

MEETING'S MINUTES

ITALIAN REPUBLIC

In the year two thousand twenty-three, on the twenty-first of the month of July

=21 July 2023=

In Genoa, Piazza della Meridiana no. 1

upon request

of the Chairman of the Board of Directors of "GIGLIO GROUP S.P.A.", with registered office in Milan (MI), Piazza Diaz no. 6, tax code and Milan, Monza, Brianza and Lodi's Companies Registration Office number 07396371002, Economic & Admin. Register no. 2091150, share capital of € 4,393,604.40, fully paid-up;

Mr GIGLIO ALESSANDRO, born in Genoa (GE) on 30 July 1965, residing for the office at the registered office of the Company, whose personal identity I, the Notary, am certain of,

the undersigned

Mr ANDREA FUSARO, Notary in Genoa, registered in the Roll of United Notarial Districts of Genoa and Chiavari, without witness, as not required by the Law, by the Party nor by the Notary, at ten past twelve AM, I was here at the purpose of attending, taking minutes, the shareholders' meeting of the aforementioned company, convened on this day and place, at twelve o'clock, due to the regular notice of call published in

compliance with Art. 125bis of CFA, Art. 84 of the Regulation adopted with Consob resolution no. 11971 of 14 May 1999, and Art. 12 of the By-laws on the company's website (www.giglio.org - Corporate Governance - Shareholders' Meetings), on the website of the authorized storage mechanism (www.emarketstorage.com ) as well as in the newspaper "Italia Oggi" on 21 June 2023,

to discuss and resolve on the following:

<<AGENDA:

- Acknowledgement of the resignation of the independent auditing company BDO Italia S.p.A. and appointment of the new auditing company for the period 2023-2031. Determination of its monetary consideration. Resolutions pertaining thereto and resulting therefrom.>>

Pursuant to Art. 13 of the By-laws, the Chairman of the Board, GIGLIO ALESSANDRO, assumes the chairmanship of the meeting. First of all, he submits to the meeting the proposal that the drafting of the minutes of this meeting be entrusted to me, the Notary.

No one expressing opposition, the proposal was unanimously approved.

The Chairman warns that this meeting is also held by videoconference, pursuant to Art. 12 of the By-laws in force, and in this regard notes:

a) the presence of the Chairman himself for the Board of Di-

rectors,

while the followings are connected via videoconference:

the Vice President Lezzi Anna Maria, and the Directors Gesualdi Francesco and Micchi Carlo;

b) the physical presence for the Board of Statutory Auditors of the Tacchino Lucia, while Centore Marco Andrea is connected, as well as the Chairman Mosci Giorgio;

c) for the share capital of € 4,393,604.40 (four thousand-nitre hundred and ninety-three thousand, six hundred and four point forty) divided into 21,968,022 (twenty-one million, nine hundred and sixty-eight thousand and twenty-two) ordinary shares without nominal value, the presence of two shareholders on their own behalf and for proxy, so that 12,233,217 (twelve million two hundred thirty three thousand two hundred and seventeen) shares are represented, equal to 55.686% (fifty five point six hundred and eighty six percent) of the total;

d) the assistance of the Company's consultants Erika Mazzitelli and Elena Gallo.

The Chairman puts on record that:

- The disclosure requirements pursuant to the Issuers' Regulation and the Borsa Italiana S.p.A. Regulation have been duly fulfilled;

- On 21 June 2023, the report on the items on the agenda drawn up pursuant to Art. 125-ter of the CFA and Art. 84-ter of the Issuers' Regulation was made available - and still is - in the

registered office, on the Company's website and on the authorised storage mechanism eMarket Storage, at [www.emarketstorage.com](http://www.emarketstorage.com), as well as all the remaining documentation relating to the subject on the agenda, namely: 1) the Report of the Board of Directors; 2) the opinion of the Board of Statutory Auditors;

- With regard to the aforementioned documentation, all the fulfilments vis-à-vis Consob envisaged by current legislation have been fulfilled;

- All the documentation was also sent to the shareholders who requested it;

- To date, the Company's share capital amounts to € 4,393,604.40 (four million three hundred ninety-three thousand six hundred four point forty), fully paid-up, divided into 21,968,022 (twenty-one million nine hundred and sixty-eight thousand twenty-two) ordinary shares, with no nominal value;

- The following will be attached to the minutes of the meeting as an integral and substantial part of the same:

\* The list of names of participants in the meeting, personally and/or by proxy, complete with all the data required by Consob, with an indication of the number of shares for which the communication was made by the intermediary to the issuer pursuant to Art. 83-sexies of the CFA;

\* The list of names of the persons who voted in favour, against, or abstained or turned away before each vote and the

relative number of shares represented personally and/or by proxy.

\* The Report of the Board of Directors;

\* The opinion of the Board of Statutory Auditors.

The Chairman also puts on record that:

- Compliance with the rules and provisions established by current legislation and by Art. 12 and 13 of the By-laws has been verified with regard to the participation of shareholders in the meeting and the issue of proxies, which comply with the provisions of Art. 2372 of the Italian Civil Code and Art. 135-novies of the CFA;

- The proxies are recorded in the corporate documents;

- Participation in the meeting may take place through the issue of proxies to the Designated Representative "Euronext Securities", pursuant to article 135-undecies of the CFA;

- In compliance with the requirements of current legislation, according to the information contained in the Shareholders' Register, supplemented by other communications received pursuant to current legislation and on the basis of the information available on the Consob website [www.consob.it](http://www.consob.it), based on the communications issued for this shareholders' meeting and other available information, the shareholder who directly holds more than 5% of the share capital of Giglio Group is: Meridiana Holding S.p.A. with 12,226,459 (twelve million two hundred twenty six thousand four hundred fifty nine) ordinary shares,

equal to 55.65% (fifty five point six five percent) of the share capital;

- Giglio Group does not currently own, directly or indirectly, treasury shares;

- The company is not aware of the existence of voting or blocking unions or, in any case, of shareholders' agreements or pacts and agreements of any kind regarding the exercise of the rights inherent in the shares or the transfer of the same pursuant to Art. 122 of the CFA.

Furthermore, the Chairman formally requested that all the participants in the meeting declare their possible lack of entitlement to vote pursuant to the legislative and regulatory provisions in force, pointing out that the shares for which the right to vote cannot be exercised are in any case computable for the purposes of the constitution of the meeting.

No one takes the floor.

The Chairman acknowledges that there are no shares without voting rights or shares with suspended voting rights.

The Chairman puts on record that:

- Those present have demonstrated their legitimacy to participate in the meeting;

- Having complied with the call and communication formalities and having reached the quorum pursuant to the law and the By-laws, the Shareholders' Meeting is duly constituted and can validly discuss and resolve on the item on the agenda.

The Chairman thus puts on record that:

- No additions to the list of items on the agenda of the meeting have been requested, nor have resolution proposals been received on items already on the agenda, pursuant to Art. 126-bis of the CFA.

- No solicitation of voting proxies pursuant to Art. 136 et seq. of the CFA has been promoted in relation to today's Shareholders' Meeting.

- No questions on the items on the agenda were received before the meeting pursuant to Art. 127-ter of the CFA.

The Chairman then proceeds to discuss the methods in which the right to vote will be expressed and that the vote will take place in an open manner, by show of hands. Those who intend to vote against or intend to abstain will be required to request the floor from the Chairman, in order to declare their vote against or abstention, also providing their personal details and the number of shares brought to the meeting, personally and/or by proxy.

The identification of the number and identity of those in favour, against and abstentions, as well as the number of related shares brought to the meeting will be carried out by the Notary, in his capacity as Secretary. Everything hereby specified is valid unless otherwise indicated by the Chairman.

The Chairman then invites those who do not intend to contribute to the basis for calculating the majority to leave the

room, before the start of the vote, letting the appointed personnel know about their exit.

In the event of any mistake in casting the vote before the voting has been declared closed, the Chairman asks the interested parties entitled to request the floor to give evidence of this to the Notary, then to cast their vote again and provide their general information, as well as the number of shares brought to the meeting, personally and/or by proxy. The Notary shall record the vote expressed in the appropriate form to replace the one previously expressed.

The Chairman puts on record that:

- In order to best comply with the regulatory provisions regarding the right to ask questions before and during the shareholders' meeting as envisaged by Art. 127-ter of the CFA, at the end of all the interventions relating to each item on the agenda, all questions received in writing before the meeting, to which the Company has not already provided an answer, shall be answered;

- Those who intend to make speeches are invited to fill in the appropriate forms prepared for each item on the agenda, indicating their personal details and, where possible, the topics to be spoken about. Each form completed in this way must be delivered to the appropriate station called "Request for Interventions" located inside the meeting room;

- The speeches will take place according to the order of



presentation of the requests noted by the personnel at the time of presentation of the request itself. In order to allow the widest possible participation in the debate, the Chairman invites the formulation of speeches that are strictly pertinent to the items on the agenda and to limit their duration, if possible, to 10 minutes;

- For each item on the agenda, the answers will be provided at the end of all the speeches. Furthermore, short replies are permitted, possibly not exceeding 5 minutes. Those entitled to speak will make their speeches by asking the personnel in charge to speak;

- As required by current legislation, the speeches carried out will be reported in the minutes in summary form with an indication of the participants, the answers provided and any replies.

The Chairman reminds that, pursuant to Art. 12 of the By-laws, the Shareholders' Meeting shall resolve with the majorities established by law.

Finally, the Chairman invites those present not to leave the meeting room, except for urgent reasons. He remembers that leaving the room must be reported to the personnel in charge in order to detect the moment of exit and that of any subsequent return to the room.

The Chairman reminds those present that the item on the agenda was dealt with in the report of the Board of Directors which,

together with the opinion and reasoned proposal of the Board of Statutory Auditors mentioned above, are attached to the minutes of this meeting.

In consideration of the fact that the report of the Administrative Body drawn up pursuant to Article 125 ter of the CFA, together with the opinion and reasoned proposal of the Board of Statutory Auditors, have been made available on the Company's website, as well as on the authorized storage mechanism emarketstorage, distributed to all those present and sent to those who have requested it, the Chairman proposes to omit reading it.

Nobody opposes him.

The Chairman reminds everyone that currently the task of statutory auditing of the accounts has been conferred to "BDO Italia S.p.A." by the Ordinary Shareholders' Meeting held on 9 December 2021 for the period 2021/2029.

On 2 May 2023, the company BDO Italia S.p.A. issued its Audit Report on the Financial Statements and the Consolidated Financial Statements as of 31 December 2022, declaring the impossibility of expressing an opinion on the basis of a series of elements.

On 11 May 2023, "Giglio Group S.p.A." invited "BDO Italia S.p.A." to reissue the Reports relating to the Financial Statements and the Consolidated Financial Statements reserving the right, in the event of failure to reissue, to undertake

the most appropriate initiatives to protect the Company and its image.

In response to this communication, the company "BDO Italia S.p.A." on 16 and 17 May 2023 by certified e-mail resigned both from the position of independent auditor the financial statements of Giglio Group S.p.A. and of auditor for any other audit assignment relating to Giglio Group and the parent company Meridiana Holding S.p.A., pursuant to Art. 5 of Ministerial Decree no. 261/2012, mentioning "an impairment of the independence of BDO Italia by intimidation".

For this reason, the Board of Directors resolved to proceed, in accordance with the Board of Statutory Auditors, with a call for tenders for a new auditing company, thus identifying: "Audirevi S.p.A.", "Ria GrantThornton S.p.A.", "RSM Società di Revisione e Organizzazione Contabile S.p.A." and subsequently also the companies "Mazars Italia S.p.A.", "PKF Italia S.p.A." and "Crowe Bompani S.p.A.".

At the end of the selection procedure, the Board of Statutory Auditors recommended the proposal formulated by the auditing company Audirevi S.p.A..

Considering that no questions have been formulated, the Chairman proposes, if no one objects, to move on to the vote on the item on the agenda.

Nobody opposes him.

The Chairman therefore proposes:

"pursuant to Art. 13, par. 1 and Art. 17, par. 1 of Legislative Decree no. 39/2010, as well as Art. 16 of EU Regulation no. 537/2014, to appoint "AUDIREVI S.P.A." with registered office in Milan, Via Paolo da Cannobio, 33, Tax Code 05953410585, registered in the Register of Auditors GU 60/2000, as the new auditing company of the Company for a period of nine years, with reference to the financial years 2023-2031, under the terms and conditions provided for by the offer submitted by the same and attached to the reasoned proposal of the Board of Statutory Auditors;

- To determine the annual remuneration at €136,000.00 (one hundred and thirty-six thousand/00) for 2023 plus flat-rate expenses for the first financial year and in the amounts indicated in the offer for subsequent years;

- To appoint to the Board of Directors and, on its behalf, to the Chairman of the Board of Directors, all of the powers necessary or appropriate to draft and subscribe all of the deeds and the contracts and, more in general, to carry out all of the formalities regarding the termination of the current audit engagement with BDO Italia S.p.A. and to appoint AUDIREVI S.P.A. as its new auditing company."

The Chairman reminds that voting is by show of hands.

The votes were as follows:

In favour: all

Against: none

Abstained: none.

The Meeting approved unanimously.

There being nothing else to resolved and no one asking to speak, the Chairman closed the session at twelve forty-one, after certifying that the videoconference connection remained active for the entire duration of the meeting, thus allowing each participant to intervene in real time to the discussion of the subject examined and to vote on the matter on the agenda.

Attached to these minutes respectively under letters:

"A": the list of attendees and voting details;

"B": the Report of the Board of Directors;

"C": the Report of the Board of Statutory Auditors

omitted reading due to dispensation received from the appearing party, signed by the same and by me, the Notary in accordance with the law.

As requested, I, the Notary, received this deed, written by a trusted person and in part by me, the Notary, on four sheets for thirteen full pages, and I read it to the Appearing party who declares to approve it because it complies with his express will.

Signed at the end and in the margin as required by law at twelve fifty-five.

SIGNED

ALESSANDRO GIGLIO

ANDREA FUSARO NOTARY

**Notice no. 1**

**at 12:00**

**GIGLIO GROUP S.p.A:**

**Ordinary Shareholders' Meeting of 21 July 2023**

NOTICE OF THE CHAIRMAN OF THE MEETING

There are n. 2 entitled participants in the Meeting, in person or by proxy,  
for a total of n. 12,233,217 duly deposited shares, representing 55.686% of  
no. 21,968,022 shares making up the share capital for a total of no.  
23,974,129 votes representing 71.121% of no. 33,708,934 votes.

Persons participating in the Meeting: 2

ATTENDANCE LIST

No.	Entitled	Representative	By proxy	Own shares	Proxy shares	% on ordinary shares	I	O	I	O	I	O	I
1	MERIDIANA HOLDING S.p.A. - INCREASED VOTING RIGHTS		MARIA CRISTINA GRILLO		11,740,912	63.445	12:00						
2	MERIDIANA HOLDING S.p.A.		MARIA CRISTINA GRILLO		485,547	2.210	12:00						
3	ISHARES Vlt PLC		BALDELLI SONIA (STUDIO TREVISAN)		6.758	0.031	12:00						

Total Own Shares	0
Total Proxy Shares	12,233,217
Total Overall Shares	12,233,217
& on Ord. Shares	65.686
Participants	2



GIGLIO GROUP S.p.A.

Registered office: PIAZZA DIAZ 6 - 20123 - MILAN (MI)

Tax code: 07396371002

ISIN Shareholdings as of 21 July 2023

RECORDS	DATE AND PLACE OF BIRTH	ADDRESS	NATIONALITY	ISIN	SHAREHOLDINGS	ENCUMBRANCE	TOTAL	%
MERIDIANA HOLDING SOCIETA' PER AZIONI 02196450999	-	VIA U. VISCONTI DI MODRONE 11 20122 MILAN	ITALIAN	IT005122400	12,266,459	11740912 INCREASED VOTING RIGHTS	12226459	55.66
PALAU GRIEG FRANCISCO - PLGFNC65C16D 969S	18/03/1965 - GENOA (GE)	VIALE LUIGI MAINO 31 20122 MILAN	ITALIAN	IT005122400	50.000		50000	0.23
ISHARES VII PLC -	-	JP MORGAN HOUSE INT FINANCIAL DUBLIN (IRELAND)	IRISH	IT005122400	6758		6758	0.03
FONTANA VITTORIO - FNTVTR72U01C 933S	01/07/1972 - COMO (CO)	STRADA BRISIGHELLA 3 61121 PESARO	ITALIAN	IT005122400	5000		5000	0.02
PAOLELU STEFANO - PLLSFN74R11C 765A	11/10/1974 - CIVITA CASTELLANA (VT)	VIA RIO MAGGIOR 4 01033 CIVITA CASTELLANA	ITALIAN	IT005122400	1710		1710	0.01
CARABELLESE COSMO MARIA - CRBCM48L05G 906A	05/07/1949 - PORTO CERESIO (VA)	VIA DEGLI OROMBELLI 7 20131 MILAN	ITALIAN	IT005122400	1000		1000	0.00
RODINO' WALTER - RDNWTR72M10H 501N	10/08/1972 - ROMA (RM)	VIA MONTE SANTO 10 00195 ROME	ITALIAN	IT005122400	10		10	0.00
LOIZZI GERMANA - L22GMN72B46H 501R	06/02/1972 - ROMA (RM)	VIA MONTE SANTO 10/A 00195 ROME	ITALIAN	IT005122400	3		3	0.00
RODINO' DEMETRIO - RDNDTR66T12H 501W	12/12/1966 - ROMA (RM)	VIA MONTE SANTO 10 00195 ROME	ITALIAN	IT005122400	2		2	0.00
REALE DAVIDE GIORGIO - RLEDDG66E27F 205M	27/05/1966 - MILAN (MI)	VIA MARIA GAETANA AGNESI 6 20135 MILAN	ITALIAN	IT005122400	1		1	0.00

**GIGLIO GROUP S.P.A.**

**ORDINARY MEETING**

**BOARD OF DIRECTORS' REPORT ON THE ONLY ITEM OF THE AGENDA PURSUANT TO ART. 125-TER OF LEGISLATIVE DECREE NO. 58/1998 AS AMENDED AND INTEGRATED, AND TO ART. 84-TER OF THE REGULATION ADOPTED WITH CONSOB RESOLUTION NO. 11971/99 AS AMENDED AND INTEGRATED**

Dear Shareholders,

pursuant to Art. 125-*ter* of Legislative Decree no. 58 of 24 February 1998 , as amended, modified and integrated (the "CFA" or "**Condensed Financial Act**"), as well as to art. 84-*ter* of the Regulation adopted with Consob resolution no. 11971/99, as amended and integrated (the "**Issuers' Regulation**"), the Board of Directors of Giglio Group S.p.A. (the "**Company**" or "**Giglio**") makes available an explanatory report (the "**Report**") on the only item on the agenda of the ordinary Shareholders' Meeting called with a notice published on 21 July 2023, for 21 July 2023, at 12:00 in single call, to discuss and resolve on the following:

**Agenda**

1. Acknowledgement of the resignation of the independent auditing company BDO Italia S.p.A. and appointment of the new auditing company for the period 2023-2031. Determination of its monetary consideration. Resolutions pertaining thereto and resulting therefrom.

\* \* \* \* \*

Dear Shareholders,

as you know, the assignment for the statutory audit of the Company's accounts currently in place with the company BDO Italia S.p.A. was unilaterally terminated on 16 May 2023 following resignations submitted by certified email.

According to what was indicated by BDO Italia as a basis for the aforementioned resignations, "*putting forth claims for compensation due to BDO Italia not agreeing to your demands certainly integrates the circumstance suitable to justify the resignation for just cause from the audit assignment*" pursuant to Art. 5, par. 1 of Ministerial Decree no. 261/2012.

For further details, please refer to the press release of 17 May 2023 available on the Company's website at [www.gigliogroup.com](http://www.gigliogroup.com), "Investor Relations/Press Releases" section.

As of now, and until the appointment of a new assignment to another auditing firm, BDO Italia, pursuant to Art. 13, par. 6, of Legislative Decree no. 39/2010 and to Art. 6, par. 3, of Ministerial Decree no. 261/2012, will continue to carry out its statutory audit functions until the resolution to grant the new assignment and, in any case, no later than six months from the date of resignation.

The Company, in consideration of the foregoing, must urgently proceed with the necessary corporate fulfilments useful for the assignment of the task to another auditor as well as for the purposes of informing the Shareholders' Meeting, pursuant to Art. 6, par. 2 of the Ministerial Decree no. 261/2012.

Therefore, the Company has promptly initiated the selection procedure for a new auditing company to which to appoint, upon a Meeting's resolution, the office of statutory auditor for the following nine fiscal years starting from the approval of the Interim and Consolidated Financial Statements as of 30 June 2023, for all the companies of Giglio Group subject to audit, in conformity with the provisions set forth in Art. 16 of the Regulation (EU) 537/2014 (the "**Regulation**") and in Legislative Decree no. 39/2010. To this procedure, Art. 16 of the Regulation is particularly applicable, without prejudice (given that Giglio is a small- and medium-sized business) to par. 3 of the same article.

To this end, on 24 May 2023, the Company forwarded to three different auditing companies the letter of invitation for the assignment of the statutory auditing of the accounts of the companies of Giglio Group for the nine-year period starting from the approval of the Interim and Consolidated Financial Statements as of 30 June 2023 and ending on the approval of the Financial Statements as of 31 December 2031, indicating the date of 7 June 2023 as the deadline for the presentation of the offer.

The auditing companies subject to the selection procedure were:

- Ria Gran Thornton S.p.A.
- Audirevi S.p.A.
- RSM Società di Revisione e Organizzazione Contabile S.p.A.

Subsequently, on 8 June 2023, the Company launched a new procedure for the selection of the auditing companies to be appointed, by resolution of the Shareholders' Meeting, as statutory auditor, indicating the date of 14 June 2023 as the deadline for the presentation of the offer.

The auditing companies subject to the new selection procedure were:

- Mazars Italia S.p.A.
- PKF Italia S.p.A.
- Crowe Bompani S.p.A.

Following the aforementioned selection procedure, the Company received no. 1 proposal for the assignment of statutory auditor of its accounts, which was made available to the Board of Statutory Auditors, in its function of Internal Control and Auditing Committee - "ICAC" - of the Company.

Therefore, the Board of Statutory Auditors has assessed the proposal received and has drafted - in a separate document that shall be published together with this Report and under the same conditions, to which reference is made - the reasoned proposal for the appointment of the statutory auditor within its competence, which ends with the recommendation to appoint the company Audirevi S.p.A..

\* \* \* \* \*

In light of the above, you are now called to acknowledge the resignation of the independent auditors BDO Italia and, at the same time, following the reasoned proposal of the Board of Statutory Auditors, to entrust the auditing task to Audirevi S.p.A. in compliance with the applicable legislation, for nine years, with reference to the financial years 2023-2031.

Therefore, we propose that You adopt the following resolution:

*"Giglio Group S.p.A. Ordinary Shareholders' Meeting:*

*- Having examined the Directors' Report, prepared pursuant to Art. 125-ter of Legislative Decree no. 58 of 24 February 1998;*

*- Having acknowledged the resignations submitted by BDO Italia S.p.A. from the assignment of statutory auditor of the Company's accounts, dated 16 May 2023;*

*- Having acknowledged the necessary corporate fulfilments useful for the assignment of the task to another auditor as well as for the purposes of informing the Shareholders' Meeting, pursuant to Art. 6, par. 2 of the Ministerial Decree no. 261/2012;*

*- Having acknowledged the favourable opinion of the Company's Board of Statutory Auditors and the proposal to confer the statutory auditor assignment for a period of nine financial years - and precisely starting from the approval of the Interim and Consolidated Financial Statements as of 30 June 2023 and until the approval of the Financial Statements as of 31 December 2031 – to the auditing company AUDIREVI S.P.A. in accordance with the economic conditions contained in the offer presented to the Company by the latter;*

*- Having examined the proposal formulated by AUDIREVI S.P.A. including, inter alia, an estimate of the timing and monetary consideration for the legal audit of the Financial Statements and of the consolidated Financial Statements and of the limited financial audit of the Interim Condensed Consolidated Financial Statements of the Company and of Giglio Group for 2023-2031 period;*

**resolves**

*- To appoint AUDIREVI S.P.A. as the new auditing company of the Company for a period of nine years, with*

*regard to fiscal years 2023-2031, within the terms and conditions provided for by the offer submitted and annexed to the reasoned proposal of the Board of Statutory Auditors, pursuant to Art. 13, par. 1 and Art. 17, par. 1 of Legislative Decree no. 39/2010, as well as to Art. 16 of the Regulation (EU) no. 537/2014;*

*- To appoint to the Board of Directors and, on its behalf, to the Chairman of the Board of Directors, all of the powers necessary or appropriate to draft and subscribe all of the deeds and the contracts and, more in general, to carry out all of the formalities regarding the termination of the current audit engagement with BDO Italia S.p.A. and to appoint AUDIREVI S.P.A. as its new auditing company."*

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Milan, 21 June 2023

For the Board of Directors

The Chairman, Alessandro Giglio

**RESIGNATION OF BDO ITALIA S.P.A.<sup>1</sup> AND TERMINATION OF THE AUDIT ENGAGEMENT CURRENTLY IN FORCE WITH GIGLIO GROUP S.P.A. AND REASONED PROPOSAL FOR THE APPOINTMENT OF THE NEW AUDITING COMPANY<sup>2</sup>.**

To the Shareholders' Meeting of Giglio Group S.p.A.

\* \* \*

**1. Resignation of BDO ITALIA S.p.A. and Termination of the Audit Engagement Currently in Force with Giglio Group S.p.A.**

This Board of Statutory Auditors' Report includes the observations made pursuant to the Ministerial Decree no. 261 of 28 December 2012 - the Regulation concerning the revocation, resignation and consensual termination cases and modalities for the auditing company, in accordance with Art. 13, par. 4 of Legislative Decree no. 39 of 27 January 2010 and, in particular, the case of early termination of audit engagement assessed in this Report is that of "Resignation", governed by Art. 5 of the aforementioned Ministerial Decree, as well as the reasoned proposal for the appointment of a new auditing company pursuant to Art. 13, par. 1 of Legislative Decree no. 39 of 27 January 2021 and in accordance with EU Regulation no. 537 of 16 April 2014, aimed at ensuring the continuity of legal auditing activities.

On 2 May 2023, BDO Italia S.p.A. issued its Audit Report on the Financial Statements and the Consolidated Financial Statements as of 31 December 2022, declaring the impossibility of expressing an opinion on the basis of a series of elements; to read them, please refer to the audit reports in full.

On 11 May 2023, the Company sent to BDO a notice by certified e-mail in which it stated the need to

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<sup>1</sup> Pursuant to Art. 5 of the Ministerial Decree no. 261/2012 in accordance with Art. 13, par. 4 of Legislative Decree no. 39 of 27 January 2010

<sup>2</sup> Pursuant to Art. 13, par. 1 of Legislative Decree no. 39 of 27 January 2010, consolidated with Legislative Decree no. 135/2016 and EU Regulation no. 537 of 16 April 2014.

highlight *"certain facts that make BDO's decision not to express its opinion on the Financial Statements and Consolidated Financial Statements of Giglio Group as of 31 December 2022 (claiming that it was unable to "acquire sufficient and appropriate audit evidence on which to base the [...] opinion on the Financial Statements") seriously erroneous and, therefore, in violation of the professional audit engagement given to you."*

With the aforementioned notice, the Company invited BDO ITALIA S.p.A. *"if necessary subject to replacement of the team of auditors appointed for this purpose, to promptly and without further delay reissue your Reports relating to the Financial Statements and Consolidated Financial Statements of Giglio Group as of 31 December 2022"* reserving the right, in the event of non-reissue *"to undertake the most appropriate initiatives to protect the Company and its image. In the opinion of the undersigned Company, any confirmation of the Reports in question, especially in consideration of the foregoing, would, in fact, integrate the prerequisites for proceeding with the revocation for just cause of the assignment conferred to your company, with any consequent claim for reimbursement of all damages suffered (and already manifested), including the very serious damage caused to the image and commercial reputation of Giglio Group, a company listed on the stock exchange market."*

In response to this notice, the company "BDO Italia S.p.A." on 16 and 17 May 2023 by certified e-mail resigned both from the position of independent auditor of the Financial Statements of Giglio Group S.p.A. and of auditor for any other audit assignment relating to Giglio Group and the parent company Meridiana Holding S.p.A., pursuant to Art. 5 of Ministerial Decree no. 261/2012, mentioning "an impairment of the independence of BDO Italia by intimidation".

For this reason, the Board of Directors resolved to promptly proceed, in accordance with the Board of Statutory Auditors, with a call for tenders for a new auditing company, thus identifying: Audirevi S.p.A., Ria GrantThornton S.p.A., RSM Società Di Revisione e Organizzazione Contabile S.p.A., as possible candidates, by virtue of Art. 13, par. 1 of Legislative Decree no. 39 of 27 January 2010, compa-

nies that had expressed their availability in advance.

Subsequently, the Company also requested tenders for a new auditing assignment from Mazars Italia S.p.A., PKF Italia S.p.A. and Crowe Bompani S.p.A..

During the process, the Board of Statutory Auditors met on several occasions, in order to examine the aforementioned documentation and to carry out interviews with the candidate auditing companies and, in compliance with current regulations, to issue the reasoned proposal for the appointment of the new auditing company.

## **2. The Selection Process**

The Board of Statutory Auditors, through the CEO and the Financial Reporting Officer, asked the aforementioned auditing companies to provide a binding offer for the following tasks:

- Legal audit of the Separate and Consolidated Financial Statements of Giglio Group S.p.A. as of 31 December for fiscal years going from 31 December 2023 to 31 December 2031;
- Limited financial audit of the Interim Condensed Consolidated Financial Statements of Giglio Group S.p.A. for the interim periods going from 30 June 2023 to 30 June 2031;
- Desk review of the annual IFRS reporting packages on the subsidiaries of Giglio Group and on the companies included in the scope of consolidation (IBOX SA, Giglio USA LLC, Giglio (Shanghai) Technology Limited Company, Media 360 HK Limited).

It should be noted that the request included the formulation of the proposal for the statutory audit of the financial statements of the subsidiaries Salotto di Brera Srl and E-Commerce Outsourcing Srl, whose offers have not been considered for the purposes of this report as they are the responsibility of the respective shareholders' meetings.

Amongst the candidates, all of which are companies listed in the register set forth in Art. 7 of Legislative Decree no. 39 of 27 January 2010, Audirevi S.p.A. (hereinafter also referred to as "**Audirevi**") issued a definitive offer on 7 June 2023, while the other requests were not submitted within the deadline set, with the exception of Ria Grant Thornton S.p.A. which, on 6 June 2023, communicated that it was not "*in the position today to be able to issue the proposal*" and of RSM S.p.A. and Crowe Bompani S.p.A., which sent the same communication, albeit informally. Finally, Mazars Italia S.p.A., on 14



June 2023, communicated "the absence of the independence requirement necessary for the performance of the proposed assignment" and "the impossibility of following up on your invitation to present the offer in question", given the previous position held as IA of the Company.

The proposal received contains the explicit commitment of the proposing parties to verify the occurrence of the situations governed by articles 10 ("*Independence and Objectivity*"), 10-bis ("*Preparation of the statutory audit and assessment of the risks to independence*") and 17 ("*Independence*") of Legislative Decree no. 39 of 27 January 2010 and Art. 4, 5 and 6 of EU Regulation 537/2014.

Moreover, for the purpose of assessing and constantly monitoring the lack of causes of incompatibility that may compromise the audit engagement, Audirevi:

- Communicated the list of the names of its shareholders as well as the members of the administrative body;
- Invited the Company to promptly communicate any changes to the lists of directors and statutory auditors of the Company;
- Took on the commitment to report annually to the internal control and auditing committee as required by Art. 6, par. 2 of EU Regulation 537/2014, the annual declaration of independence, as well as the additional report required by Art. 11 of the aforementioned Regulation.

Moreover, in accordance with Art. 11 of the Legislative Decree no. 39 of 27 January 2010, Audirevi referred to the adoption of the International Auditing Standards (ISA Italia), adopted with Resolution of the State Accountant General of 23 December 2014.

The collection of the required information was thus completed through a video meeting held by the Board of Statutory Auditors and organised by the Company in the presence of the Financial Reporting Officer:

- With Audirevi, on 12 June 2023, which was also attended by the Technical Department, to which it requested clarifications and information necessary for the assessment referred to in this reasoned proposal;
- With the Financial Reporting Officer, with which it addressed the respective competences and responsibilities and, of course and on multiple occasions,

with the Board of Statutory Auditors itself, for the purpose of taking into consideration the documents and the information acquired during the procedures undertaken.

### 3. Selection Outcome

In this report, the Board of Statutory Auditors acknowledges that it has monitored the procedure followed by the Company in having consulted the aforementioned independent auditors, having acknowledged the responses and proposals received, also in light of the particular situation in which the Company currently finds itself, in order to formulate its proposal, it considered the offer from the only auditing firm that became available.

In particular, the Board of Statutory Auditors examined the Audirevi proposal (as supplemented with a subsequent communication received today) with reference to the fees relating to each financial year included in the mandate, to be considered in addition to out-of-pocket and/or ancillary expenses, contributions (social security, Consob or other supervisory authorities), VAT and adjustment based on the change in the Istat index and estimated total hours for the business year and for the entire scope of the audit, which are summarized below.

For 2023:

AUDIREVI		
Provision/Service	HOURS	AMOUNTS
Legal audit of the financial statements and consolidated financial statements of Giglio Group S.p.A. and assessment of the consistency of the director's report and of the section relating to corporate governance and ownership structures with the financial statements	696	64,000.00
Assessments on the regular keeping of the accounts and the correct recognition of the management facts in the accounting records	126	9,000.00
Limited audit of the condensed interim financial statements of Giglio Group S.p.A.	272	22,000.00
Limited assessment procedures on the financial statements of subsidiaries and associated companies at the closing date of each accounting year	408	38,000.00
<b>Total</b>	1502	136,000.00
Lump sum expenses		6,800.00
<b>Total</b>	1502	142,800.00
<b>Hourly rate</b>		<b>90,55</b>

For 2024-2031:

AUDIREVI		
Provision/Service	HOURS	AMOUNTS
Legal audit of the financial statements and consolidated financial statements of Giglio Group S.p.A. and assessment of the consistency of the director's report and of the section relating to corporate governance and ownership structures with the financial statements	696	56,000.00
Assessments on the regular keeping of the accounts and the correct recognition of the management facts in the accounting records	126	9,000.00
Limited audit of the condensed interim financial statements of Giglio Group S.p.A.	272	22,000.00

Limited assessment procedures on the financial statements of subsidiaries and associated companies at the closing date of each accounting year	408	33,000.00
<b>Total</b>	1502	120,000.00
Lump sum expenses		6,000.00
<b>Total</b>	1502	126,000.00
<b>Hourly rate</b>		<b>79.89</b>

The data was taken into account together with the professional and organisational profit analysis specifically carried out with regard to:

- i. The adequacy of the coverage of corporate activities;
- ii. The previous experience in the e-commerce sector;
- iii. The performances efficiency (estimated hours, quantitative/qualitative team composition, type of professional figure required);
- iv. The absence of hindrances due to conflicts of interest, the presence of incompatibility and independence issues, pursuant to professional standards and to the regulations in force on the subject;
- v. The offer of similar services to companies listed in Italy;
- vi. The internal presence of technical accounting structures and the participation in national and international consulting bodies for audit professionals;
- vii. The strategy/audit plan and the use of any instrument to support the audit procedure;
- viii. The interaction process with corporate and/or supervisory bodies;
- ix. The composition of the team that will actually perform the audit activity.

During the meeting of 12 June 2023, Audirevi specified that the offer presented was also parametrized to the increase in the degree of risk compared to the previous offer presented in 2021 and, therefore, in consideration of the degree of risk and the current situation in which the Company finds itself, the offer presented envisages higher costs for the 2023 financial year than for subsequent years, in the hoped-for expectation that the current condition and the opinion expressed on the financial statements by the previous auditing firm will be overcome. The Board of Statutory Auditors considered it a positive element that, as anticipated, the meeting was also attended by the head of quality control of the auditing company in addition to the partner of Audirevi.

#### **4. Conclusion and Reasoned Proposal**

The Board of Statutory Auditors, having guaranteed the continuity of the statutory auditing activity with the appointment of the new auditor, following the outcome of the assessment carried out both in qualitative and quantitative terms, summarized above, therefore considering that:

- The offer examined appears adequate to the object of the assignment, also due to the consideration of the degree of complexity of the procedures for carrying out the assignment;
- On the basis of the information collected, there are no elements that may compromise the independence of the candidate nor the existence of any cause of incompatibility on its behalf;

**recommends**

to the Shareholders' Meeting of Giglio Group S.p.A., pursuant to Art. 15, par. 5 of EU Regulation no. 537/2014, as well as to Art. 13, par. 1 and to Art. 17, par. 1 of Legislative Decree no. 39/2010, to accept the proposal relating to the financial years from 2023 to 2031 formulated by Audirevi, which is deemed structurally suitable for the needs of the Company.

The Board of Statutory Auditors declares that the aforementioned proposal is not influenced by third parties and that no contractual clause of the type set forth in Art. 16, par. 6 of the EU Regulation no. 537/2014 has been applied.

This Report, together with the Director's Explanatory Report and the resolution of the Shareholders' Meeting for the early consensual termination of the existing audit engagement and the appointment of a new auditing company shall be submitted by Giglio Group S.p.A. to Consob pursuant to the applicable regulation.

\* \* \*

Milan, 19 June 2023

The Board of Statutory Auditors of Giglio Group S.p.A.

Giorgio Mosci

Marco Andrea Centore

Lucia Tacchino

I, the undersigned, ANDREA FUSARO, Notary in Genoa, certify that this copy on electronic support conforms to the original on analogical support.  
Genoa, August twenty-first, two thousand and twenty-three.