



*Ordinary and Extraordinary Shareholders' Meeting*

*03 May 2023*

*single call*

**INDIVIDUAL PROPOSALS FOR RESOLUTION  
PRESENTED BY THE SHAREHOLDER GVS GROUP S.R.L.  
PURSUANT TO ARTICLE 126-BIS, PARAGRAPH 1), THIRD  
SENTENCE,  
OF LEGISLATIVE DECREE NO. 58/1998**

With reference to the Ordinary and Extraordinary Shareholders' Meeting of GVS S.p.A, convened for 3 May 2023, in a single call, the following are the individual resolution proposals regarding (i) item 5.2 on the agenda of the ordinary part ("*Determination of the term of office of the Board of Directors*") and (ii) item 6.3 on the agenda of the ordinary part ("*Determination of the annual compensation of the standing members of the Board of Auditors*") presented - in the manner and within the terms indicated in the call notice - on 18 April 2023 by the majority shareholder GVS Group S.r.l..

**GVS Group S.r.l.**

Registered office in Zola Predosa (BO), Via Roma, 50

Share Capital: Euro 346,487 fully paid-up

Tax code and registration with the Bologna Companies Register: 02084250402

Economic and Administrative Index (REA) BO - 341336

To:  
GVS S.p.A.  
Legal and Corporate Affairs Office  
Via Roma 50, 40069  
Zola Predosa (BO)

***By recorded delivery***

Zola Predosa, 18 April 2023

**Re: Shareholders' Meeting of GVS S.p.A., convened in an ordinary and extraordinary session, in a single call, for 3 May 2023 - Individual proposals for resolutions on items 5.2 and 6.3 on the agenda of the ordinary part of the Shareholders' Meeting**

Dear Sirs,

With reference to the Shareholders' Meeting of GVS S.p.A. in question, GVS Group S.r.l. (in the person of the sole director Massimo Scagliarini) holder, as at today's date, of a 60% stake in the Company's share capital and 73.68% of the voting rights, hereby submits the following individual resolution proposals relating: (i) to item 5.2 on the agenda of the ordinary part of the Shareholders' Meeting ("*Determination of the term of office of the Board of Directors*") and (ii) to item 6.3 on the agenda of the ordinary part of the Shareholders' Meeting ("*Determination of the annual compensation of the standing members of the Board of Auditors*"). This is in compliance with what is stated in the call notice on the "*Power to submit individual resolution proposals before the Shareholders' Meeting*" and taking into account what is stated in the "*Directors' Explanatory Report on the fifth item on the agenda of the Shareholders' Meeting convened in an ordinary session for 3 May 2023, in a single call*" and in the "*Directors' Explanatory Report on the sixth item on the agenda of the shareholders' meeting convened in an ordinary session for 3 May 2023, in a single call*" prepared pursuant to Art. 125-ter of Legislative Decree no. 58/98.

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**Proposed resolution of the shareholder GVS Group S.r.l. on item 5.2 on the agenda of the Ordinary and Extraordinary Shareholders' Meeting convened in a single call for 3 May 2023 ("Determination of the term of office of the Board of Directors").**

*"Having duly acknowledged the proposed resolution formulated by the shareholder GVS Group S.r.l., the Shareholders' Meeting*

*Resolved*

*to set the term of office of the Board of Directors to be appointed at three (3) financial years, i.e. until the Shareholders' Meeting called to approve the financial statements as at 31 December 2025*

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**Proposed resolution of the shareholder GVS Group S.r.l. on item 6.3 on the agenda of the Ordinary and Extraordinary Shareholders' Meeting convened in a single call for 3 May 2023 ("*Determination of the annual compensation of the standing members of the Board of Auditors*").**

*"Having duly acknowledged the proposed resolution formulated by the shareholder GVS Group S.r.l., the Shareholders' Meeting*

*Resolved*

*to award the members of the Board of Auditors the following fees, until the end of the current term of office:*

- (i) to the Chairman of the Board of Auditors an all-inclusive gross annual compensation of Euro 35,000.00;*
- (ii) to each of the standing auditors an all-inclusive gross annual compensation of Euro 30,000.00."*

Regards,

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Massimo Scagliarini  
Sole Director GVS Group S.r.l.