

# **SANLORENZO**

## **Sanlorenzo S.p.A.**

Registered office in via Armezzone 3, Ameglia (SP) – Share capital €35,542,472 fully paid-in  
Company Register of Riviera di Liguria – Imperia La Spezia Savona and tax code: 00142240464  
[www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com)

Traditional management and control system

### **Explanatory report on the third item on the agenda of the ordinary shareholders' meeting**

#### **Appointment of the Board of Directors.**

### **Explanatory report on the third item on the agenda**

- 3. Appointment of the Board of Directors. Related and consequent resolutions:**
  - 3.1. determination of the number of members of the Board of Directors;**
  - 3.2. determination of the term of office of the members of the Board of Directors;**
  - 3.3. appointment of the members of the Board of Directors;**
  - 3.4. determination of the remuneration of the members of the Board of Directors.**

Dear Shareholders,

with the approval of the financial statements for the year ended 31 December 2024, the term of office of the Board of Directors of your Company and all its members expire.

The Board of Directors currently in office was appointed by the Ordinary Shareholders' Meeting of 28 April 2022. During its term of office, the Board of Directors underwent changes in its composition: out of the twelve directors appointed by the Ordinary Shareholders' Meeting, nine are currently in office (Massimo Perotti, Carla Demaria, Paolo Olivieri, Cecilia Maria Perotti, Silvia Merlo, Licia Mattioli, Leonardo Luca Etro, Francesca Culasso and Marco Francesco Mazzù) and three have resigned during their term of office (Marco Viti, Pietro Gussalli Beretta and Ferruccio Rossi); three directors in office as of the date of this report were appointed after the Ordinary Shareholders' Meeting of 28 April 2022 (Tommaso Vincenzi and Lavinia Biagiotti Cigna, by the Ordinary Shareholders' Meeting of 26 April 2024; Leonardo Ferragamo, by the Ordinary Shareholders' Meeting of 30 September 2024).

It is therefore necessary to appoint the new administrative body, after having determined the number of members and their term of office, and to determine the related remuneration.

In this regard, please recall, in particular, the following.

#### **Composition of the Board of Directors**

Pursuant to Article 12 of the By-laws, the Company is managed by a Board of Directors consisting of between 7 and 19 members.

The number of members of the Board of Directors, within the limits specified above, is decided by the Shareholders' Meeting, which shall also decide the term (which may not exceed three financial years). If the Shareholders' Meeting does not establish the duration of the directors' term of office, it is understood to be 3 financial years. Directors will cease office at the date of the Shareholders' Meeting convened to approve the financial statements relative to the final year of their office and they may be re-elected.

Directors shall meet the requirements of the law; failure to meet the requirements shall result in the disqualification of the director.

A minimum number of Directors corresponding to the minimum required by law must meet the independence requirements set out in Article 148, third paragraph, of Italian Legislative Decree no. 58 of 24 February 1998, as amended (the Italian Consolidated Law on Finance or "TUF"). The failure to meet the independence requirement must be immediately notified to the Board of Directors and, in any case, shall result in the forfeiture of office of the director, unless, and except otherwise required

by law, the requirements are still met by a number of directors corresponding to the minimum number of directors required by law to meet the independence requirements. Please note that your Company's shares are admitted to trading on the STAR Segment of the Euronext Milan market, which is organised and managed by Borsa Italiana S.p.A. and that your Company adheres to the Corporate Governance Code of Listed Companies approved by the Corporate Governance Committee set up, in its current configuration, in June 2011 by the Business Associations (ABI, ANIA, Assonime, Confindustria), Borsa Italiana S.p.A. and the Association of Professional Investors (Assogestioni) (the "**Corporate Governance Code**"), whereby:

- (i) the independence criteria set forth in Recommendation 7 of the Corporate Governance Code shall also apply to the independent directors: in this regard, the outgoing Board of Directors, at the meeting held on 14 March 2023, after receiving the favourable opinion of the Nomination Committee of 13 March 2023 and the Board of Statutory Auditors, confirming the resolution of 16 March 2021, identified as a parameter for the significance of the direct and indirect business relations and additional remuneration referred to, respectively, in letters c) and d) of the aforesaid Recommendation 7 of the Corporate Governance Code, the amount of € 30,000.00 per year;
- (ii) since Sanlorenzo is a "*large company with concentrated ownership*" as defined by the Corporate Governance Code, Recommendation 5, paragraph 3, of the Corporate Governance Code applies, according to which "*in large companies with concentrated ownership, independent directors make up at least one-third of the board of directors*" (and please note that pursuant to the "Q&A functional to the application of the Corporate Governance Code" published by the Corporate Governance Committee "*If the quota of independent directors corresponds to a non-integer number, the latter shall be rounded off, according to the arithmetic criterion: rounding is made to the lower unit, where the decimal figure is less than 5; conversely, rounding is made to the higher unit, where the decimal figure is equal to or greater than 5*");
- (iii) the provisions of Article 2.2.3, paragraph 3, letter m) of the Rules of the Markets organised and managed by Borsa Italiana S.p.A. and of Article IA.2.10.6 of the Instructions to the Rules of the Markets organised and managed by Borsa Italiana S.p.A. shall however apply, according to which the number of independent directors is considered adequate when there are (a) at least 2 independent directors for boards of directors composed of up to 8 members, (b) at least 3 independent directors for boards of directors composed of between 9 and 14 members and (c) at least 4 independent directors for boards of directors composed of more than 14 members, it being understood that for these purposes the independent directors must be different from the Chairperson.

The composition of the Board of Directors must also respect the gender balance, pursuant to Article 147-ter, paragraph 1-ter, of the TUF and Article 13 of the By-laws. With reference to the new administrative body, at least two fifths (rounded up) of the Directors shall belong to the less represented gender.

### List voting mechanism for appointing the Board of Directors

The procedures for the appointment of the Board of Directors are governed by Article 147-*ter* of the TUF, by Article 144-*quater* of the Regulation on Issuers adopted by Consob with Resolution no. 11971 of 14 May 1999, as subsequently amended (the “**Issuers’ Regulation**”) and by Articles 12 and 13 of the By-laws.

Directors are appointed by the Shareholders’ Meeting on the basis of lists of candidates, listed by sequential number, presented by the shareholders and in any case in compliance with the provisions of the law and the By-laws in force over time, including with regard to gender balance and the appointment of independent directors.

Lists that present a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, so that at least two fifth (rounded up in any case) of the candidates belong to the least represented gender and must indicate which candidates meet the independence requirements established by the regulations occasionally in force.

The lists must be signed by each shareholder submitting them and filed, by the shareholder(s), at least 25 calendar days prior to the date set for the Meeting (i.e. by 4 April 2025), in one of the following ways:

- (i) by hand delivery at the registered office in Via Armezzone 3, Ameglia (SP), during normal office hours (every day from 09:00 to 18:00 CET), or
- (ii) by certified e-mail (PEC) to: corporate.affairs@cert.sanlorenzoyacht.com. If submitting lists by certified e-mail (PEC), a copy of a valid form of ID of the submitters must also be sent.

The lists are in any case also subject to the further forms of advertising and filing prescribed by law. In particular, at least twenty-one days prior to the date of the Shareholders’ Meeting (i.e. on 8 April 2025) the lists shall be made available to the public at the registered office, on the Company’s website ([www.sanlorenzoyacht.com](http://www.sanlorenzoyacht.com), “*Corporate Governance/Shareholders’ Meeting/Ordinary and Extraordinary Shareholders’ Meeting 29 April 2025*” Section) and according to the other procedures set out by Consob.

Each shareholder, shareholders who are parties to a shareholders’ agreement relevant pursuant to Article 122 of the TUF and the holding company, subsidiaries and those subject to joint control pursuant to Article 93 of the TUF, may not submit or participate in the submission, not even through a third party or trust company, of more than one list; each candidate may appear on only one list under penalty of ineligibility.

Only those shareholders who, alone or together with other shareholders, hold shares representing at least 1% (one percent) of the share capital are entitled to submit lists, as established by Consob, in compliance with the provisions of Article 144-*septies*, paragraph 1, of the Issuers’ Regulations, with Executive Resolution no. 123 of 30 January 2025 of the Head of the Corporate Governance Division.

We would also remind you that Shareholders submitting a “minority list” are subject to the recommendations given by Consob in Communication no. DEM/9017893 dated 26 February 2009. We would also like to remind you that, pursuant to Article 6.14 of the By-laws, the increase in voting

rights has no effect, *inter alia*, for the determination of the capital ratios required for the presentation of lists for the election of corporate bodies.

The lists must be accompanied by (i) information relating to the identity of the shareholders who have submitted the lists, with an indication of the percentage of the total shareholding held; (ii) a declaration by which each candidate accepts their candidacy and certifies, under their own responsibility, that there are no grounds for ineligibility and incompatibility, as well as the existence of the requisites prescribed for the office; (iii) the *curriculum vitae* of each candidate containing exhaustive information on their personal and professional characteristics, with an indication, if applicable, of their suitability to qualify as independent.

The ownership of the minimum percentage necessary for the submission of lists, in the amount specified above, is determined considering the shares registered in the Shareholder's favour on the date on which the lists are filed at the Company. The relevant certification may also be produced subsequent to the filing of the list, provided that it is within the deadline set for the publication of the lists by the Company (i.e., by 8 April 2025), by means of the intermediary authorised to maintain the accounts sending to the Company the communication provided for in Article 43 of the Single measure on post-trading adopted by Consob and the Bank of Italy of 13 August 2018 ("*Regulation of central counterparties, central securities depositories and centralised management*").

Failure to comply with the above provisions shall result in the list being considered as not having been submitted.

#### Methods of appointing the Board of Directors

Each person entitled to vote may only vote for one list. Each shareholder, shareholders who are parties to a shareholders' agreement relevant pursuant to Article 122 of the TUF and the holding company, subsidiaries and those subject to joint control pursuant to Article 93 of the TUF may not vote for different lists.

At the end of the vote: (i) all the Directors to be elected, except one, are taken from the list that obtained the highest number of votes and are elected in the order in which they are listed; (ii) the remaining Director is taken from the minority list that is not connected in any way, directly or indirectly, with those who submitted or voted for the list that obtained the second highest number of votes, and is the first candidate on that list. If the minority list referred to in point (ii) has not obtained a percentage of votes equal to at least half of the percentage required by the By-laws for the presentation of lists, all the directors to be elected shall be taken from the list with the highest number of votes referred to in point (i).

If two or more lists have received the same number of votes, a new vote shall be taken. In the event of further parity between the lists put to the vote, the list submitted by shareholders with the largest shareholding or, alternatively in the event of parity of ownership, by the largest number of shareholders, shall prevail and be considered as the list with the highest number of votes.

If only one list is submitted, the Shareholders' Meeting shall vote on it and, if it obtains the favourable vote of the majority required by law for the resolutions of the Shareholders' Meeting, all the members of the Board of Directors shall be taken from that list, subject to compliance with the provisions of

the law and the By-laws regarding the balance between genders and the provisions of the law and the By-laws regarding the appointment of independent directors.

If, at the end of the vote, the minimum number of directors meeting the independence requirements provided for by the By-laws and the law is not appointed, the non-independent candidate elected last in numerical order from the list that received the highest number of votes is excluded and the next non-elected candidate in numerical order who meets the independence requirements taken from the same list as the excluded candidate is appointed to replace them, or, failing that, the first candidate meeting the independence requirements in numerical order not elected from the other lists, according to the number of votes obtained by each list. This replacement procedure shall take place until the Board of Directors is composed of the minimum number of directors meeting the independence requirements established by the law and the By-laws. Lastly, the By-laws provide that, if this procedure does not ensure the aforementioned result, the replacement shall take place with a resolution passed by the Shareholders' Meeting by relative majority, subject to the submission of candidates meeting the independence requirements; however, please note that pursuant to Article 135-*undecies*.1, paragraph 2, first part of the TUF, in the case of shareholders' meetings held providing that participation in the meeting and the exercise of voting rights take place exclusively through the company designated representative, the submission of resolution proposals in the shareholders' meeting is not permitted.

If, at the end of the vote, the composition of the Board of Directors is not ensured in accordance with the provisions of law and the By-laws with regard to gender balance, the candidate of the most represented gender elected last in numerical order on the list that received the highest number of votes is excluded and the first candidate of the less represented gender elected in numerical order drawn from the same list as the excluded candidate is appointed in its place, or, failing this, the first candidate of the less represented gender elected in numerical order drawn from the other lists, according to the number of votes obtained by each list. This replacement procedure shall take place until the composition of the Board of Directors complies with the provisions of the law and the By-laws regarding gender balance. Lastly, the By-laws provide that, if this procedure does not ensure the aforementioned result, the replacement shall take place with a resolution passed by the Shareholders' Meeting by relative majority, subject to the submission of candidates belonging to the less represented gender; however, please note that pursuant to Article 135-*undecies*.1, paragraph 2, first part of the TUF, in the case of shareholders' meetings held providing that participation in the meeting and the exercise of voting rights take place exclusively through the company designated representative, the submission of resolution proposals in the shareholders' meeting is not permitted.

The By-laws also provide that if no list is presented, or if the only list presented does not obtain the favourable vote of the majority required by law for the resolutions of the Shareholders' Meeting, or if the result of the list vote is that the number of directors elected is lower than that established by the Shareholders' Meeting, the Shareholders' Meeting shall resolve to appoint the missing directors with the majorities required by law, without observing the list voting procedure, without prejudice to compliance with the provisions of the law and the By-laws regarding gender balance and the appointment of independent directors; however, it is recalled that pursuant to Article 135-*undecies*. 1, paragraph 2, first part of the TUF, in the case of shareholders' meetings held under the provision that participation in the shareholders' meeting and the exercise of voting rights take place exclusively

through the company designated representative, the submission of resolution proposals at the shareholders' meeting is not permitted.

Finally, it should be noted that the Board of Directors of the Company at its meeting of 10 March 2025, with the support of the Nomination Committee set up within it, defined, in accordance with Recommendation 23 of the Corporate Governance Code, applied even though your Company is a company with concentrated ownership according to the definition of the Corporate Governance Code itself, its Guidelines regarding the quantitative and qualitative composition of the Board of Directors itself considered optimal in view of the renewal of the administrative body (the “**Guidelines**”), which considers: (i) that the current numerical composition of the Board of Directors (12 members) can be confirmed; (ii) that the current qualitative composition of the Board of Directors is fully adequate, also with regard to the profiles of the gender, age and professional experience of the directors; (iii) that it is necessary for the Shareholders to pay adequate attention to the need to comply with the gender criteria set out in Sanlorenzo's By-laws, which the Board of Directors deems appropriate to ensure a representation of the less represented gender in compliance with the provisions of the law and of the Corporate Governance Code, and in any case adequate, in compliance with the priority objective of ensuring adequate expertise and professionalism of its members.

Pursuant to Recommendation 23 of the Corporate Governance Code, the Board of Directors invites those who submit a list containing a number of candidates for the office of director of Sanlorenzo of more than half the members to be elected to provide adequate information on the compliance of the list with these Guidelines, including as regards the diversity criteria set out in Sanlorenzo's By-laws, and to indicate, in compliance with the provisions of the Corporate Governance Code, their candidate for the office of Chairman of the Board of Directors, it being understood that pursuant to the By-laws the candidate will be elected by the Board of Directors.

The Board of Directors also intends to recall the duties of each director to assess in advance, at the time of accepting the office in the Company and therefore the candidature, as well as during the term of office, and regardless of the limits established by the provisions of law and regulations on the accumulation of offices, the ability to perform with due attention and effectiveness the tasks assigned to him/her, taking into particular consideration the overall commitment required by the offices held outside the Sanlorenzo Group, and invites all Shareholders who will present lists of candidates for the office of director of the Company to warn their candidates of this.

#### Term of office and determination of the remuneration of the members of the Board of Directors

We would also remind you that the Ordinary Shareholders' Meeting will be called to determine the term of office of the new Board of Directors, which shall in any case not exceed three financial years, in accordance with Article 12 of the By-laws, and to determine the remuneration for the members of the administrative body.

In this latter regard, it is recalled that in accordance with Article 16 of the By-laws, the Shareholders' Meeting may determine a total amount for the remuneration of all directors, including those holding special offices, and may grant directors the right to receive an indemnity at the end of their term of office, to be established by means of annual provisions and also, if necessary, by means of insurance policies or other similar instruments. The Board of Directors recommends that non-executive Directors' remuneration is consistent with the competences, professionalism and commitment

required by the tasks assigned to them within the Board of Directors and in the Committees set up within the Board of Directors and that the remuneration of non-executive directors is not linked to financial performance objectives and also that the shareholders' proposals are presented (where appropriate also pursuant to Article 126-*bis* of the TUF) so that they can be communicated to the public well in advance of the Shareholders' Meeting.

The Board of Directors invites interested Shareholders to submit resolution proposals concerning the term of office and determination of the Board of Directors' remuneration – to be sent by certified e-mail (PEC) the address [corporate.affairs@cert.sanlorenzoyacht.com](mailto:corporate.affairs@cert.sanlorenzoyacht.com) and simultaneously by email to the address [corporate.affairs@sanlorenzoyacht.com](mailto:corporate.affairs@sanlorenzoyacht.com), or sent by registered letter with return receipt to the Company's registered office – in compliance with the provisions of law and regulations, and therefore, without prejudice to the provisions of Article 126-*bis*, paragraph 1, first sentence of the TUF, in compliance with the deadline set forth in Article 135-*undecies*.1, paragraph 2, second sentence of the TUF and therefore within the fifteenth day prior to the date of first call of the Shareholders' Meeting, i.e. by 14 April 2025.

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La Spezia, 10 March 2025

For the Board of Directors

The Chairman, Mr. Massimo Perotti