stock Grant Plan is based on the allocation of ordinary shares deriving from a capital increase to be carried out by drawing on the Company's available reserves, it will have dilutive effects on the share capital of Intred and on its Shareholders (for further information please refer .

(C) RECIPIENTS OF THE STOCK GRANT PLAN

The Stock Grant Plan is addressed to persons who, at the time the Rights are granted, are employees of the Company. As anticipated, the SG Beneficiaries will be identified by the Board of Directors on the basis of a discretionary assessment founded on the purposes and objectives of the Stock Grant Plan as indicated in point (A) above and, therefore, among the Company's so-called key people (i.e. the managers and employees who hold key roles and organisational positions for the Company).

The Stock Grant Plan also provides, as a condition for the allocation of the Shares to the SG Beneficiaries, for the continuation of the employment relationship with the Company and will govern the rights of the latter in the event of termination of the relationship in so-called "bad leaver" or so-called "good leaver" cases, in accordance with the usual practice for this type of incentive plan. Furthermore, the Board of Directors will retain the right, at its complete discretion, to allocate the Shares even if the objectives set are not achieved or if the employment relationship is terminated.

(D) DURATION OF THE STOCK GRANT PLAN

The Plan will last 3 financial years, without prejudice to the possible allocation of the Shares corresponding to the Rights relating to the third Tranche also at a later date, in any case in line with the provisions of the Plan regulation.

(E) TRANSFERABILITY OF THE SHARES

The Rights are personal, granted free of charge, may not be transferred for any reason whatsoever, except *mortis causa*, and may not be pledged or given as security.

50% of the Shares that will be allocated from time to time to the individual SG Beneficiaries under this Plan will be subject to a non-transferability restriction (so-called "lock-up") lasting 90 (*ninety*) days from the date of allocation of the Shares themselves. Furthermore, in order to avoid significant impacts on the Intred stock due to sales of the Shares received by the individual SG Beneficiaries, they will undertake, by accepting the Plan, not to sell more than 25% of the Shares received under this Plan on

each different trading day, without prejudice in any case to the application of the above non-transferability right.

* * *

In light of the above, in relation to this item on the agenda, the Board of Directors therefore submits for your approval the following:

– ***PROPOSED RESOLUTION*** –

"*The Ordinary Shareholders' Meeting of Intred S.p.A.,*

- having heard the Chairman's presentation, and

- having taken note of the explanatory report of the Board of Directors

- having taken note of the Information Document drawn up pursuant to Article 84-bis, first paragraph, and to Annex 3A, Scheme 7, of the Issuers' Regulation

resolves

1. *to approve, pursuant to Article 114-bis of Legislative Decree 58/1998, the adoption of a stock grant plan called "2021-2023 Stock Grant Plan" intended for the employees of Intred and concerning the granting of the right to be allocated free of charge a maximum of no. 100,000 ordinary shares of the Issuer, as set out in the report above and having the characteristics set out in detail in the explanatory report of the Board of Directors and in the Information Document;*

2. *to grant the Board of Directors, with express power to sub-delegate to the Chief Executive Officer(s) (if appointed) – pro tempore – severally, all the powers necessary and appropriate to fully implement the "2021-2023 Stock Grant Plan", in particular, by way of example only, every power to determine the content of the plan regulation and any amendment/supplement thereto, determine the number of rights to be granted to each beneficiary, define the performance and personal objectives with reference to each beneficiary, verify the achievement of those objectives, allocate the shares, draw up and/or finalise any document necessary and/or appropriate in relation to the aforementioned stock grant plan, as well as carry out any act, formality, procedure and communication necessary and/or appropriate for the management and/or implementation of the plan itself, pursuant to the applicable laws and regulations, as well as, in general, for the execution of this resolution.*

5. **Establishment of a specific profit reserve, restricted to the share capital increase serving the "*2021-2023 Stock Grant Plan*". Related and consequent resolutions**

Dear Shareholders,

we draw your attention to the proposed resolution submitted for the examination of the Extraordinary Shareholders' Meeting (*cf*. third item on the agenda) concerning the capital increase pursuant to Article 2349, paragraph 1, of the Italian Civil Code serving the "*2021-2023 Stock Grant Plan*", to be carried out through the use of a restricted profit reserve (the "**Capital Increase**").

It should also be recalled that the aforementioned "*2021-2023 Stock Grant Plan*" is subject to approval under the fourth item on the agenda of the Ordinary Part above (or the "**Stock Grant Plan**" or the "**Plan**") and provides for the granting to the Company's employees of the right to receive free of charge a maximum of no. 100,000 ordinary shares of the Company, subject to the achievement of certain performance and/or personal objectives. Under the Plan, these shares will be obtained from the Capital Increase.

The proposed Capital Increase is divisible, serving the Stock Grant Plan, for a maximum amount of Euro 64,000.00 corresponding to a maximum of no. 100,000 ordinary shares of the Company (and therefore for an amount, to be allocated entirely to share capital, of Euro 0.64 per share), to be issued by the Board of Directors also in several tranches, under the terms and conditions provided for by the Plan.

For the purposes of the Capital Increase, it is necessary to establish now the aforementioned specific restricted profit reserve called "*Reserve restricted to the capital increase serving stock grant plans*", for an amount of Euro 64,000.00, to be drawn from a pre-existing reserve that the Board of Directors has identified as the "Extraordinary Reserve". In this regard, the Board of Directors acknowledges that, as at 31 December 2020, the amount of the "Extraordinary Reserve" is Euro 11,548,600 and that the Company's equity is such as not to affect the aforementioned Reserve.

As a result:

- by virtue of the proposed extraordinary shareholders' resolution, the "*Reserve restricted to the capital increase serving stock grant plans*" will be funded by reducing the "Extraordinary Reserve" by Euro 64,000.00;
- the "*Reserve restricted to the capital increase serving stock grant plans*" will be restricted to the execution of the Capital Increase subject to approval under the third item on the agenda of the Extraordinary Part;
- on the date of allocation of the shares, under the terms and in the manner set out in the Stock Grant Plan, the share capital will be increased from time to time, in accordance with the specific board resolution allocating the shares, by an amount corresponding to the shares actually issued, reducing the "*Reserve restricted to the capital increase serving stock grant plans*" by the same amount.

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In light of the above, in relation to this item on the agenda, the Board of Directors therefore submits for your approval the following:

– ***PROPOSED RESOLUTION*** –

"*The Ordinary Shareholders' Meeting of Intred S.p.A.,*

- having heard the Chairman's presentation, and

- having taken note of the explanatory report of the Board of Directors

resolves

3. *to establish now a specific profit reserve restricted to the capital increase serving the "2021-2023 Stock Grant Plan" referred to in the third item on the agenda of the Extraordinary Part of today's*

shareholders' meeting, called "Reserve restricted to the capital increase serving stock grant plans", for an amount of Euro 64,000.00, to be drawn from a pre-existing reserve identified as the "Extraordinary Reserve";

4. *to grant the Board of Directors, with express power to sub-delegate to the Chief Executive Officer(s) (if appointed) – pro tempore – severally, all the powers necessary and appropriate to implement this resolution.*

EXTRAORDINARY PART

1. **Proposal to amend Articles 13 ("*Provisions on public purchase and exchange offers*"), 15 ("*Appointment, termination and replacement of directors*"), 21 ("*Board of Statutory Auditors*") and 23 ("*Powers*") of the Articles of Association in force and to insert Articles 13-*bis* ("*Obligation to purchase and right to purchase*") and 13-ter ("*Revocation from trading*") in implementation of the amendments made to the AIM Italia Issuers' Regulation referred to in Borsa Italiana Notice No. 17857. Related and consequent resolutions**

Dear Shareholders,

with regard to the first item on the agenda of the Extraordinary part, you have been called to the Shareholders' Meeting to approve the amendments to the Articles of Association described below.

(A) REASONS FOR THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

By Notice No. 17857 of 6 July 2020, Borsa Italiana S.p.A. ("**Borsa Italiana**") approved certain amendments to the AIM Italia Issuers' Regulation. These amendments, which mainly affect the clauses of the articles of association concerning mandatory public offer obligations and the procedures for the revocation of the Shares from trading on AIM Italia, as well as the provision on the prior screening by the Nomad of the candidates meeting the independence requirements at the time of their appointment, as indicated by Borsa Italiana itself, must be implemented by issuers whose shares are traded on AIM Italia by 30 June 2021 at the latest.

In view of the above, the Board of Directors intends to submit the following amendments for the analysis and assessment of the Shareholders' Meeting:

- Article 13 and Article 13-*bis*: Article 13 is amended in order to align it with the provisions of the AIM Italia Issuers' Regulation, and in particular with Schedule Six of that regulation. In this regard, it is proposed to separate the provisions on the obligation to purchase and the right to purchase relating to listed companies referred to in Articles 108 and 111 of the TUF respectively by inserting a new Article 13-*bis*, in order to facilitate the distinction between provisions expressly required by the AIM Issuers' Regulation (set out in the new Article 13) and provisions voluntarily referred to, inserted at the time of listing but not referred to by the AIM Italia Issuers' Regulation itself (which would be included in the new Article 13-*bis*);

- Article 13-*ter*: Article 13-*ter* is introduced in order to incorporate, in its exact wording, the clause on revocation from trading on AIM Italia contained in Schedule 6 of the AIM Italia Issuers' Regulation.

- Article 15 (limited to Paragraph 15.2): Paragraph 15.2 of Article 15 is amended in order to introduce, as required by the new wording of the AIM Italia Issuers' Regulation, the requirement that candidates for the office of director meeting the independence requirements laid down by Article 148, paragraph 3, of the TUF must be chosen from among the candidates who have been previously identified or assessed by the Company's Nominated Adviser. In this regard, it was decided to insert a dynamic reference to the provisions of the AIM Italia Issuers' Regulation, referring to the notice of calling of the shareholders' meeting for the indication of the related assessment procedure;

- Article 21 (limited to Paragraph 21.3): Paragraph 21.3 of Article 21 is amended in order to introduce, as required by the new wording of the AIM Italia Issuers' Regulation, the professionalism and integrity requirements referred to in Article 148, paragraph 4, of the TUF for the members of the Board of Statutory Auditors;

- Article 23: Article 23 is amended by deleting the reference to revocation from trading, as it is already contained in the new Article 13-*ter*.

(B) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RIGHT OF WITHDRAWAL

Below is the text of Articles 13, 13-*bis*, 13-*ter*, 15 (limited to Paragraph 15.2), 21 (limited to Paragraph 21.3) and 23 of the Articles of Association in force, together with the comparison column relating to the proposed amendments to the aforementioned Articles and/or Paragraphs of the Articles of Association, duly highlighted in blue for deletions and in red for additions.

Current text	Proposed amendments (highlighted in blue for deletions and in red for additions)
TITLE III **PUBLIC PURCHASE AND EXCHANGE OFFER**	**TITLE III** **PUBLIC PURCHASE AND EXCHANGE OFFER** **AND REVOCATION FROM TRADING**
Article 13 Provisions on public purchase and exchange offers	**Article 13 Provisions on public purchase and exchange offers**
13.1. From the time the ordinary shares issued by the Company are admitted to trading on AIM Italia, there shall apply, by voluntary reference and insofar as compatible, the provisions relating to listed companies set out in the TUF and in the implementing regulations issued by Consob on mandatory public purchase and exchange offers (limited to the rules laid down in Articles 106, 108, 109 and 111 of the TUF) (also with reference to the guidelines expressed by CONSOB on the matter, also as referred to by the AIM Italia Issuers' Regulation, including the preparation by the Company of the "**issuer's statement**").	**13.1.** From the time the ordinary shares issued by the Company are admitted to trading on AIM Italia, there shall apply, by voluntary reference and insofar as compatible, the provisions ~~relating to listed companies set out in the TUF and in the implementing regulations issued by Consob on mandatory public purchase and exchange offers (limited to the rules laid down in Articles 106, 108, 109 and 111 of the TUF) (also with reference to the guidelines expressed by CONSOB on the matter, also as referred to by the AIM Italia Issuers' Regulation, including the preparation by the Company of the "**issuer's statement**")~~on mandatory public purchase and exchange offers relating to listed companies referred to in Legislative Decree No. 58 of 24 February 1998 (hereinafter, the "**TUF**") and to the Consob implementing regulations (hereinafter, "**the referenced rules**") limited to the provisions referred to in the AIM Italia Issuers' Regulation as subsequently amended.
13.2. For the purposes of determining the consideration referred to in Article 108, paragraph 4, of the TUF relating to the exercise of the obligation and right to purchase referred to in Articles 108 and 111 of the TUF, this consideration shall be equal to the higher of (i) the highest price paid for the purchase of securities of the same class during the 12 (twelve) months preceding the arising of the right or obligation to purchase by the party so obliged, as well as by parties acting in concert with it, insofar as known to the board of directors, and (ii) the weighted average market price of the last 6 (six) months before the arising of the obligation or right to purchase.	**13.2.** ~~For the purposes of determining the consideration referred to in Article 108, paragraph 4, of the TUF relating to the exercise of the obligation and right to purchase referred to in Articles 108 and 111 of the TUF, this consideration shall be equal to the higher of (i) the highest price paid for the purchase of securities of the same class during the 12 (twelve) months preceding the arising of the right or obligation to purchase by the party so obliged, as well as by parties acting in concert with it, insofar as known to the board of directors, and (ii) the weighted average market price of the last 6 (six) months before the arising of the obligation or right to purchase.~~Any appropriate or necessary determination for the proper conduct of the offer (including any determinations concerning the determination of the offer price) shall be adopted pursuant to and for the purposes of Article 1349 of the Italian Civil Code,

	at the request of the Company and/or of the shareholders, by the Panel referred to in the AIM Italia Issuers' Regulation prepared by Borsa Italiana ("**AIM Italia Issuers' Regulation**"), which shall also decide on the timing, procedures and costs of the related proceedings, and on the publication of the measures so adopted in accordance with the Regulation itself.
13.3. The acceptance period for public purchase and exchange offers is agreed with the board of arbitrators called the 'Panel', established by Borsa Italiana S.p.A. The Panel also lays down the appropriate or necessary provisions for the proper conduct of the offer. The Panel exercises these administrative powers after consulting Borsa Italiana S.p.A.	**13.3.** ~~The acceptance period for public purchase and exchange offers is agreed with the board of arbitrators called the 'Panel', established by Borsa Italiana S.p.A. The Panel also lays down the appropriate or necessary provisions for the proper conduct of the offer. The Panel exercises these administrative powers after consulting Borsa Italiana S.p.A.~~Without prejudice to any legal right of the addressees of the offer, exceeding the shareholding threshold provided for by Article 106, paragraphs 1, 1-bis, 1-ter, 3 letter (a), 3 letter (b) – without prejudice to the provision of paragraph 3-quater – and 3-bis of the TUF, where not accompanied by the notice to the board of directors and by the submission of a full public offer within the terms provided for by the referenced rules and by any determination possibly made by the Panel with reference to the offer itself, as well as any failure to comply with such determinations, entails the suspension of the voting right on the excess shareholding.
13.4. Exceeding the shareholding threshold provided for by Article 106, paragraph 1, of the TUF, not accompanied by the notice to the board of directors and by the submission of a full public offer within the terms provided for by the referenced rules, entails the suspension of the voting right on the entire shareholding held, which may be ascertained at any time by the board of directors.	~~**13.4.** Exceeding the shareholding threshold provided for by Article 106, paragraph 1, of the TUF, not accompanied by the notice to the board of directors and by the submission of a full public offer within the terms provided for by the referenced rules, entails the suspension of the voting right on the entire shareholding held, which may be ascertained at any time by the board of directors.~~
13.5. The referenced rules are those in force at the time the obligations arise for the shareholder. All disputes relating to the interpretation and performance of this article must first be submitted to the Panel, as a condition of admissibility.	**13.5~~4~~.** The referenced rules are those in force at the time the obligations arise for the shareholder. ~~All disputes relating to the interpretation and performance of this article must first be submitted to the Panel, as a condition of admissibility.~~
13.6. The Panel is a board of arbitrators made up of 3 (three) members appointed by Borsa Italiana S.p.A., which also elects the Chairman from among them. The Panel has its seat at Borsa Italiana S.p.A.	~~**13.6.** The Panel is a board of arbitrators made up of 3 (three) members appointed by Borsa Italiana S.p.A., which also elects the Chairman from among them. The Panel has its seat at Borsa Italiana S.p.A.~~
13.7. The members of the Panel are chosen from among independent persons of proven expertise in financial markets. The term of office is 3 (three) years and is renewable only once. If one of the members leaves office before the end of the term, Borsa Italiana S.p.A. appoints a replacement; this appointment lasts until	~~**13.7.** The members of the Panel are chosen from among independent persons of proven expertise in financial markets. The term of office is 3 (three) years and is renewable only once. If one of the members leaves office before the end of the term, Borsa Italiana S.p.A. appoints a replacement; this appointment lasts until~~

the expiry of the board of arbitrators in office. The Panel's determinations on disputes relating to the interpretation and performance of this article are made according to law, in compliance with the adversarial principle, within 30 (thirty) days of the appeal and are promptly communicated to the parties. The language of the proceedings is Italian. The chairman of the Panel may assign, in agreement with the other members of the board of arbitrators, the matter to a single member of the board of arbitrators.	~~the expiry of the board of arbitrators in office. The Panel's determinations on disputes relating to the interpretation and performance of this article are made according to law, in compliance with the adversarial principle, within 30 (thirty) days of the appeal and are promptly communicated to the parties. The language of the proceedings is Italian. The chairman of the Panel may assign, in agreement with the other members of the board of arbitrators, the matter to a single member of the board of arbitrators.~~
13.8. The Company, its shareholders and any offerors may apply to the Panel to request its prior interpretation and its recommendations on any matter that may arise in relation to the public purchase offer. The Panel responds to each request orally or in writing, as soon as possible, with the power to request from all interested parties all the information necessary to provide an adequate and correct answer. The Panel also exercises the powers of administration of the public purchase and exchange offer referred to in this article 18, after consulting Borsa Italiana S.p.A.	~~**13.8.** The Company, its shareholders and any offerors may apply to the Panel to request its prior interpretation and its recommendations on any matter that may arise in relation to the public purchase offer. The Panel responds to each request orally or in writing, as soon as possible, with the power to request from all interested parties all the information necessary to provide an adequate and correct answer. The Panel also exercises the powers of administration of the public purchase and exchange offer referred to in this article 18, after consulting Borsa Italiana S.p.A.~~
13.9. The fees of the members of the Panel are borne by the requesting party.	~~**13.9.** The fees of the members of the Panel are borne by the requesting party.~~
13.10. The provisions of this article apply exclusively in cases where the public purchase and exchange offer is not otherwise subject to the supervisory powers of CONSOB and to the provisions on public purchase and exchange offers laid down in the TUF.	~~**13.10.** The provisions of this article apply exclusively in cases where the public purchase and exchange offer is not otherwise subject to the supervisory powers of CONSOB and to the provisions on public purchase and exchange offers laid down in the TUF.~~
[*not provided for*]	**Article 13-bis Obligation to purchase and right to purchase**
[*not provided for*]	**13-bis.1.** As a voluntary reference and until similar rules are, where applicable, made mandatorily applicable, the provisions on the obligation to purchase and the right to purchase relating to listed companies referred to in Articles 108 and 111 of the TUF respectively, and the Consob implementing regulations, also apply insofar as compatible.
[*not provided for*]	**13-bis.2.** For the purposes of determining the consideration referred to in Article 108, paragraph 4, of the TUF relating to the exercise of the obligation and right to purchase referred to in Articles 108 and 111 of the TUF, this consideration shall be equal to the higher of (i) the highest price paid for the purchase of securities of the same class during the 12 (twelve) months preceding the arising of the right or obligation to purchase by the party so obliged, as well as by parties acting in concert with it, insofar as known to the board of directors, and (ii) the weighted average market price of the last 6 (six) months before the arising of the obligation or right to

	purchase.
[*not provided for*]	**13-bis.3.** It is specified that the provisions of this article apply exclusively in cases where the public purchase and exchange offer is not otherwise subject to the supervisory powers of Consob and to the provisions on public purchase and exchange offers laid down in the TUF.
[*not provided for*]	**13-bis.4.** Without prejudice to any legal right of the addressees of the offer, exceeding the shareholding threshold provided for by Article 108, paragraphs 1 and 2, not accompanied by the purchase of the securities by the requesting parties in the cases and within the terms provided for by the referenced rules, entails the suspension of the voting right on the excess shareholding.
[*not provided for*]	**Article 13-ter Revocation from trading**
[*not provided for*]	**13-ter.1.** If the Company requests Borsa Italiana S.p.A. to revoke the admission of its AIM Italia financial instruments, it must communicate this intention to revoke, also informing the Nominated Adviser, and must separately inform Borsa Italiana S.p.A. of the preferred date for the revocation at least twenty trading days before that date.
[*not provided for*]	**13-ter.2.** Without prejudice to the exemptions provided for by the AIM Italia Issuers' Regulation, the request must be approved by the Company's shareholders' meeting with the majority of 90% of those attending the shareholders' meeting. This resolution quorum shall apply to any resolution of the Company likely to entail, even indirectly, the exclusion from trading of the AIM Italia financial instruments, as well as to any resolution amending this provision of the Articles of Association.
Article 15 Appointment, termination and replacement of directors	**Article 15 Appointment, termination and replacement of directors**
15.2. In the event of admission of the shares to trading on AIM Italia, at least one member of the Board of Directors must meet the independence requirements laid down by Article 148, paragraph 3, of the TUF.	**15.2.** In the event of admission of the shares to trading on AIM Italia, at least one member of the Board of Directors must meet the independence requirements laid down by Article 148, paragraph 3, of the TUF. The members of the Board of Directors meeting the independence requirements must be chosen in the manner and in compliance with the provisions of the AIM Italia Issuers' Regulation, as amended from time to time. The procedure indicated from time to time in the notice of calling of the Shareholders' Meeting applies.
Article 21 Board of Statutory Auditors	**Article 21 Board of Statutory Auditors**
21.3. Throughout their term of office the statutory auditors must meet the requirements referred to in Article 2399	**21.3.** Throughout their term of office the statutory auditors must meet the requirements referred to in Article 2399

of the Italian Civil Code. The loss of these requirements entails the immediate disqualification of the statutory auditor and their replacement by the most senior alternate auditor.	of the Italian Civil Code as well as the professionalism and integrity requirements referred to in Article 148, paragraph 4, of the TUF. The loss of these requirements entails the immediate disqualification of the statutory auditor and their replacement by the most senior alternate auditor.
Article 23 Powers	**Article 23 Powers**
23.1. The ordinary shareholders' meeting resolves on the matters reserved to it by law and by these articles of association. The following are reserved without exception to the competence of the ordinary shareholders' meeting: a. the approval of the financial statements; b. the appointment and removal of directors as well as the appointment of the statutory auditors and of the chairman of the board of statutory auditors; c. the determination of the remuneration of directors and statutory auditors, if not established by the articles of association; d. the resolution on the liability of directors and statutory auditors. Furthermore, the ordinary shareholders' meeting is responsible for approving any regulation of the shareholders' meeting proceedings.	[*unchanged*]
23.2. The following, on the other hand, fall within the competence of the extraordinary shareholders' meeting: a. amendments to the articles of association, without prejudice to the provisions of Article 14.2 of these articles of association; b. the appointment, replacement and determination of the powers of the liquidators; c. the other matters attributed to it by law and by these articles of association.	[*unchanged*]
23.3. As long as the Company's shares are admitted to trading on a multilateral trading facility, and unless otherwise provided for by the AIM Italia Regulation and/or by a measure of Borsa Italiana S.p.A., the prior authorisation of the ordinary shareholders' meeting, pursuant to Article 2364, first paragraph, no. 5) of the Italian Civil Code, is required, in addition to the cases provided for by law, also in the following cases: a. acquisition of shareholdings or businesses or other assets that constitute a "reverse take over" pursuant to the AIM Italia Regulation; b. disposal of shareholdings or businesses or other assets that constitute a "substantial change of business" pursuant to the AIM Italia Regulation; c. revocation of admission to listing on AIM Italia in accordance with the provisions of the AIM Italia Regulation. The revocation of admission must be approved by not less than [90% (ninety per cent)] of the votes of the shareholders meeting in the shareholders' meeting or by the different percentage established by the AIM Regulation. It is understood that the revocation of admission to trading need not be approved in advance	**23.3.** As long as the Company's shares are admitted to trading on a multilateral trading facility, and unless otherwise provided for by the AIM Italia Regulation and/or by a measure of Borsa Italiana S.p.A., the prior authorisation of the ordinary shareholders' meeting, pursuant to Article 2364, first paragraph, no. 5) of the Italian Civil Code, is required, in addition to the cases provided for by law, also in the following cases: a. acquisition of shareholdings or businesses or other assets that constitute a "reverse take over" pursuant to the AIM Italia Regulation; b. disposal of shareholdings or businesses or other assets that constitute a "substantial change of business" pursuant to the AIM Italia Regulation; ~~c. revocation of admission to listing on AIM Italia in accordance with the provisions of the AIM Italia Regulation. The revocation of admission must be approved by not less than [90% (ninety per cent)] of the votes of the shareholders meeting in the shareholders' meeting or by the different percentage established by the AIM Regulation. It is understood that the revocation of admission to trading need not be approved in advance by the shareholders' meeting in the event of admission to~~

by the shareholders' meeting in the event of admission to trading on a regulated market.	~~trading on a regulated market.~~

The proposed amendments to the Articles of Association do not grant Shareholders who did not take part in the related resolution the right of withdrawal pursuant to Article 2437 of the Italian Civil Code.

* * *

In light of the above, in relation to this item on the agenda, the Board of Directors therefore submits for your approval the following:

– ***PROPOSED RESOLUTION*** –

"*The Extraordinary Shareholders' Meeting of Intred S.p.A.,*

- having heard the Chairman's presentation, and

- having taken note of the explanatory report of the Board of Directors

resolves

1. *to approve the proposed amendments to the Articles of Association and in particular the amendments to Articles 13 ("Provisions on public purchase and exchange offers"), 15 ("Appointment, termination and replacement of directors"), 21 ("Board of Statutory Auditors") and 23 ("Powers") of the Articles of Association in force and the insertion of Articles 13-bis ("Obligation to purchase and right to purchase") and 13-ter ("Revocation from trading"), approving their inclusion in the Articles of Association;*

2. *to grant the Board of Directors and on its behalf its Chairman and the Chief Executive Officer(s) (if appointed) – pro tempore –, severally, also through special attorneys individually appointed by them, all the necessary and/or appropriate powers, none excluded, to do whatever is necessary for the execution of the resolution in question and for the performance of the consequent legislative and regulatory formalities.*"

2. **Proposal to amend Articles 5 ("*Capital and shares*"), 15 ("*Appointment, termination and replacement of directors*"), 16 ("*Chairman of the Board of Directors*"), 18 ("*Resolutions of the board of directors*"), 19 ("*Powers of representation*") and 24 ("*Calling of shareholders' meetings*") of the Articles of Association in force. Related and consequent resolutions**

Dear Shareholders,

with regard to the second item on the agenda of the Extraordinary Part, you have been called to the Shareholders' Meeting to approve the amendments to the Articles of Association described below (which, if approved, will be added to the amendments to the Articles of Association referred to in the first item on the agenda of the Extraordinary Part).

(A) Reasons for the proposed amendments to the Articles of Association

In view of the calling of the Company's Shareholders' Meeting in extraordinary session in order to approve the amendments to the Articles of Association necessary to bring them into line with the amendments made to the AIM Italia Issuers' Regulation (see the explanatory report on the first item on the agenda of the Extraordinary Part above), the Board of Directors deemed it appropriate to take the opportunity to review and supplement certain other articles of the Issuer's Articles of Association in force on the basis of recent regulatory changes (e.g. on capital increases), in order to give the Company greater flexibility also in connection with its growth over time (e.g. the power to allocate profits or profit reserves in the form of shares to employees, the increase in the maximum number of members of the Board of Directors and the power to appoint vice-chairmen) as well as to clarify certain provisions (e.g. on the calling of the shareholders' meeting.

In view of the above, the Board of Directors intends to submit the following amendments for the analysis and assessment of the Shareholders' Meeting:

- Article 5: Article 5 is amended in order to provide for the possibility of excluding the exercise of the option right in the event of a Capital Increase within the limits of 10% of the pre-existing share capital pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code, as recently amended, and of allocating profits and profit reserves to the Company's employees through the issue of shares pursuant to and for the purposes of Article 2349 of the Italian Civil Code;

- Article 15 (limited to Paragraph 15.1): Paragraph 15.1 of Article 15 is amended by increasing the maximum number of members of the Board of Directors from the current 7 to 9, in order to give the shareholders' meeting greater flexibility in determining the number of directors, also considering the growth of the Company over time and the complexity of its business;

- Article 16 (limited to Paragraph 16.1): Paragraph 16.1 of Article 16 is amended by also providing for the power of the Board of Directors to appoint one or more vice-chairmen, to whom the powers to replace the Chairman in the event of absence or impediment are granted, within the limits and in the manner established at the time of their appointment;

- Article 18 (limited to Paragraph 18.6): Paragraph 18.6 of Article 18 is amended to incorporate the potential appointment of vice-chairmen and to allow them to chair the meetings of the administrative body in the absence of the chairman;

- Article 19: Article 19 is amended to provide that the Company is also represented by the vice-chairmen, if appointed;

- Article 24 (limited to Paragraph 24.5): Paragraph 24.5 of Article 24 is amended to give the Company greater flexibility with regard to the daily newspapers in which the extract of the notice of calling is to be published and to clarify the timing of the calling.

(B) Amendments TO THE ARTICLES OF ASSOCIATION AND RIGHT OF WITHDRAWAL

Below is the text of Articles 5, 15 (limited to Paragraph 15.1), 16 (limited to Paragraph 16.1), 18 (limited to Paragraph 18.6), 19 and 24 (limited to Paragraph 24.5) together with the comparison column relating to the proposed amendments to the aforementioned Articles and/or Paragraphs of the Articles of Association, duly highlighted in blue for deletions and in red for additions.

Current text	**Proposed amendments (highlighted in blue for deletions and in red for additions)**
Article 5 Capital and shares	**Article 5 Capital and shares**
5.1. The share capital is set at euro 10,000,000 and is divided into no. 15,850,500 ordinary shares, with no indication of par value .	**5.1.** The share capital is set at euro 10,000,000 and is divided into no. 15,850,500 ordinary shares, with no indication of par value~~-~~.
5.2. In addition to ordinary shares, which grant shareholders equal rights, the Company may issue other classes of shares, including savings shares, having different characteristics and granting different rights, also with regard to the allocation of losses, where the conditions laid down by the regulations in force are met. Redeemable shares may also be created by the extraordinary Shareholders' Meeting pursuant to Article 2437-sexies of the Italian Civil Code. The Company may also issue participating financial instruments granting economic and/or administrative rights, excluding the right to vote at the meeting of the shareholders, in accordance with the applicable provisions. Except in the case referred to in Article 2482-ter of the Italian Civil Code, the share capital increase may also be carried out through offers of newly issued quotas to third parties.	**5.2.** In addition to ordinary shares, which grant shareholders equal rights, the Company may issue other classes of shares, including savings shares, having different characteristics and granting different rights, also with regard to the allocation of losses, where the conditions laid down by the regulations in force are met. Redeemable shares may also be created by the extraordinary Shareholders' Meeting pursuant to Article 2437-sexies of the Italian Civil Code. The Company may also issue participating financial instruments granting economic and/or administrative rights, excluding the right to vote at the meeting ~~of the~~of the shareholders, in accordance with the applicable provisions. Except in the case referred to in Article 2482-ter of the Italian Civil Code, the share capital increase may also be carried out through offers of newly issued quotas to third parties.
5.3. The shares are issued in dematerialised form and entered into the centralised management system for financial instruments pursuant to Articles 83-bis et seq. of Legislative Decree 58/1998, as subsequently amended and supplemented.	[*unchanged*]
5.4. The shares grant equal rights to their holders.	[*unchanged*]
5.5. The shares and the option, subscription and pre-emption rights are freely transferable both by act inter vivos and upon death.	[*unchanged*]
[*not provided for*]	5.6. Pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code, in the event of a capital increase the option right may be excluded within the limits of 10% of the pre-existing share capital, provided that the issue price corresponds to the market value of the shares and this is confirmed in a specific report by the audit firm engaged to carry out the statutory audit.
[*not provided for*]	5.7. The allocation of profits and/or profit reserves to employees of the Company or of subsidiaries is permitted, in the manner and form provided for by law, through the issue of shares pursuant to the first paragraph of Article 2349 of the Italian Civil Code.

Article 15 Appointment, termination and replacement of directors	**Article 15 Appointment, termination and replacement of directors**
15.1. The management of the company is entrusted, pursuant to the first paragraph of Article 2380 of the Italian Civil Code, to a board of directors, consisting of a number of members established by the ordinary shareholders' meeting, consisting of a minimum of 3 (three) and a maximum of 7 (seven).	**15.1.** The management of the company is entrusted, pursuant to the first paragraph of Article 2380 of the Italian Civil Code, to a board of directors, consisting of a number of members established by the ordinary shareholders' meeting, consisting of a minimum of 3 (three) and a maximum of ~~7 (seven)~~ 9 (nine).
Article 16 Chairman of the Board of Directors	**Article 16 Chairman of the Board of Directors, vice-chairmen and secretary**
16.1 The board of directors, at the first meeting following its appointment, elects a chairman from among its members, where the shareholders' meeting has not done so.	**16.1** The board of directors, ~~at the first meeting following its appointment~~by an absolute majority of its members, elects a chairman from among its members, where the shareholders' meeting has not done so. One or more vice-chairmen may also be appointed in the same manner, to whom the powers to replace the chairman in the event of absence or impediment are granted, within the limits and in the manner established at the time of their appointment.
Article 18 Resolutions of the board of directors	**Article 18 Resolutions of the board of directors**
18.6 Board meetings are chaired by the chairman, by the most senior director by office or, failing that, by age.	**18.6** Board meetings are chaired by the chairman or by the vice-chairman, if appointed, by the most senior director by office or, failing that, by age.
Article 19 Powers of representation	**Article 19 Powers of representation**
The company is represented by the chairman of the board of directors. Within the limits of the powers granted, it is also represented by the directors holding delegated powers from the board or by attorneys.	The company is represented by the chairman of the board of directors and by the vice-chairmen, if appointed. Within the limits of the powers granted, it is also represented by the directors holding delegated powers from the board or by attorneys.
Article 24 Calling of shareholders' meetings	**Article 24 Calling of shareholders' meetings**
24.5. The shareholders' meeting is called by notice published in the Official Gazette of the Republic or in at least one of the following daily newspapers: "[Milano Finanza]" or "[Italia Oggi]", at least 15 (fifteen) days before the date set for the shareholders' meeting in first call. If and for as long as the Company does not have recourse to the risk capital market, the shareholders' meeting must be called by notice communicated to the shareholders at least 8 (eight) days before the shareholders' meeting; the notice of calling must be sent by registered letter with return receipt, fax, telegram or certified e-mail, or by any other means suitable for providing proof of receipt.	**24.5.** The shareholders' meeting is called by notice published on the Company's *website* and, also in extract form, in the Official Gazette of the Republic or in at least ~~one of the following daily newspapers~~one national daily newspaper, such as, by way of example, "Il Sole 24 Ore", "~~[~~Milano Finanza~~]~~" or "~~[~~Italia Oggi~~]~~", at least 15 (fifteen) days before the date set for the shareholders' meeting in first or single call. If and for as long as the Company does not have shares admitted to trading on AIM Italia or does not have recourse to the risk capital market, the shareholders' meeting ~~must~~may be called by notice communicated to the shareholders at least 8 (eight) days before the shareholders' meeting; in the latter case, the notice of calling must be sent by registered letter with return receipt, fax, telegram or certified e-mail, or by any other means suitable for providing proof of receipt.

The proposed amendments to the Articles of Association do not grant Shareholders who did not take part in the related resolution the right of withdrawal pursuant to Article 2437 of the Italian Civil Code.

* * *

In light of the above, in relation to this item on the agenda, the Board of Directors therefore submits for your approval the following:

– ***PROPOSED RESOLUTION*** –

"*The Extraordinary Shareholders' Meeting of Intred S.p.A.,*

- having heard the Chairman's presentation, and

- having taken note of the explanatory report of the Board of Directors

resolves

3. *to approve the proposed amendments to the Articles of Association and in particular the amendments to Articles 5 ("Capital and shares"), 15 ("Appointment, termination and replacement of directors"), 16 ("Chairman of the Board of Directors"), 18 ("Resolutions of the board of directors"), 19 ("Powers of representation") and 24 ("Calling of shareholders' meetings") of the Articles of Association in force as set out in the explanatory report of the Board of Directors, approving their inclusion in the Articles of Association as possibly already amended by the resolution referred to in the first item on the agenda of the extraordinary part;*

4. *to grant the Board of Directors and on its behalf its Chairman and the Chief Executive Officer(s) (if appointed) – pro tempore –, severally, also through special attorneys individually appointed by them, all the necessary and/or appropriate powers, none excluded, to do whatever is necessary for the execution of the resolution in question and for the performance of the consequent legislative and regulatory formalities.*"

3. **Share capital increase, pursuant to Article 2349 of the Italian Civil Code, in one or more tranches, through the use of a corresponding portion of the available profit reserves, up to a maximum amount of Euro 64,000.00, through the issue of a maximum of no. 100,000 new ordinary shares with no indication of par value, serving the stock grant plan called "*2021 – 2023 Stock Grant Plan*" intended for the employees of Intred S.p.A. Amendment of Article 5 of the Articles of Association. Related and consequent resolutions**

Dear Shareholders,

with regard to the third item on the agenda of the extraordinary part, you have been called to the Shareholders' Meeting to approve a divisible capital increase pursuant to and for the purposes of Article 2349 of the Italian Civil Code (the "**Capital Increase**") serving the "*2021-2023 Stock Grant Plan*", concerning the free granting to the Issuer's employees of the right to receive, upon the occurrence of certain conditions provided for by the Stock Grant Plan itself, the allocation, also free of charge, of a maximum of no. 100,000 ordinary shares of Intred.

In this regard, reference is made to the previous second item on the agenda, which provides for the insertion in the Issuer's Articles of Association of Paragraph 5.7, in order to provide in the Articles of Association for the possibility for the Company to resolve on capital increases pursuant to Article 2349 of the Italian Civil Code. Pursuant to the aforementioned Paragraph 5.7 of the Articles of Association, "*The allocation of profits and/or profit reserves to employees of the Company or of subsidiaries is permitted, in the manner and form provided for by law, through the issue of shares pursuant to the first paragraph of Article 2349 of the Italian Civil Code.*".

To this end, on 29 March 2021 the Company's Board of Directors approved the proposal submitted to today's Shareholders' Meeting in Extraordinary Session for the approval of the Capital Increase, to be carried out in divisible form, through the use of a corresponding portion of the available reserves, for a maximum nominal amount of Euro 64,000.00 corresponding to a maximum of no. 100,000 ordinary shares of the Issuer, with no indication of par value and having the same characteristics as those already outstanding, to be used to serve the aforementioned Stock Grant Plan, to be issued by the Board of Directors in several tranches, under the terms and conditions provided for by the Plan itself.

In this regard, it should be recalled that the proposal to approve the Stock Grant Plan will be submitted for the approval of this Shareholders' Meeting under the fourth item on the agenda of the Ordinary Part. For further information in this regard, please refer to that section of this explanatory report.

(A) REASONS FOR AND USE OF THE CAPITAL INCREASE

The proposed resolution on the Capital Increase submitted for your approval is aimed at providing the shares necessary to serve the aforementioned Stock Grant Plan, to be implemented through the free allocation of Intred ordinary shares to the Issuer's employees identified from time to time by the Board of Directors in accordance with the procedures indicated in the Plan itself and, therefore, is subject to the approval of the aforementioned Stock Grant Plan by the Ordinary Shareholders' Meeting.

The Stock Grant Plan is one of the tools used by the Issuer to provide additional remuneration / bonuses to its corporate resources through the use of components which, linked to the performance of the "stock market" value of Intred shares, can serve to incentivise and retain those persons, in accordance with best market practice. The Plan extends over a medium to long-term time horizon, considered the most suitable for achieving the incentive and retention objectives it pursues.

(B) EXECUTION PROCEDURES

The Capital Increase, pursuant to Article 2349 of the Italian Civil Code, will take place through the use of a profit reserve, restricted to the Capital Increase, called "*Reserve restricted to the capital increase serving stock grant plans*", established out of the "*Extraordinary Reserve*" as shown in the Company's financial statements as at 31 December 2020 and subject to resolution by today's Shareholders' Meeting under the fifth item on the agenda of the Ordinary Part. This reserve, as established, amounts to Euro 64,000.00.

The Board of Directors will have the power to increase the share capital one or more times, according to the needs and procedures for the allocation of the shares indicated in the Stock Grant Plan. The shares subject to the Capital Increase will therefore be allocated to the SG Beneficiaries, with reference to each of the Tranches of the SG Plan, subject to the verification by the Board of Directors of the achievement of the performance and/or personal objectives with reference to each SG Beneficiary. In particular, the shares deriving from the Capital Increase will be allocated during the following allocation periods: ***(i)*** after the approval of the Issuer's financial statements as at 31 December 2021; ***(ii)*** after the approval of the Issuer's financial statements as at 31 December 2022; and ***(iii)*** after the approval of the Issuer's financial statements as at 31 December 2023.

Furthermore, under the Plan, the right of the SG Beneficiaries to be allocated the shares is subject to: ***(i)*** the continuation of the employment relationship with the Issuer; and ***(ii)*** the achievement of the objectives, performance or personal, identified from time to time for each individual SG Beneficiary by the Board of Directors or, if so delegated, by the chief executive officer.

If, in the execution of the Stock Grant Plan, all the maximum no. 100,000 ordinary shares of the Issuer subject to the Capital Increase are issued, the newly issued shares will be equal to 0.63% of the Issuer's share capital as increased (without taking into account any changes in the share capital after the date of this report).

Since the Capital Increase is divisible, if not all the Rights vest by the final deadline indicated in the Stock Grant Plan, the capital will increase by an amount equal to the allocations made.

(C) CRITERIA FOR DETERMINING THE PRICE OF THE SHARES

The newly issued shares deriving from the Capital Increase will be allocated free of charge to the SG Beneficiaries. It should be noted that the amount of the portion of the "*Reserve restricted to the capital increase serving stock grant plans*" to be used to cover this Capital Increase will be equal to Euro 0.64 for each newly issued share. As a result of the issue of the shares under the Capital Increase, the nominal share capital will be increased by Euro 0.64 for each share issued, substantially in line with the current accounting par value of the outstanding ordinary shares.

(D) DIVIDEND ENTITLEMENT DATE OF THE NEWLY ISSUED SHARES

The newly issued shares deriving from the Capital Increase will have regular dividend entitlement and, therefore, will grant their holders the same rights as the ordinary shares of the Company already outstanding at the date of issue. The newly issued shares will be admitted to official listing on AIM Italia ("**AIM Italia**") in the same way as the Issuer's ordinary shares currently outstanding, within the time limits and in accordance with the applicable rules, or on another regulated market or European trading system on which the Issuer's ordinary shares will be traded at the time of their issue.

(E) CONSEQUENT SUPPLEMENT TO THE ARTICLES OF ASSOCIATION

As a result of the approval of the Capital Increase, it will be necessary to supplement Article 5 of the Company's Articles of Association in force by adding the following new Paragraph 5.8:

"***5.8.*** *The extraordinary shareholders' meeting of 29 April 2021 resolved, pursuant to and for the purposes of Article 2349 of the Italian Civil Code, to increase the share capital in divisible form, by the final deadline of 31 December 2024, by a maximum of Euro 64,000.00, through the use of the restricted profit reserve called "Reserve restricted to the capital increase serving stock grant plans", corresponding to a maximum number of 100,000 ordinary shares, with no indication of par value, having the same characteristics as those already outstanding, with Euro 0.64 for each new share allocated to increase the nominal share capital, serving the stock grant plan called "2021-2023 Stock Grant Plan" intended for the employees of Intred S.p.A., approved by the ordinary shareholders' meeting on the same date*."

* * *

In light of the above, in relation to this item on the agenda, the Board of Directors therefore submits for your approval the following:

– ***PROPOSED RESOLUTION*** –

"*The Extraordinary Shareholders' Meeting of Intred S.p.A.,*

- having heard the Chairman's presentation, and

- having taken note of the explanatory report of the Board of Directors

resolves

1. *to increase the share capital, pursuant to Article 2349 of the Italian Civil Code and Article 5 of the articles of association, in divisible form, by the final deadline of 31 December 2024, by a maximum of Euro 64,000, corresponding to a maximum number of 100,000 ordinary shares, with no indication of par value, having the same characteristics as those already outstanding, with Euro 0.64 for each new share allocated to increase the nominal share capital, serving the stock grant plan called "2021-2023 Stock Grant Plan" intended for the employees of Intred S.p.A., to be carried out in several tranches, under the terms and conditions of the aforementioned plan, through the use, for the amount indicated above, of a corresponding portion of the "Reserve restricted to the capital increase serving stock grant plans", or according to the different procedures laid down by the regulations applicable from time to time;*

2. *to insert the following new Paragraph 5.8 in Article 5 of the articles of association in force: "**5.8.** The extraordinary shareholders' meeting of 29 April 2021 resolved, pursuant to and for the purposes of Article 2349 of the Italian Civil Code, to increase the share capital in divisible form, by the final deadline of 31 December 2024, by a maximum of Euro 64,000.00, through the use of the restricted profit reserve called "Reserve restricted to the capital increase serving stock grant plans", corresponding to a maximum number of 100,000 ordinary shares, with no indication of par value, having the same characteristics as those already outstanding, with Euro 0.64 for each new share allocated to increase the nominal share capital, serving the stock grant plan called "2021-2023 Stock Grant Plan" intended for the employees of Intred S.p.A., approved by the ordinary shareholders' meeting on the same date.";*

3. *to grant the Board of Directors – pro tempore -, with express power to sub-delegate to one or more of its members, the broadest powers to implement the resolution adopted above, including the power to (i) issue in several tranches, under the terms and conditions provided for by the "2021-2023 Stock Grant Plan", the new shares serving the plan itself, (ii) make the related amendments to Article 5 of the articles of association, in order to adjust the amount of the share capital accordingly, as well as (iii) make the certification referred to in Article 2444 of the Italian Civil Code and file from time to time the articles of association showing the updated amount of the share capital pursuant to Article 2436 of the Italian Civil Code.*"

Brescia, 14 April 2021

For the Board of Directors
The Chairman and Chief Executive Officer
(signed Daniele Peli)

Annex A – Reasoned proposal of the Board of Statutory Auditors concerning the granting of the statutory audit engagement for the nine-year period 2021-2029

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