Intred S.p.A.

Registered office: Brescia, via Pietro Tamburini no. 1

Share Capital: Euro 10,037,696.00 fully paid

Tax Code and Brescia Companies Reg. No. 11717020157 - VAT No. 02018740981

MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING

On 12 November 2024 in Brescia, at the registered office, at 9:00, the Shareholders' Meeting of Intred S.p.A., with registered office in Brescia (BS), Via Pietro Tamburini no. 1 (hereinafter, the "**Company**"), met to discuss and resolve on the following

agenda

1. Award of a new engagement for the statutory audit of the company's accounts for the period 2024-2026 and determination of the related fee, subject to early consensual termination of the current statutory audit engagement. Related and consequent resolutions.

Pursuant to Article 28.1 of the Articles of Association, the Chairman of the Board of Directors, Daniele Peli, takes the chair and ascertains and has it ascertained:

- that the Shareholders' Meeting is being held in single call;
- that this Shareholders' Meeting was formally and duly called at the Company's registered office on 12 November 2024 at 9:00, in single call, in accordance with the law and the Articles of Association, by means of a notice of calling published on 28 October 2024 on the Company's website, www.intred.it, section "Governance / Shareholders' Meeting", as well as on the "SDIR" dissemination mechanism and, in extract form, in the daily newspaper "Italia Oggi";
- that the Shareholders' Meeting is being held in hybrid form, both with physical attendance and by means of remote telecommunication and, more specifically, by video-conference, in the manner indicated in the notice of calling of the meeting and in the proxy form published on the Company's website www.intred.it, section "Governance – Shareholders' Meeting";
- that, in addition to the Chairman of the Board of Directors, [the Directors Marisa Prati, Adalberto Salvi, Vincenzo Polidoro, Alberta Marniga and Giulia Peli are present by video-conference;] Alessandro Triboldi is absent with justification
- that, for the Board of Statutory Auditors, [Simona Pezzolo De Rossi, as Chairman of the Board of Statutory Auditors, and the Standing Auditors Lucrezia Cossu and Giovanbattista Lechi di Bagnolo are present by video-conference;]
- that, on the basis of what is indicated in the notice of calling, each Shareholder present has sent the Company a copy of the documentation required to verify entitlement to attend and vote at the Shareholders' Meeting;
- that, pursuant to Article 25 of the Articles of Association and to the provisions in force on the matter, as well as on the basis of the documentation sent to the Company by each Shareholder, the entitlement of those present to attend and vote at the Shareholders' Meeting has been ascertained and, in particular, the compliance of the proxies made available to the Company by the attendees with the provisions of

law and of the Articles of Association in force has been verified, in the manner previously indicated in the published notice of calling and proxy form;

- the subscribed and paid-up share capital as at today's date amounts to Euro 10,037,696.00, divided into no. 15,909,400 ordinary shares with no indication of par value;
- the Company is admitted to trading on the multilateral trading facility Euronext Growth Milan, organised and managed by Borsa Italiana S.p.A. ("**Euronext Growth Milan**");
- that, at the time of the constitution of the Shareholders' Meeting, a total of 12,864,493 shares, equal to 80.86% of the share capital, are duly represented in person or by proxy (as shown in the attendance sheet attached to these minutes as Annex sub. "A");
- that as of today, according to the records and the notices received by the Company, the persons who hold, directly or indirectly, more than 5% of the share capital of the Company represented by shares with voting rights are the following:
    - Daniele Peli, indirectly through DM Holding S.r.l., holder of no. 9,604,753 shares, equal to 60.37% of the share capital of the Company;
    - First SICAF S.p.A., holder of no. 1,500,000 shares, equal to 9.42% of the share capital of the Company;
- that, in the absence of any reports following the invitation made by the Chairman to indicate whether there are other significant shareholdings (i.e. of persons attending the Shareholders' Meeting who hold, directly or indirectly, a shareholding equal to or greater than 5% of the share capital) in addition to the above, known to the Company, no other person holding further significant shareholdings is present;
- that it is not possible to exercise the voting right attached to the shares for which the disclosure obligations have not been fulfilled under the transparency rules of the Euronext Growth Milan Issuers' Regulation concerning shareholdings exceeding 5%;
- that, at the Chairman's invitation, employees and collaborators of the Company are present at the Shareholders' Meeting by video-conference link, in order to support the Chairman in presenting the items on the agenda and in answering any questions raised by the attendees;
- that, with regard to the items on the agenda, the formalities required by the laws and regulations in force have been duly carried out and the related documentation has been made available to the shareholders in compliance with the laws and regulations in force;
- that the documentation available to the participants in the Shareholders' Meeting, made available on the Company's website www.intred.it, section "Governance / Shareholders' Meeting", includes:
    - the explanatory report of the Board of Directors of Intred on the items on the agenda;
    - the observations of the Board of Statutory Auditors on the consensual termination of the statutory audit contract currently in progress;
    - the reasoned proposal of the Board of Statutory Auditors for the award of the statutory audit engagement;
- that, in the absence of any reports following the invitation made by the Chairman, there is no lack of voting entitlement under the rules in force and that there are therefore no situations of exclusion from the voting right;

- those present, considering that, as already mentioned, the meeting is also held by video-conference link, as provided for by the Articles of Association – after mutual identification with the Chairman – have declared that they have received the material and information prepared for the discussion of the items on the agenda so as to be able to follow the proceedings of the meeting and to speak and take part in real time in the discussion on those items;
- that this Shareholders' Meeting may be recorded by the Company, solely for the purpose of the correct minuting of the meeting, and that such recording will be deleted immediately after the minutes have been taken;
- that those present have been informed that: (i) the compliance of the voting proxies with Article 2372 of the Italian Civil Code and the Articles of Association has been verified; (ii) the Company currently holds no. 17,137 treasury shares, equal to 0.10% of the share capital; and (iii) pursuant to the applicable privacy legislation, the personal data of the Shareholders and of those entitled to vote acquired by the Company for the purposes of attending the Shareholders' Meeting will be processed, also by electronic means, for purposes strictly connected with the performance of the shareholders' meeting and corporate formalities, and in any case in such a way as to guarantee security and confidentiality, also recalling that the data subject may request, among other things, updates and corrections of the personal data;

at 9:17 on today's date, 12 November 2024, having ascertained the identity and entitlement of the persons connected by video-conference

declares

the Shareholders' Meeting duly constituted and able to resolve, pursuant to Article 26 of the Articles of Association, on the items on the agenda.

Pursuant to Article 28.1 of the Articles of Association, the Chairman then proposes to designate Mr Filippo Leone to act as secretary for this Shareholders' Meeting.

For the purpose of verifying the consent of the Shareholders' Meeting, the Chairman asks only the dissenting Shareholders and then those abstaining to express themselves on the matter. In the absence of votes against and abstentions, the Chairman then invites, with the unanimous consent of the Shareholders' Meeting, [Mr Filippo Leone] to act as secretary and to draw up the minutes, who accepts.

The Chairman also informs the attendees:

- that the list of names of the participants, in person or by proxy, containing the number of shares represented by each, the indication of any delegating Shareholders, of any persons voting as pledgees, repo transferees and usufructuaries as well as the results of the votes on each item on the agenda will be attached to these minutes as sub "A";
- that the summary of the speeches with the names of the speakers, of the answers given and of any comments made will be included in the minutes of the meeting;
- that the names of those who vote against, abstain or disconnect before a vote and the related number of shares held will be included in the document attached as sub "B" showing the voting results.

Before moving on to the items on the agenda, the Chairman invites the Shareholders to examine the documents made available.

Having ascertained that there is no opposition to the aforementioned proposal, the Chairman then moves on to the sole item on the agenda.

With reference to the **first and only item on the agenda**, the Chairman reminds those present that today's Shareholders' Meeting has been called to approve the award of a new statutory audit engagement for the three-year period 2024-2026, subject to the early termination of the current engagement awarded by the Shareholders' Meeting of 29 April 2021 to BDO Italia S.p.A. ("**BDO**") for the period 2021-2029, expiring on the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2029. Continuing, the Chairman also recalls that the Board of Directors approved, at its meeting of 24 September 2024, the proposal for the early consensual termination of the statutory audit engagement awarded to BDO, submitted today for the approval of this Shareholders' Meeting.

In this regard, the Chairman invites the attendees to examine the explanatory report prepared by the Board of Directors on the proposal on the agenda, the observations made by the Board of Statutory Auditors on the consensual termination of the statutory audit contract currently in progress and the reasoned proposal of the Board of Statutory Auditors for the award of the statutory audit engagement.

The Chairman, having ascertained the unanimous consent of the Shareholders present, therefore omits the full reading of the above documentation, the Shareholders having in any case already been able to examine it in advance of the Shareholders' Meeting, and therefore refers to its contents.

The Chairman, having ascertained that no proposed resolutions other than those formulated by the Board of Directors and contained in the explanatory report have been received, nor does any of the attendees intend to formulate any others, then reads out the proposed resolution, inviting the Shareholders to vote, after the end of the related discussion, as follows:

- Proposed Resolution -

"*The Shareholders' Meeting of Intred S.p.A., meeting in ordinary session,*

- *having taken note of the willingness of the audit firm BDO ITALIA S.p.A. to agree to the consensual termination of the current three-year engagement, effective from the date of approval of the Financial Statements as at 31 December 2023;*
- *having taken note of the observations made by BDO ITALIA S.p.A. on the termination of its audit activity and of the related opinion of the control body;*
- *having taken note of the explanatory Report of the Board of Directors and of the favourable opinion expressed by the Board of Statutory Auditors;*
- *having examined the reasoned proposal prepared by the Company's Board of Statutory Auditors pursuant to Article 13 of Legislative Decree No. 39 of 27 January 2010;*

resolves

1. *to approve the consensual termination of the statutory audit engagement granted to BDO ITALIA S.p.A. for the period 2021-2029 by resolution of the Shareholders' Meeting on 29 April 2021;*
2. *to grant the company Deloitte & Touche S.p.A. the statutory audit engagement of Intred S.p.A. for the period 2024-2026, under the terms and conditions, including financial terms, of the offer made by the aforementioned audit firm and set out in the reasoned proposal of the Board of Statutory Auditors;*

3. *to grant the Chairman of the Board of Directors and Chief Executive Officer Daniele Peli, with the power to sub-delegate also to third parties outside the Board of Directors, the power to implement the resolutions referred to in the preceding points, including the powers to agree to the termination of the engagement with BDO Italia S.p.A., to make all the communications required by the applicable regulations and connected with such termination, as well as to carry out all the communication, filing and publication formalities and obligations relating to the above resolutions, pursuant to the applicable regulations, making any formal amendments, additions or deletions that may be necessary and/or appropriate.*

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The Chairman then declares the discussion open on the sole item on the agenda, inviting those present to submit their requests to speak one at a time, stating their name and the shares represented, in person or by proxy.

In the absence of requests to speak, the Chairman declares the discussion definitively closed, no temporary suspension of the meeting being necessary either.

Having ascertained that there are no changes in attendance compared to what was previously communicated, and with no one asking to speak further, the Chairman invites all those present to vote on the proposed resolutions that have been read out, specifying that voting will take place by each of them casting their vote one at a time when called upon by the Chairman.

The voting operations having then been explained, the Secretary of the meeting acknowledges that the Shareholders' Meeting

has approved

1. the proposed resolution of the Board of Directors on the first and only item on the agenda unanimously by the share capital represented at the Shareholders' Meeting, i.e. with:

   Votes in favour: no. 12,864,493 shares, equal to 80.86% of the share capital.

The result of the vote on the sole item on the agenda is attached to these minutes as Annex "B".

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Thereafter, there being nothing further to resolve and none of the attendees asking to speak further, the Chairman declares the meeting closed at 9:35.

The Chairman	The Secretary
(Daniele Peli)	(Filippo Leone)

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