



ORDINARY MEETING OF SHAREHOLDERS CONVENED

FOR THE DAY.

MAY 8, 2025 IN A SINGLE CONVOCATION

EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON THE FOURTH
ITEM ON THE AGENDA OF REGULAR MEETING

Fourth Agenda Item

"Appointment to certify the compliance of consolidated sustainability reporting pursuant to Legislative Decree No. 125/2024 for the three-year period 2025-2027."

Shareholders,

with reference to the fourth item on the , the Board of Directors of Unidata has called you to the Ordinary Shareholders' Meeting to submit for your approval the reasoned proposal of the Board of Statutory Auditors regarding the appointment of the auditing firm EY S.p.A. for the three-year period 2025-2027 to certify the compliance of the consolidated sustainability reporting pursuant to Legislative Decree No. 125/2024, also determining the fee payable to the latter for entire duration of the engagement and any criteria adjusting this fee during the engagement.

We remind you that:

- on September 10, 2024, Legislative Decree No. 125 of September 6, 2024 (the "Decree") came into force, by which Directive 2022/2464/EU, known as the so-called Corporate Sustainability Reporting Directive ("CSRD"), regarding corporate sustainability reporting, was transposed into our law;
- the Decree - repealing the regulations on the disclosure of non-financial information introduced into our legal system by Legislative Decree No. 254 of December 30, 2016 - replaced the obligation to prepare the non-financial statement (so-called "DNF") provided for certain entities, with the obligation to include in a special section of the management report a sustainability statement that must be consolidated (in the case of the Company) and must contain the information required by the Decree;
- therefore, as of the fiscal year ending December 31, 2025, the Company will be obliged to include in a special section of the management report the information necessary for understanding the Group's impact on sustainability issues, as well as the information necessary for understanding how these issues affect the Group's performance, results and position. Such reporting shall be prepared by the administrative body in accordance with the reporting standards adopted by the European Commission (European Sustainability Reporting Standards - "ESRS");
- the specially appointed sustainability auditor expresses in the report referred to in Article 14-bis of the aforementioned D. Legislative Decree No. 39 of January 27, 2010, on the basis of a limited examination, its conclusions about the compliance of the above

reporting to the rules of the Decree governing its drafting criteria, compliance with the sustainability reporting marking requirement, as well as about compliance with compliance with the disclosure requirements of Article 8 of Regulation (EU) 2020/852 of June 18, 2020;

- in accordance with the provisions of the Decree, the assignment related to the issuance of the sustainability reporting compliance attestation report may be undertaken by a statutory auditing firm, licensed pursuant to Legislative Decree No. 39 of January 27, 2010, provided that such report is signed by an auditor of the sustainability reporting, also providing that the statutory auditing firm may be the same statutory auditing firm in charge of the statutory audit of the company;
- Pursuant to the new Article 13, paragraph 2-ter, of Legislative Decree No. 39/2010 introduced by the Decree, the appointment for the attestation of sustainability reporting is granted, upon the reasoned proposal of the supervisory body, by the shareholders' meeting, which also determines the fee due to the sustainability auditor for the entire duration of the appointment and any criteria for adjusting this fee during the appointment. The term of the appointment is three years, expiring on the date of the shareholders' meeting called approve the financial statements for the third year of the appointment. It should be noted that in connection with the appointment of this engagement, the selection procedure provided for in Article 16 of Regulation (EU) 537/2014 for the appointment of statutory auditors does not apply.

Therefore, it is necessary to award, in accordance with the Decree, task of compliance attestation of consolidated sustainability reporting for three-year period 2025-2027.

That being said, on March 13, 2025, the Company's Board of Statutory Auditors received from EY, the entity already in charge of the statutory audit of Unidata's annual financial statements and consolidated financial statements for fiscal years 2023-2031, a proposal for an engagement related to the attestation of compliance of the consolidated sustainability reporting for the limited assurance engagement.

This appointment proposal was screened by the Company and evaluated by the Board of Statutory Auditors which, on April 3, 2025, formulated its reasoned proposal, attached to this explanatory report. In particular, the Board of Statutory Auditors proposes to the Shareholders' Meeting of the Company, pursuant to the aforementioned Article 13, paragraph 2-ter, of Legislative Decree No. 39 of January 27, 2010, to confer the assignment of attesting the compliance of the consolidated sustainability reporting, pursuant to the Decree, for the three-year period 2025-2027, to EY S.p.A. for an annual fee of 22,000.00 euros (excluding VAT and technology and administration expenses of 8 percent), including the expenses necessary to perform the activity, for each year of the audit, in addition to the CONSOB supervisory fee and the ancillary charges required by law, all as indicated in

more detail in the attached reasoned proposal.

It should also be noted that, on February 26, 2025, the European Commission presented the so-called "Omnibus package," still awaiting final approval by the European Parliament and Council, which contains a number of proposals to simplify European sustainability regulations with the aim of reducing the reporting burdens on companies, as envisaged by the CSRD, by, among other things, limiting the number of companies required to prepare individual and consolidated sustainability reporting. Therefore, with the entry into force of the measures in the so-called Omnibus package, if finally approved, Unidata may no longer be required to prepare sustainability reporting.

Shareholders,

If in agreement with what you have been told by the Trustees, please adopt the following resolution:

"The Ordinary Shareholders' Meeting of Unidata S.p.A,

- Noted the new regulations introduced by Legislative Decree No. 125/2024 regarding the requirement to prepare sustainability reporting and submit it for certification of compliance by a statutory auditor/auditing firm;*
- Having examined the reasoned proposal of the Board of Statutory Auditors prepared in accordance Article 13, paragraph 2-ter, of Legislative Decree No. 39 of January 27, 2010, and agreeing with its reasons;*

resolution

- (a) To award the engagement for the attestation of compliance of the consolidated sustainability reporting for the three-year period 2025-2027, to the auditing firm EY S.p.A, under the terms and conditions set forth in the engagement proposal formulated by the aforementioned company, as reported in the reasoned proposal of the Board of Statutory Auditors, including the fee for the entire duration of the engagement, of 22.000.00 per annum (VAT and technology and administration expenses of 8% excluded), including the expenses necessary for the performance of activity, for each year of the audit for the three-year period 2025-2027, in addition to the CONSOB supervisory fee and the accessory charges provided by law, together with the criteria for its adjustment during the term of office, giving as of now for approval the early termination of the above-mentioned assignment before its natural expiration in the event of the non-existence of the sustainability reporting obligations on the part of the*

Company as a result of the revision of the regulatory framework in force as of the date of this resolution;

- (b) *to grant the Chairman and the Vice Chairman, severally between them, also through proxies, all the broadest powers to provide for whatever is required, necessary or useful for the execution of what has been resolved above (including with reference to the early termination of the office conferred above before its natural expiration in the hypothesis of supervening non-existence of the sustainability reporting obligations on the part of the Company as a result of the revision of the regulatory framework in force as of the date of this resolution) as well as to carry out the relevant and/or necessary formalities with the competent bodies and/or offices, with the power to introduce any non-substantial amendments that may be required for the purpose, and in general all that is necessary for their complete execution, with any and all powers necessary and appropriate, in compliance with current regulatory provisions."*

Rome, March 31, 2025

For the Board of Directors.

The President

A handwritten signature in black ink, appearing to be 'G. G. G.', is written over a faint, light blue circular stamp. The signature is fluid and cursive.

Unidata spa
Codice Fiscale 06187081002

VERBALE DEL COLLEGIO SINDACALE

Inizio svolgimento sessione	03/04/2025
Termine della sessione	03/04/2025
Luogo di svolgimento dell'attività	In video-conferenza e mediante mezzi di Comunicazione a distanza

Membri dell'Organo di controllo presenti

Presidente	Dott. Pierluigi Scibetta
Sindaco effettivo	Dott. Luigi Rizzi
Sindaco effettivo	Dott.sa Antonia Coppola
Personale assistente	//

E' stato chiesto al Collegio Sindacale di redigere il parere preventivo per l'estensione dei servizi audit in ambito ESG alla società EY che è anche il soggetto incaricato della revisione legale di Unidata S.p.A..

Ciò considerato, sulla base della proposta presentata da EY SpA, in persona del Partner Massimiliano Formetta, datata 13.03.2025, il Collegio Sindacale procede a redigere il parere.

Premesso che:

La Corporate Sustainability Reporting Directive (CSRD) ha introdotto nuovi obblighi di rendicontazione di sostenibilità per le imprese operanti nell'Unione Europea.

Secondo il Decreto Legislativo n. 125 del 6 settembre 2024, che ha recepito la Direttiva UE 2022/2464, l'obbligo di rendicontazione di sostenibilità si applica principalmente alle imprese di grandi dimensioni e alle piccole e medie imprese quotate. L'articolo 3 del decreto stabilisce che queste imprese devono includere nella relazione sulla gestione "le informazioni necessarie alla comprensione dell'impatto dell'impresa sulle questioni di sostenibilità, nonché le informazioni necessarie alla comprensione del modo in cui le questioni di sostenibilità influiscono sull'andamento dell'impresa, sui suoi risultati e sulla sua situazione".

Unidata S.p.A. intende affidare ad un esperto esterno la verifica della conformità dei suddetti parametri; lo *scope of work* della proposta di EY sarà quello relativo all'esame limitato della rendicontazione individuale di sostenibilità della Società relativa all'esercizio chiuso al 31 dicembre 2025 con riferimento a:

1

- la conformità della rendicontazione di sostenibilità ai requisiti della direttiva 2013/34/UE attuata dal D.Lgs n.125 del 6 settembre 2024,
- la conformità della rendicontazione di sostenibilità ai principi europei di rendicontazione di sostenibilità ("ESRS");
- Il rispetto degli obblighi di comunicazione di cui all'articolo 8 del regolamento (UE) 2020/852 («regolamento sulla tassonomia»).

Tale attività prevede, in particolare, lo svolgimento delle procedure di esame limitato, in conformità con il principio italiano di attestazione e conformità della rendicontazione di sostenibilità, che si basa sull'International Standard on Assurance Engagements (ISAE) 3000A "Assurance Engagements other than Audits or Reviews of Historical Financial Information (attestation engagements)".

Sulla base di questo standard EY ha sviluppato una metodologia specifica per l'assurance delle informazioni sulla sostenibilità; la Sustainability Accounting Methodology(SAM).

EY S.p.A. - società incaricata di svolgere la revisione legale di Unidata S.p.A. per il novennio 2023-2031 ha presentato un'offerta per svolgere la predetta attività sul bilancio 2025, indicando un corrispettivo pari a 22.000,00 euro (IVA e spese per tecnologie ed amministrazione pari all'8% escluse) con un numero di ore complessive dedicate pari a 10 (6 ore EY Team members, 4 ore Executives).

Considerato che:

1. EY S.p.A. è il revisore della società Unidata Spa per il novennio 2023-2031;
2. l'affidamento degli incarichi aggiuntivi di revisione ad un unico soggetto all'interno di gruppi aziendali: i) "facilita il coordinamento e la comunicazione tra il team di revisione di gruppo e i revisori delle singole componenti, come indicato anche dal principio di revisione internazionale (Isa Italia 600"; ii) "garantisce uniformità nell'applicazione dei principi di revisione sia a livello temporale, tra i successivi esercizi, sia a livello spaziale, tra le diverse società facenti parte di un gruppo"; iii) "è suggerito da ragioni di efficienza (i.e. opportunità di conseguire economie di scala) e di efficacia della revisione, in quanto il revisore di gruppo è responsabile unico per il consolidato e suo è il compito di far fronte a tale responsabilità nel rispetto delle regole tecniche previste dalla professione"; iv) "agevola gli scambi informativi con gli organi di amministrazioni e controllo".

Tanto premesso, in esito alla valutazione svolta sia in termini qualitativi che quantitativi, tenuto altresì conto che la società di revisione EY S.p.A. ha già ricevuto l'incarico come revisore principale del bilancio d'esercizio di Unidata S.p.A., con indubbi vantaggi di efficienza organizzativa ed efficacia nei controlli relativi alle diverse attività di revisione oltre che benefici derivanti da un approccio uniforme anche a livello di società partecipate, il Collegio Sindacale di Unidata S.p.A. rilascia il proprio parere favorevole

all'attribuzione dell'incarico alla EY S.p.A. per il servizio non audit come sopra specificato quanto a oggetto dell'incarico e secondo i termini contenuti nella citata proposta del 13.03.2025.

* * *

La verifica viene conclusa con stesura e sottoscrizione del presente verbale. Il parere viene trasmesso alla società dal Presidente del Collegio Sindacale mediante invio per posta elettronica.

Per il Collegio Sindacale

Il Presidente

Dott. Pierluigi Scibetta

Pierluigi
Scibetta
03.04.2025
13:29:32
GMT+02:00

