



ORDINARY SHAREHOLDERS' MEETING CALLED FOR

MAY 11, 2026, IN A SINGLE CALL

EXPLANATORY REPORT OF THE BOARD OF DIRECTORS

ON THE SECOND ITEM ON THE AGENDA OF THE ORDINARY MEETING OF

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REA No. 956645
Share Capital: €10,000,000.00
fully paid
Tax ID/VAT Number
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Second item on the agenda

“Report on the remuneration policy and on compensation paid pursuant to Article 123-ter of Legislative Decree No. 58/98 and Article 84-quater of the Consob Regulation adopted by Resolution No. 11971/1999: 2.1. Binding vote on the remuneration policy for the 2026 fiscal year as outlined in the first section of the report;

2.2 Consultation on the second section of the report concerning remuneration paid in or relating to the 2025 fiscal year; related and consequent resolutions;”

Dear Shareholders,

With regard to the second item on the agenda, please refer to the Report on Remuneration Policy and Remuneration Paid, prepared *pursuant to Article 123-ter* of Legislative Decree No. 58/1998, as subsequently amended and supplemented (the “TUF”) and in accordance with Schedule 7-*bis* of Annex 3 to the Consob Issuers’ Regulations approved by Resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented (the “Report”).

The Report was approved by the Board of Directors after consulting the Nomination, Remuneration, and Sustainability Committee and will be made available to the public in accordance with the procedures and terms established by law.

The Report is divided into two distinct sections, specifically:

- The first section clearly and comprehensively outlines the Company’s policy regarding the compensation of members of the administrative and supervisory bodies and executives with strategic responsibilities for the 2026 fiscal year, as well as the procedures used for the adoption and implementation of this policy. The remuneration policy described in this section, pursuant to Article 123-*ter*, paragraphs 3-*bis* and 3-*ter*, of the Consolidated Law on Finance (TUF), is subject to a binding vote by the Shareholders’ Meeting;
- The second section, which provides a breakdown by name for members of the administrative and supervisory bodies and general managers, and in aggregate form for executives with strategic responsibilities, must (i) provide an adequate breakdown of each component of the remuneration, including benefits provided in the event of termination of office or termination of employment, highlighting their consistency with the Company’s remuneration policy for the relevant fiscal year, and (ii) provide a detailed breakdown of the compensation paid during the relevant fiscal year for any reason and in any form by the Company and its subsidiaries or affiliates, indicating any components of such compensation attributable to activities performed in fiscal years prior to the relevant one, and also highlighting the compensation to be paid in one or more subsequent fiscal years in connection with activities performed

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during the reference fiscal year. Pursuant to paragraph 6 of Article *123-ter* of the TUF, this section is subject to a non-binding advisory vote by the Ordinary Shareholders' Meeting, which is required to express its approval or disapproval thereof.

Finally, the Report indicates any equity interests held by the aforementioned parties in the Company and in its subsidiaries.

For complete information on the subject matter, please refer to the Report prepared by the Board of Directors pursuant to Article *123-ter* of the Consolidated Law on Finance (TUF) and Article *84-quater* of the Issuers' Regulations, as well as Article 5 of the *Corporate Governance* Code, which will be made available to the public, in accordance with the procedures and deadlines established by law, at the Company's registered office, at Borsa Italiana S.p.A., as well as on the Company's website at www.unidata.it, and on the authorized storage mechanism "1info," in the manner and within the timeframes provided for by current regulations.

* * *

In light of the foregoing, with regard to this agenda item, the Shareholders' Meeting will proceed with two separate votes, based on the proposals set forth below.

2.1 Binding vote on the remuneration policy for the 2026 fiscal year outlined in the first section of the report; related and consequential resolutions;

Dear Shareholders,

with reference to the first section of the "Report on Remuneration Policy and Remuneration Paid," the Board of Directors submits the following proposal for your approval:

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

- having examined the first section of the "Report on Remuneration Policy and Remuneration Paid" required by Article 123-ter, paragraph 3, of Legislative Decree No. 58 of February 24, 1998, prepared by the Board of Directors upon the recommendation of the Nominating Committee, Remuneration and Sustainability, which sets forth the Company's policy regarding the remuneration of members of the administrative and control bodies, general managers, and executives with strategic responsibilities for the 2026 fiscal year, as well as the procedures used for the adoption and implementation of such policy;*

- *considering that the first section of the report on remuneration policy and compensation paid, and the remuneration policy described therein, comply with the provisions of applicable laws and regulations regarding the remuneration of members of the administrative and supervisory bodies, general managers, and executives with strategic responsibilities; and*
- *, given that the report on remuneration policy and compensation paid has been made available to the public in accordance with the procedures and deadlines set forth in applicable law;*

resolves

1. *, pursuant to and for the purposes of the provisions of Article 123-ter, paragraphs 3-bis and 3-ter, of the Consolidated Law on Finance (TUF), to approve the remuneration policy described in the first section of the “Report on Remuneration Policy and Remuneration Paid,” prepared by the Company’s Board of Directors on March 31, 2026.”*
- 2.2 Consultation on the second section of the report concerning remuneration paid during or relating to the 2025 fiscal year; related and consequent resolutions;

Dear Shareholders,

with reference to the second section of the “Report on Remuneration Policy and Remuneration Paid,” the following proposal is submitted for your approval:

“The ordinary shareholders’ meeting of Unidata S.p.A.,

- *having examined the second section of the “Report on Remuneration Policy and Compensation Paid” required by Article 123-ter, paragraph 4, of Legislative Decree No. 58 of February 24, 1998, prepared by the Board of Directors upon the recommendation of the Nominating Committee, Remuneration and Sustainability, concerning the disclosure of compensation paid to members of the administrative and control bodies, general managers, and executives with strategic responsibilities for the 2025 fiscal year or relating thereto;*
- *considering that the second section of the report on remuneration policy and compensation paid described herein complies with the provisions of applicable laws and regulations regarding the remuneration of members of the administrative and control bodies, general managers, and executives with strategic responsibilities; and*

- *considering that the report on remuneration policy and compensation paid has been made available to the public in the manner and within the timeframes provided for by current legislation,*

resolves

“to approve, pursuant to and for the purposes of Article 123-ter, paragraph 6, of the Consolidated Law on Finance, the second section of the ‘Report on Remuneration Policy and Remuneration Paid,’ prepared by the Company’s Board of Directors on March 31, 2026.”

Rome, April 10, 2026

On behalf of the Board of Directors

The Chairman
