



**Olidata S.p.A.**

Registered Office: Rome (RM) - Via Giulio Vincenzo Bona n. 120

Share Capital 21,992,664.00 Int. Paid-up.

Tax Code, VAT No. 01785490408

Rome Company Register No. RM-1678694

**ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS ON ITEM 2) ON THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' MEETING CONVENED FOR DECEMBER 28, 2024, PREPARED PURSUANT TO ARTICLE 72 OF CONSOB REGULATION 11971/99 (ACCORDING TO SCHEDULE 3 OF ANNEX 3A) AND ARTICLE 125-TER OF THE TUF**

## **2. Amendments to Articles 6, 7, 8, 11 and 17 of the Articles of Association. Pertinent and consequent resolutions.**

Dear Shareholders,

the Board of Directors of Olidata S.p.A. (“Olidata” or the “Company”) has resolved to convene an Extraordinary Shareholders' Meeting to discuss and resolve on the proposed amendment of Articles 6, 7, 8, 11 and 17 of the Articles of Association.

Specifically, with the aforementioned amendments, the Board of Directors proposes to incorporate within the Articles of Association the option provided for in Article 11 of Law No. 21 of March 5, 2024 (on measures to support the competitiveness of the capital market and the delegation to the Government for the organic reform of the provisions on capital markets set forth in the TUF), which allows, where contemplated in the Articles of Association, that meetings of listed companies may be held exclusively by means of delegation or sub-delegation to the designated representative identified by the companies (**the “Designated Representative”**).

This article introduced into the TUF a new article 135-undecies.1 (headed “Intervention in the shareholders' meeting through the appointed representative”) pursuant to which: “The bylaws may provide that intervention in the shareholders' meeting and the exercise of voting rights shall take place exclusively through the representative designated by the company pursuant to Article 135-undecies,” thus being able to make permanent, for listed companies, the option to stipulate that intervention and the exercise of voting rights in the shareholders' meeting for those entitled to vote shall take place exclusively through the granting of proxies or sub-delegations, pursuant to Article 135-novies of the TUF, to the Designated Representative.

As is well known, Olidata has made use of this mode of organization during the last two assemblies, under the transitional regulations adopted in the context of the Covid-19 pandemic, and has found that the greater flexibility afforded by the use of the Designated Representative figure has made the conduct of meetings more agile, enabling the orderly and efficient conduct of assembly and preparatory work.

It should be noted that, in compliance with the provisions of paragraph 2 of Article 135-undecies.1 TUF, and without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence TUF on the subject of integration of the agenda, should the intervention in the Company's shareholders' meeting take place exclusively through the Appointed Representative:

- each person entitled to vote may individually submit resolution proposals on the items on the agenda, or proposals whose submission is otherwise permitted by law, no later than the fifteenth day prior to the date of the first or single call of the Company's shareholders' meeting
- the Company will make the resolution proposals available to the public on its website within two days after the deadline.

For the same reason, pursuant to Paragraph 3 of Article 135-undecies.1 TUF, the right to ask questions, as referred to in Article 127-ter TUF, may only be exercised prior to the shareholders' meeting; the Company will, in turn, provide answers to the questions received at least three days before the meeting.

In any case, this shall be without prejudice to the right of the Board of Directors to determine from time to time, by giving notice in the notice of the meeting, that attendance at the meeting shall take place in such other manner as provided by law or by the bylaws.

In view of the foregoing, the Board therefore proposes that Articles 6, 7, 8, 11 and 17 of the Bylaws be reworded as set forth below in the exhibit comparing the existing text with the newly amended text, with the other provisions of the Bylaws remaining unchanged.

<i>Statuto sociale- Testo vigente</i>	<i>Statuto sociale - Testo proposto</i>
<p><b>Art. 6 - Convocation of the Assembly</b></p> <p>Shareholders' Meetings are called by the Board of Directors whenever it deems it necessary, or if so many shareholders representing at least one-twentieth of the share capital request it.</p> <p>The request for convocation must indicate the items to be discussed. In this case, the Shareholders' Meeting must be convened within 20 (twenty) days of the request, except as provided in Article 2367 of the Civil Code.</p> <p>Article 126 bis of Legislative Decree 58/98 also applies.</p> <p>The Shareholders' Meeting must be convened within the terms provided for by the laws in force by the Board of Directors, even outside the registered office, provided that it is in Italy (or in EU countries), by means of a notice having the minimum content required by the mandatory legislative and regulatory provisions in force at the time of the convocation. The notice of convocation must be published on the Company's website and in the other ways provided for by the rules, including regulations, pro tempore in force, as well as in such additional ways as may be identified by the Board of Directors. In the same notice, a second meeting may be set for another day in case the first one should be deserted. If the Meeting is also deserted on second call, it may be called for a third meeting in accordance with the law.</p> <p>However, the Shareholders' Meeting is duly constituted, even if not convened, if the entire share capital is represented and a majority of the Directors and Statutory Auditors attend.</p> <p>The Shareholders' Meeting is also convened in the other cases provided for by law in the manner and within the terms provided from time to time.</p> <p>The Shareholders' Meeting may be held by audio- and video-conference provided that:</p> <p>(a) the notice of the meeting clearly states the places and methods of connection;</p> <p>(b) the chairman and the secretary and/or the notary public, if any, are present in the same place;</p> <p>(c) it is possible for the chairman of the meeting to ascertain the identity and legitimacy of all participants in the meeting, the orderly conduct of the meeting itself, the voting and its results;</p> <p>(d) it is possible for the person taking the minutes to adequately perceive the meeting events being recorded;</p> <p>e) it is possible for all participants to intervene in real time and simultaneously in the discussion and voting as well as to view, send and/or receive any documents related to the items on the agenda. In such a case, the meeting will be deemed to be held at the place where the secretary or notary and the chairman are located</p>	<p><b>Art. 6 - Convocazione dell'Assemblea</b></p> <p>Shareholders' Meetings are called by the Board of Directors whenever it deems it necessary, or if so many shareholders representing at least one-twentieth of the share capital request it.</p> <p>The request for convocation must indicate the items to be discussed. In this case, the Shareholders' Meeting must be convened within 20 (twenty) days of the request, except as provided in Article 2367 of the Civil Code.</p> <p>Article 126 bis of Legislative Decree 58/98 also applies.</p> <p>The Shareholders' Meeting must be convened within the terms provided for by the laws in force by the Board of Directors, even outside the registered office, provided that it is in Italy (or in EU countries), by means of a notice having the minimum content required by the mandatory legislative and regulatory provisions in force at the time of the convocation. The notice of convocation must be published on the Company's website and in the other ways provided for by the rules, including regulations, pro tempore in force, as well as in such additional ways as may be identified by the Board of Directors. In the same notice, a second meeting may be set for another day in case the first one should be deserted. If the Meeting is also deserted on second call, it may be called for a third meeting in accordance with the law.</p> <p><b>The notice of call may provide that holders of voting rights-where permitted by the laws and regulations, including pro tempore regulations in force-may attend the Shareholders' Meeting and exercise their voting rights exclusively by granting proxy (or sub-delegation pursuant to Article 135-novies of Legislative Decree 58/98) voting rights to the representative designated by the Company, in the manner provided for by the same laws and/or regulations.</b></p> <p>However, the Shareholders' Meeting is duly constituted, even if not convened, if the entire share capital is represented and a majority of the Directors and Statutory Auditors attend.</p> <p>The Shareholders' Meeting is also convened in the other cases provided for by law in the manner and within the terms provided from time to time.</p> <p>The Shareholders' Meeting may be held by audio- and video-conference provided that:</p> <p>(a) the notice of the meeting clearly states the places and methods of connection;</p> <p>(b) the chairman and the secretary and/or the notary public, if any, are present at the same place;</p> <p>(c) it is possible for the Chairman of the Meeting to ascertain the identity and legitimacy of all participants in the</p>

	<p>meeting, the orderly conduct of the meeting itself, the voting and its results;</p> <p>d) it is possible for the person taking the minutes to adequately perceive the meeting events being recorded;</p> <p>e) it is possible for all participants to intervene in real time and simultaneously in the discussion and voting as well as to view, send and/or receive any documents related to the items on the agenda.</p> <p>In this case, the meeting shall be deemed to be held at the place where the secretary or notary and the chairman are located.</p> <p><b>In the event that the Company provides that the attendance and exercise of voting rights at the Shareholders' Meeting by the eligible persons shall take place exclusively through the granting of proxy (or sub-delegation) of voting rights to the Company's Designated Representative pursuant to Article 135-undecies of Legislative Decree 58/98, as provided for in Article 7.2 of the Bylaws, the Company may also provide that participation in the Shareholders' Meeting by the eligible persons may take place - where permitted by the laws and regulations pro tempore in force - also or solely by means of telecommunications that guarantee their identification.</b></p>
<p><b>Art. 7 - Right to speak at the Assembly</b></p> <p>1. Those who have the right to vote and who prove their entitlement to attend the Shareholders' Meeting in the manner provided for by the rules, including regulations, in force may attend the Shareholders' Meeting.</p> <p>2. For representation at the Shareholders' Meeting, the rules of law apply.</p> <p>3. Proxies may be notified electronically by certified e-mail sent to the address indicated in the notice of meeting or by means of the different methods that may be established by the regulations of the Ministry of Justice issued pursuant to Article 135-novies, sixth paragraph, of Legislative Decree 58/1998.</p> <p>The Board of Directors must indicate in the notice of call the method of electronic notification of the proxy, identified among those provided above, that can be used at the convened meeting.</p>	<p><b>Art. 7 - Right to speak at the Assembly</b></p> <p>1. Those who have the right to vote and who prove their entitlement to attend the Shareholders' Meeting in the manner provided for by the rules, including regulations, in force may attend the Shareholders' Meeting.</p> <p>2. For representation at the Shareholders' Meeting, the provisions of the law apply. <b>The Company may designate for each Shareholders' Meeting one or more persons to whom the holders of voting rights may grant proxy. In this case, Article 135-undecies of Legislative Decree 58/98 and the provisions of the Regulations approved by Consob Resolution 11971 of May 14, 1999, as amended and supplemented, will apply by voluntary recall. The designated persons, if any, and the necessary operating instructions are set forth in the notice of the meeting. Persons to whom the law does not permit the issuance of proxies for attendance at meetings may not be designated for this purpose.</b></p> <p>3. Proxies may be served electronically by certified e-mail sent to the address indicated in the notice of meeting or by such other means as may be established by the regulations of the Ministry of Justice issued pursuant to Article 135-novies, sixth paragraph, of Legislative Decree 58/1998.</p> <p>The Board of Directors must indicate in the notice of call the method of electronic notification of the proxy, identified among those provided above, that can be used at the convened meeting.</p>

<p><b>Art. 8 - Chair of the Assembly</b></p> <p>The Meeting is presided over by the Chairman of the Board of Directors and, in case of his or her impediment or absence, by the Vice Chairman, if appointed. In the absence of the Chairman or the Vice Chairman, if appointed, by a director.</p> <p>In the absence of the entire Board, the Meeting shall be chaired by a person elected by a majority vote of the attending members, calculated according to the number of votes to which each is entitled; in the latter case, the formalities and control, to be carried out before the beginning of the Meeting, shall be devolved to the Chairman of the Board of Statutory Auditors and in his absence by the most senior Statutory Auditor.</p> <p>The Meeting appoints a Secretary who may also be a non-member and, where circumstances require, two tellers.</p> <p>It is within the power of the Chairman, in addition to the cases provided for by law, to be assisted by a Notary Public for the preparation of the minutes.</p> <p>The Chairman is vested with the powers and faculties referred to in the third sentence of the first paragraph of Article 2371 of the Civil Code.</p>	<p><b>Art. 8 - Chair of the Assembly</b></p> <p>The Meeting is presided over by the Chairman of the Board of Directors and, in case of his or her impediment or absence, by the Vice Chairman, if appointed. In the absence of the Chairman or the Vice Chairman, if appointed, by a director.</p> <p>In the absence of the entire Board, the Shareholders' Meeting shall be chaired by a person elected by a majority vote of the attending shareholders, <b>except in cases where attendance at the Shareholders' Meeting is permitted exclusively by proxy (or sub-delegation) of voting rights to the Company's designated representative</b>, calculated according to the number of votes to which each is entitled; in the latter case, the formalities and control, to be performed before the beginning of the Shareholders' Meeting, shall be devolved to the Chairman of the Board of Statutory Auditors and in his absence by the most senior Statutory Auditor.</p> <p>The Meeting appoints a Secretary who may also be a non-member and, where circumstances require, two tellers.</p> <p>It is within the power of the Chairman, in addition to the cases provided for by law, to be assisted by a Notary Public for the preparation of the minutes.</p> <p>The Chairman is vested with the powers and faculties referred to in the third sentence of the first paragraph of Article 2371 of the Civil Code.</p>
<p><b>Art. 11 - Composition - Appointment of the Board of Directors</b></p> <p>1. The company is administered by a Board of Directors consisting of a minimum of 5 (five) to a maximum of 9 (nine) Directors.</p> <p>Directors hold office for three fiscal years, expire on the date of the Shareholders' Meeting convened to approve the financial statements for the last fiscal year of their term, and are eligible for re-election.</p> <p>The Shareholders' Meeting shall determine the number of members before making the appointment.</p> <p>2. Directors must meet the requirements of applicable pro tempore regulations and the Articles of Association. In particular, as long as the shares representing the share capital are listed on a stock exchange in the European Union, at least one of the members of the Board of Directors, or two if the Board is composed of more than seven members, must meet the independence requirements established for statutory auditors in Article 148, paragraph three, of Legislative Decree No. 58/98. Furthermore, the appointment of the Board of Directors will take place in compliance with the pro tempore regulations in force concerning gender balance.</p> <p>3. The Board of Directors shall be appointed by the Shareholders' Meeting on the basis of lists submitted by the Shareholders, according to the procedure set forth in the following paragraphs, subject, however, to different</p>	<p><b>Art. 11 - Composition - Appointment of the Board of Directors</b></p> <p>1. The company is administered by a Board of Directors consisting of a minimum of 5 (five) to a maximum of 9 (nine) Directors.</p> <p>Directors hold office for three fiscal years, expire on the date of the Shareholders' Meeting convened to approve the financial statements for the last fiscal year of their term, and are eligible for re-election.</p> <p>The Shareholders' Meeting shall determine the number of members before making the appointment.</p> <p>2. Directors must meet the requirements of applicable pro tempore regulations and the Articles of Association. In particular, as long as the shares representing the share capital are listed on a stock exchange in the European Union, at least one of the members of the Board of Directors, or two if the Board is composed of more than seven members, must meet the independence requirements established for statutory auditors in Article 148, paragraph three, of Legislative Decree No. 58/98. Furthermore, the appointment of the Board of Directors will take place in compliance with the pro tempore regulations in force concerning gender balance.</p> <p>3. The Board of Directors shall be appointed by the Shareholders' Meeting on the basis of lists submitted by the Shareholders, according to the procedure set forth in the following paragraphs, subject, however, to different</p>

<p>and other provisions provided for by mandatory rules of law or regulations.</p> <p>Lists for the appointment of Directors may be submitted by shareholders who, at the time of submitting the list, hold a shareholding at least equal to that determined by CONSOB pursuant to Article 147-ter, paragraph 1, Legislative Decree No. 58/1998 and in accordance with the provisions of the Issuers' Regulations approved by Resolution No. 11971 of May 14, 1999, as amended. The lists are filed with the Company by the twenty-fifth day prior to the date of the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Directors and made available to the public at the Company's registered office, on the website and in the other ways provided for by Consob with regulations within the terms provided for by the rules and regulations pro tempore in force.</p> <p>The lists shall contain a number of candidates not exceeding the number of members to be elected, listed by a sequential number. Lists containing a number of candidates not exceeding 7 (seven) must include and identify at least 1 (one) candidate having the independence requirements established according to the pro tempore regulations in force applicable to independent directors. Each list containing a number of candidates exceeding 7 (seven) must include and identify at least 2 (two) candidates having the independence requirements established according to the pro tempore regulations in force applicable to independent directors. Each list may also expressly indicate, if applicable, Directors who meet the independence requirements set forth in the codes of conduct drawn up by regulated market management companies or trade associations. In addition, each list that contains a number of candidates equal to or greater than three must include candidates of both genders so that the candidates of the lesser represented gender are at least equal to the minimum measure required by the pro tempore regulations in force. Lists for which the above requirements are not complied with shall be considered as not submitted.</p> <p>The lists also contain, including as attachments:</p> <ul style="list-style-type: none"> <li>(i) comprehensive information on the personal and professional characteristics of the candidates;</li> <li>(ii) declaration as to whether or not the candidates meet the independence requirements established in accordance with the pro tempore regulations in force and, if applicable, the additional requirements provided for by codes of conduct drawn up by companies managing regulated markets or by trade associations;</li> <li>(iii) indication of the identity of the shareholders who have submitted the lists and the total percentage of shareholding held, proven by appropriate communication issued by intermediaries;</li> <li>(iv) any other or different statements, disclosures and/or documents required by law and applicable regulations.</li> </ul>	<p>and other provisions provided for by mandatory rules of law or regulations.</p> <p>Lists for the appointment of Directors may be submitted by shareholders who, at the time of submitting the list, hold a shareholding at least equal to that determined by CONSOB pursuant to Article 147-ter, paragraph 1, Legislative Decree No. 58/1998 and in accordance with the provisions of the Issuers' Regulations approved by Resolution No. 11971 of May 14, 1999, as amended. The lists are filed with the Company by the twenty-fifth day prior to the date of the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Directors and made available to the public at the Company's registered office, on the website and in the other ways provided for by Consob with regulations within the terms provided for by the rules and regulations pro tempore in force.</p> <p>The lists shall contain a number of candidates not exceeding the number of members to be elected, listed by a sequential number. Lists containing a number of candidates not exceeding 7 (seven) must include and identify at least 1 (one) candidate having the independence requirements established according to the pro tempore regulations in force applicable to independent directors. Each list containing a number of candidates exceeding 7 (seven) must include and identify at least 2 (two) candidates having the independence requirements established according to the pro tempore regulations in force applicable to independent directors. Each list may also expressly indicate, if applicable, Directors who meet the independence requirements set forth in the codes of conduct drawn up by regulated market management companies or trade associations. In addition, each list that contains a number of candidates equal to or greater than three must include candidates of both genders so that the candidates of the lesser represented gender are at least equal to the minimum measure required by the pro tempore regulations in force. Lists for which the above requirements are not complied with shall be considered as not submitted.</p> <p>The lists also contain, including as attachments:</p> <ul style="list-style-type: none"> <li>(i) comprehensive information on the personal and professional characteristics of the candidates;</li> <li>(ii) declaration as to whether or not the candidates meet the independence requirements established in accordance with the pro tempore regulations in force and, if applicable, the additional requirements provided for by codes of conduct drawn up by companies managing regulated markets or by trade associations;</li> <li>(iii) indication of the identity of the shareholders who have submitted the lists and the total percentage of shareholding held, proven by appropriate communication issued by intermediaries;</li> <li>(iv) any other or different statements, disclosures and/or documents required by law and applicable regulations.</li> </ul>
---	---

<p>A shareholder may not submit or vote for more than one list, even through an intermediary or trust company. A candidate may be on only one list, under penalty of ineligibility.</p> <p>At the end of the voting, the candidates from the two lists that obtained the highest number of votes shall be elected, according to the following criteria: (i) from the list that obtained the highest number of votes (hereinafter the “Majority List”), a number of directors equal to the total number of members of the Board, as previously established by the Shareholders' Meeting, minus one, shall be drawn; within these numerical limits, the candidates in the progressive order indicated in the list shall be elected; (ii) from the second list that obtained the highest number of votes and that is not connected even indirectly with the shareholders who submitted or voted for the Majority List pursuant to the applicable provisions (hereinafter the “Minority List”), one director is drawn, in the person of the candidate indicated with the first number in said list.</p> <p>If, with the candidates elected in the manner indicated above, the appointment of the necessary number of independent directors required by law according to the number of members of the Board of Directors is not ensured, the candidate elected as the last in progressive order in the Majority List shall be replaced with the first unelected candidate from the same list having the independence requirements, or, failing that, with the first unelected candidate from the Minority List having the independence requirements. This replacement procedure will be carried out until the composition of the Board of Directors makes it possible to comply with the minimum number of directors meeting the independence requirements provided for by the legislation in force at the time. If said procedure does not ensure the result last mentioned, the replacement will take place by a resolution passed by the Shareholders' Meeting by a legal majority, subject to the submission of nominations of persons meeting the necessary requirements.</p> <p>In any case, lists that have not obtained a percentage of votes at least equal to half of that required for their presentation will not be taken into account.</p> <p>In the event of a tie between lists, the one submitted by shareholders holding the largest shareholding at the time the list is submitted, or, subordinately, by the largest number of shareholders, shall prevail.</p> <p>If, moreover, with the candidates elected in the manner indicated above, the composition of the Board of Directors is not ensured, in accordance with the pro tempore regulations in force concerning the balance between genders, the candidate of the most represented gender elected as the last in progressive order of the Majority List will be excluded and this candidate will be replaced by the first candidate not elected from the same list of the least represented gender, according to the progressive order. This replacement procedure will be</p>	<p>A shareholder may not submit or vote for more than one list, even through an intermediary or trust company. A candidate may be on only one list, under penalty of ineligibility.</p> <p>At the end of the voting, the candidates from the two lists that obtained the highest number of votes shall be elected, according to the following criteria: (i) from the list that obtained the highest number of votes (hereinafter the “Majority List”), a number of directors equal to the total number of members of the Board, as previously established by the Shareholders' Meeting, minus one, shall be drawn; within these numerical limits, the candidates in the progressive order indicated in the list shall be elected; (ii) from the second list that obtained the highest number of votes and that is not connected even indirectly with the shareholders who submitted or voted for the Majority List pursuant to the applicable provisions (hereinafter the “Minority List”), one director is drawn, in the person of the candidate indicated with the first number in said list.</p> <p>If, with the candidates elected in the manner indicated above, the appointment of the necessary number of independent directors required by law according to the number of members of the Board of Directors is not ensured, the candidate elected as the last in progressive order in the Majority List shall be replaced with the first unelected candidate from the same list having the independence requirements, or, failing that, with the first unelected candidate from the Minority List having the independence requirements. This replacement procedure will be carried out until the composition of the Board of Directors makes it possible to comply with the minimum number of directors meeting the independence requirements provided for by the legislation in force at the time. If said procedure does not ensure the result last mentioned, the replacement will take place by a resolution passed by the Shareholders' Meeting by legal majority, <b>except in cases where participation in the Shareholders' Meeting is permitted exclusively by granting proxy (or sub-delegation) of voting rights to the representative designated by the Company</b>, subject to the submission of nominations of persons meeting the necessary requirements.</p> <p>In any case, lists that have not obtained a percentage of votes at least equal to half of that required for their presentation will not be taken into account.</p> <p>In the event of a tie between lists, the one submitted by shareholders holding the largest shareholding at the time the list is submitted, or, subordinately, by the largest number of shareholders, shall prevail.</p> <p>If, moreover, with the candidates elected in the manner indicated above, the composition of the Board of Directors is not ensured in accordance with the pro tempore regulations in force concerning the balance between genders, the candidate of the most represented gender elected as the last in progressive order of the Majority List shall be excluded and such candidate shall</p>
--	--

<p>carried out until such time as it is ensured that the composition of the Board of Directors complies with the legislation, including pro tempore regulations, pertaining to gender balance. In the absence of candidates of the less represented gender within the Majority List in sufficient number to make the replacement, the replacement will take place by resolution passed by the Shareholders' Meeting with the majorities required by law, ensuring that the requirement is met, subject to the submission of nominations of persons meeting the necessary requirements. If only one list has been submitted, the Shareholders' Meeting shall vote on it, and if it obtains a relative majority of those voting, without taking abstentions into account, the candidates listed in sequential order shall be elected as Directors, up to the number set by the Shareholders' Meeting, ensuring, in any case, compliance with the gender proportion provided for by the legal and regulatory provisions in force pro tempore.</p> <p>If no lists are presented, or if the number of directors elected on the basis of the lists presented is less than the number determined by the Shareholders' Meeting, the members of the Board of Directors are appointed by the Shareholders' Meeting itself with the majorities required by law, without prejudice to the obligation of the Shareholders' Meeting to appoint a number of independent directors equal to the minimum number established by law, and without prejudice to the obligation to comply with the gender proportion set forth by the laws and regulations in force.</p> <p>The independent directors indicated as such at the time of their appointment, must notify the Shareholders' Meeting if they no longer meet the independence requirements, with consequent forfeiture of office pursuant to law.</p> <p>The candidate indicated as such in the 'Majority List' or in the only list presented and approved is elected Chairman of the Board of Directors. Failing this, the Chairman is appointed by the Shareholders' Meeting with the ordinary legal majorities, or is appointed by the Administrative Body pursuant to these Articles of Association.</p> <p>4. For the removal of Directors by the Shareholders' Meeting, the provisions of the law shall apply.</p> <p>5. In the event of the termination of office, for whatever reason, of one or more Directors, their replacement, except as set forth in the following paragraph, shall be made in accordance with the provisions of Article 2386 of the Italian Civil Code, without prejudice to the obligation to maintain the minimum number of independent directors established by law, and the gender proportion, choosing a person belonging to the gender of the outgoing director, and in compliance, where possible, with the principle of minority representation.</p>	<p>be replaced by the first candidate not elected from the same list of the less represented gender, according to the progressive order. This substitution procedure will take place until the composition of the Board of Directors is ensured in compliance with the laws and regulations in force, including pro tempore regulations, concerning gender balance. In the absence of candidates of the lesser represented gender within the Majority List in a sufficient number to proceed with the replacement, the replacement will take place by resolution passed by the Shareholders' Meeting with the legal majorities, ensuring that the requirement is met, subject to the submission of nominations of persons meeting the necessary requirements. If only one list has been submitted, the Shareholders' Meeting shall vote on it, and if it obtains a relative majority of those voting, without taking abstentions into account, the candidates listed in sequential order shall be elected as Directors, up to the number set by the Shareholders' Meeting, ensuring, in any case, compliance with the gender proportion provided for by the legal and regulatory provisions in force pro tempore.</p> <p>If no lists are presented, or if the number of directors elected on the basis of the lists presented is less than the number determined by the Shareholders' Meeting, the members of the Board of Directors are appointed by the Shareholders' Meeting itself with the majorities required by law, <b>except for cases in which participation in the Shareholders' Meeting is permitted solely by proxy (or sub-delegation) of voting rights to the representative designated by the Company</b>, without prejudice to the obligation of the Shareholders' Meeting to appoint a number of independent directors equal to the minimum number established by law, and without prejudice to the obligation to comply with the gender proportion provided for by the laws and regulations in force.</p> <p>The independent directors indicated as such at the time of their appointment must notify the Board of Directors if they no longer meet the independence requirements, with consequent forfeiture of office pursuant to law.</p> <p>The candidate indicated as such in the 'Majority List' or in the only list presented and approved is elected Chairman of the Board of Directors. Failing this, the Chairman is appointed by the Shareholders' Meeting with the ordinary legal majorities, <b>except for the cases in which participation in the Shareholders' Meeting is allowed exclusively by proxy (or sub-delegation) of voting rights to the representative designated by the Company</b>, or is appointed by the Administrative Body pursuant to these Articles of Association.</p> <p>4. The provisions of the law shall apply to the dismissal of Directors by the Shareholders' Meeting.</p> <p>5. In the event of the termination of office, for whatever reason, of one or more Directors, their replacement, subject to the provisions of the following paragraph, shall be carried out in accordance with the provisions of Article 2386 of the Italian Civil Code, without prejudice to the</p>
--	--



<p>Should half, in the case of even numbers, or more than half, in the case of odd numbers, of the Directors appointed by the Shareholders' Meeting, resign or for any other reason, the entire Board of Directors shall be deemed to have resigned, and the Shareholders' Meeting must be urgently convened to appoint a new Board of Directors, to be held by the Directors still in office.</p>	<p>obligation to maintain the minimum number of Directors The Board of Directors shall be composed of the independent directors established by law, and the gender proportion, choosing a person belonging to the gender of the outgoing director, and respecting, where possible, the principle of minority representation.</p> <p>Should half, in the case of even numbers, or more than half, in the case of odd numbers, of the directors appointed by the Shareholders' Meeting, resign or for any other reason, the entire Board of Directors shall be deemed to have resigned, and the Shareholders' Meeting must be urgently convened to appoint a new Board of Directors, by the directors remaining in office.</p>
<p><b>Art. 17 - Composition - Appointment - Attributions</b></p> <p>The Board of Statutory Auditors consists of three Standing Auditors and two Alternate Auditors.</p> <p>The Statutory Auditors hold office for three financial years, until the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of their office, and may be re-elected. Their remuneration is determined by the Shareholders' Meeting at the time of their appointment for their entire term of office.</p> <p>In the composition of the Board of Statutory Auditors, gender balance must be ensured in compliance with the applicable pro tempore legal and regulatory provisions.</p> <p>The Statutory Auditors must meet the requirements laid down by law and other applicable provisions.</p> <p>With regard to the requirements of professionalism, the subjects and sectors of activity closely related to that of the company consist of those indicated in Article 2 of these Articles of Association. The limits on the accumulation of administration and control offices established by Consob regulation apply to the members of the Board of Statutory Auditors.</p> <p>The Board of Statutory Auditors is appointed by the Shareholders' Meeting on the basis of lists submitted by the Shareholders, in accordance with the procedures set forth in the following paragraphs, without prejudice to different and additional provisions set forth by mandatory laws or regulations.</p> <p>The minority shareholders - who are not part of the relations of connection, not even indirectly, relevant pursuant to Article 148, paragraph 2 of Legislative Decree No. 58/1998 and related regulations - are entitled to elect one Standing Auditor, who shall be the Chairman of the Board of Statutory Auditors, and one Alternate Auditor. The election of the Minority Auditors is concurrent with the election of the other members of the Control Body, except for the cases of replacement, regulated below.</p> <p>Shareholders may submit a list for the appointment of members of the Board of Statutory Auditors if, at the time of submitting the list, they own, alone or together with other submitting shareholders, a shareholding equal to at least that determined by the pursuant to Article 147-ter,</p>	<p><b>Art. 17 - Composition - Appointment - Attributions</b></p> <p>The Board of Statutory Auditors consists of three Standing Auditors and two Alternate Auditors.</p> <p>The Statutory Auditors hold office for three financial years, until the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of their office, and may be re-elected. Their remuneration is determined by the Shareholders' Meeting at the time of their appointment for their entire term of office.</p> <p>In the composition of the Board of Statutory Auditors, gender balance must be ensured in compliance with the applicable pro tempore legal and regulatory provisions.</p> <p>The Statutory Auditors must meet the requirements laid down by law and other applicable provisions.</p> <p>With regard to the requirements of professionalism, the subjects and sectors of activity strictly related to that of the company consist of those indicated in Article 2 of these Articles of Association. The limits on the accumulation of administration and control offices established by Consob regulation apply to the members of the Board of Statutory Auditors.</p> <p>The Board of Statutory Auditors is appointed by the Shareholders' Meeting on the basis of lists submitted by the Shareholders, in accordance with the procedures set forth in the following paragraphs, without prejudice to different and additional provisions set forth by mandatory laws or regulations.</p> <p>The minority shareholders - who are not part of the relations of connection, not even indirectly, relevant pursuant to Article 148, paragraph 2 of Legislative Decree No. 58/1998 and related regulations - are entitled to elect one Standing Auditor, who shall be the Chairman of the Board of Statutory Auditors, and one Alternate Auditor. The election of the Minority Auditors is concurrent with the election of the other members of the Control Body, except for the cases of replacement, regulated below.</p> <p>Shareholders may submit a list for the appointment of members of the Board of Statutory Auditors if, at the time of submitting the list, they own, alone or together with other submitting shareholders, a shareholding equal to at least that determined by the Consob pursuant to Article</p>

<p>comma 1, d.lgs. 58/1998 and in compliance with the provisions of the Issuers' Regulation approved by resolution No. 11971 of 14 May 1999, as amended.</p> <p>The lists are filed with the Company by the twenty-fifth day prior to the date of the Shareholders' Meeting called to resolve on the appointment and made available to the public at the Company's registered office, on the Company's website and in accordance with the other modalities provided for by Consob regulations within the terms set forth by the rules and regulations in force at the time.</p> <p>The lists must bear the names of one or more candidates for the office of Standing Auditor and one or more candidates for the office of Alternate Auditor. The names of the candidates are marked in each section (Standing Auditor section, Substitute Auditor section) by a progressive number and are in any case no more than the number of members of the Body to be elected.</p> <p>Each list that, considering both sections, contains a number of candidates equal to or greater than three shall ensure compliance with the gender proportion provided for by the laws and regulations in force.</p> <p>The lists also contain, also as attachments:</p> <p>(i) information regarding the identity of the shareholders submitting them, with an indication of the total percentage of shareholding held and a certification proving ownership of such shareholding</p> <p>(ii) a declaration by the shareholders other than those who hold, even jointly, a controlling interest or a relative majority interest, certifying the absence of any relationship of affiliation as provided for by applicable laws and regulations</p> <p>(iii) exhaustive information on the personal and professional characteristics of the candidates, as well as a declaration by the same candidates certifying, under their own responsibility, the absence of causes of incompatibility and ineligibility, as well as the possession of the requirements provided for by law, including compliance with the limits on the accumulation of offices established by the laws and regulations in force and acceptance of the candidacy, accompanied by the list of administration and control offices held by them in other companies</p> <p>(iv) any other or different declaration, information and/or document required by law and applicable regulations.</p> <p>In the event that only one list has been filed by the deadline for submitting lists, or only lists submitted by shareholders who are affiliated with each other pursuant to the applicable provisions, lists may be submitted until the day after that date. In this case, the above thresholds for the submission of lists are reduced by half.</p> <p>A shareholder may not submit or vote for more than one list, even through a third party or trust company. Shareholders belonging to the same group and shareholders who adhere to a shareholders' agreement</p>	<p>147-ter, comma 1, d.lgs. 58/1998 and in accordance with the provisions of the Issuers' Regulation approved by resolution No. 11971 of 14 May 1999, as amended.</p> <p>The lists shall be filed with the Company no later than the twenty-fifth day prior to the date of the shareholders' meeting called to resolve on the appointment and shall be made available to the public at the Company's registered office, on the Company's website and in accordance with the other procedures provided for by Consob regulations within the terms set forth in the applicable pro-tempore regulations.</p> <p>The lists must bear the names of one or more candidates for the office of Standing Auditor and one or more candidates for the office of Alternate Auditor. The names of the candidates shall be marked in each section (Standing Auditor section, Substitute Auditor section) by a progressive number and shall not exceed the number of members of the Body to be elected.</p> <p>Each list that, when considering both sections, contains a number of candidates equal to or greater than three shall ensure compliance with the gender proportion provided for by the laws and regulations in force.</p> <p>The lists shall also contain, also as attachments:</p> <p>(i) information regarding the identity of the shareholders submitting them, with an indication of the total percentage of shareholding held and a certification proving the ownership of such shareholding</p> <p>(ii) a declaration by the shareholders other than those who hold, even jointly, a controlling interest or a relative majority interest, certifying the absence of any relationship of affiliation as provided for by applicable laws and regulations</p> <p>(iii) exhaustive information on the personal and professional characteristics of the candidates, as well as a declaration by the same candidates certifying, under their own responsibility, the absence of causes of incompatibility and ineligibility, as well as the possession of the requirements provided for by law, including compliance with the limits on the accumulation of offices established by the laws and regulations in force and acceptance of the candidacy, accompanied by the list of administration and control offices held by them in other companies</p> <p>(iv) any other or different declaration, information and/or document required by law and applicable regulations.</p> <p>In the event that only one list has been filed by the deadline for submitting lists, or only lists submitted by shareholders who are affiliated with each other pursuant to the applicable provisions, lists may be submitted until the day after that date. In this case, the above thresholds for the submission of lists are reduced by half.</p> <p>A shareholder may not submit or vote for more than one list, even through a third party or trust company. Shareholders belonging to the same group and shareholders who are party to a shareholders' agreement</p>
--	---

concerning shares of the issuer may not submit or vote for more than one list, even through a third party or trust company. A candidate may only be present on one list, under penalty of ineligibility.

The election of the Statutory Auditors shall be conducted as follows: (i) from the list that has obtained the highest number of votes ('Majority List') two Standing Auditors and one Alternate Auditor are taken, in the progressive order with which they are listed in the list (ii) from the second list that obtained the highest number of votes and that is not connected, not even indirectly, with the shareholders who submitted or voted the Majority List pursuant to the applicable provisions ('Minority List'), one Standing Auditor, who shall be the Chairman of the Board of Statutory Auditors ('Minority Auditor'), and one Alternate Auditor ('Minority Alternate Auditor') are taken, according to the progressive order in which they are listed in the list. In the event of a tie between lists, the one submitted by shareholders holding the largest shareholding at the time of submitting the list, or, secondarily, by the largest number of shareholders, shall prevail.

If the composition of the Board of Statutory Auditors, at the end of the voting, does not allow for compliance with the gender balance, those of the most represented gender who - taking into account the order in which they are listed in the relevant section - were elected last in the majority list shall fall from office in the number necessary to ensure compliance with the requirement and shall be replaced by the first unelected candidates from the same list and section of the least represented gender. In the absence of candidates of the least represented gender within the relevant section of the Majority List in sufficient number to proceed with the replacement, the Shareholders' Meeting shall appoint the missing Statutory Auditors or Alternate Auditors by legal majority, ensuring that the requirement is met.

If only one list has been submitted, the Shareholders' Meeting shall vote on it and if it obtains a relative majority of the votes cast, without taking abstentions into account, all the candidates for such offices indicated in the list itself shall be elected as Standing and Substitute Auditors, ensuring, in any case, compliance with the gender proportion provided for by the laws and regulations in force.

The Chairman of the Board of Statutory Auditors is, in this case, the first candidate for Statutory Auditor.

In the absence of lists, the Board of Statutory Auditors and the Chairman are appointed by the Shareholders' Meeting with the ordinary majorities provided for by law.

In the event that, for any reason, the Majority Auditor ceases to hold office, he shall be replaced by the Alternate Auditor taken from the Majority List, in compliance, however, with the gender proportions provided for by the laws and regulations in force.

having as its object shares of the issuer may not submit or vote for more than one list, even through a third party or trust company. A candidate may only be present on one list, under penalty of ineligibility.

The election of the Statutory Auditors shall be conducted as follows: (i) from the list that obtained the highest number of votes ('Majority List') two Standing Auditors and one Substitute Auditor are taken, in the progressive order in which they are listed in the list (ii) from the second list that obtained the highest number of votes and that is not connected, not even indirectly, with the shareholders who submitted or voted for the Majority List pursuant to the applicable provisions ('Minority List'), one Standing Auditor, who shall chair the Board of Statutory Auditors ('Minority Auditor'), and one Alternate Auditor ('Minority Alternate Auditor') are taken, according to the progressive order in which they are listed in the list. In the event of a tie between lists, the one submitted by shareholders holding the largest shareholding at the time of submitting the list, or, secondarily, by the largest number of shareholders, shall prevail.

If the composition of the Board of Statutory Auditors, at the end of the voting, does not allow for compliance with the gender balance, those of the most represented gender who - taking into account the order in which they are listed in the relevant section - were elected last in the majority list shall fall from office in the number necessary to ensure compliance with the requirement and shall be replaced by the first unelected candidates from the same list and section of the least represented gender. In the absence of candidates of the least represented gender within the relevant section of the Majority List in a sufficient number to proceed with the replacement, **except in cases where participation in the Shareholders' Meeting is permitted solely by proxy (or sub-delegation) of voting rights to the representative designated by the Company**, the Shareholders' Meeting shall appoint the missing Statutory Auditors or Alternate Auditors with the majorities required by law, ensuring that the requirement is met.

If only one list has been submitted, the Shareholders' Meeting shall vote on it and if it obtains a relative majority of the votes cast, without taking abstentions into account, all the candidates for such offices indicated in the list itself shall be elected as Standing and Alternate Auditors, ensuring, in any case, compliance with the gender proportion envisaged by the laws and regulations in force.

The Chairman of the Board of Statutory Auditors shall, in this case, be the first candidate for Standing Auditor.

In the absence of lists, the Board of Statutory Auditors and the Chairman are appointed by the Shareholders' Meeting with the ordinary majorities provided for by law, **except in cases where participation in the Shareholders' Meeting is permitted solely by proxy (or sub-delegation)**

<p>In the event that, for any reason, the Minority Auditor is no longer available, he/she shall be replaced by the Minority Alternate Auditor, in compliance, however, with the gender balance provided for by applicable laws and regulations.</p> <p>If the aforesaid replacement rules do not allow for compliance with the gender balance rules applicable from time to time, the Shareholders' Meeting must be convened as soon as possible to appoint, with the legal majorities, the missing Acting Auditor in compliance with the aforesaid gender balance rules applicable from time to time, without prejudice to compliance with the principle of necessary representation of the minority.</p> <p>The Shareholders' Meeting provided for in Article 2401, paragraph 1 of the Italian Civil Code shall proceed with the appointment or replacement in compliance with the principle of necessary representation of minorities and the gender balance provided for by applicable laws and regulations.</p>	<p><b>of voting rights to the representative designated by the Company.</b></p> <p>In the event that, for any reason, the Majority Auditor ceases to hold office, he shall be replaced by the Substitute Auditor taken from the Majority List, in compliance, in any case, with the gender proportion provided for by the laws and regulations in force.</p> <p>If, for any reason, the Minority Auditor ceases to hold office, he/she shall be replaced by the Minority Alternate Auditor, in compliance, in any case, with the gender proportion provided for by the laws and regulations in force.</p> <p>If the aforesaid replacement rules do not allow for compliance with the gender balance rules applicable from time to time, the Shareholders' Meeting must be convened as soon as possible to appoint, with the legal majorities, the missing Statutory Auditor in compliance with the aforesaid gender balance rules applicable from time to time, without prejudice to compliance with the principle of necessary representation of the minority.</p> <p>The Shareholders' Meeting provided for in Article 2401, paragraph 1 of the Civil Code proceeds with the appointment or replacement in compliance with the principle of necessary representation of minorities, and the gender proportions provided for by applicable laws and regulations.</p>
--	---

The amendments to the Bylaws in question, if approved, will be effective as of the date of registration of the resolution of the Extraordinary Shareholders' Meeting with the competent Company Registry.

It should be noted that the amendments to Articles 6, 7, 8, 11 and 17 of the Articles of Association, proposed by the Board of Directors, do not entail the right of withdrawal for Shareholders who did not participate in the resolutions subject of this Report, as none of the cases contemplated by Article 2437 of the Italian Civil Code, nor by any other applicable provisions of law or regulations or the Articles of Association in force, apply.

In light of the foregoing, should you agree with the Board of Directors' proposal, we invite you to adopt the following resolution:

'The Extraordinary Shareholders' Meeting of Olidata S.p.A,

having examined the report of the Board of Directors illustrating the proposed amendments to Articles 6, 7, 8, 11 and 17 of the Articles of Association

***deliberation***

- (i) *To approve the amendments to Articles 6, 7, 8, 11 and 17 of the Articles of Association, as proposed in the Board of Directors' Report;*
- (ii) *to grant the Board of Directors and, on its behalf, the Chairman and the Chief Executive Officer, severally and with the right to sub-delegate, all powers necessary*
  - a) *to execute the above resolution as well as to carry out the ensuing legislative and regulatory fulfilments, including, purely by way of example and not limited thereto, the fulfilment of all formalities necessary for the same to be registered in the Company Registry;*
  - b) *to make any and all amendments and additions, not of a substantial nature, to the same resolution and to the Articles of Association that may be necessary or even appropriate, even*

*following requests by the supervisory bodies or other competent authorities or by the Notary Public, or at the time of registration in the competent Company Registry’.*

Rome, 27 November 2024

for the Board of Directors

The Chairman

Piercarlo Valtorta