



ORDINARY SHAREHOLDERS' MEETING CALLED FOR

MAY 11, 2026, IN A SINGLE CALL

EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON THE FIFTH
ITEM ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING

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paid
Tax ID/VAT Number
IT06187081002

Fifth Item on the Agenda

“5. *Proposal for a long-term equity-based incentive plan for the period 2026–2028 pursuant to Article 114-bis of Legislative Decree 58/98.*”

Dear Shareholders,

With regard to the fifth item on the agenda, you are asked to vote on the proposal of the Board of Directors regarding the approval, pursuant to *Article 114-bis* of the Consolidated Law on Finance (TUF), of an incentive plan for executive directors and managers with strategic responsibilities, as well as employees of the Company or its subsidiaries whose roles are of strategic importance (the “Plan”).

The Plan is therefore to be considered “of particular significance” pursuant to Article 84-bis, paragraph 2, of the Issuers’ Regulations.

The proposal regarding the Plan provides that the beneficiaries shall be eligible for a stock-based incentive plan—with a duration of 3 years (2026–2028) and structured such that 75% of the shares to be granted are allocated across three cycles, each lasting one year, and the remaining 25% of the shares are allocated over a single three-year cycle of the plan—closely linked to *performance* targets (both financial and non-financial) spanning both annual and three-year periods.

For further information regarding the Incentive Plan, please refer to the disclosure document prepared in accordance with Article *114-bis* of the Consolidated Law on Finance (TUF) and Article *84-bis* of the Issuers’ Regulations, which has been made available to the public at the Company’s registered office and on the Company’s website at www.unidata.it (under the “Governance – Shareholders’ Meeting”) as well as on the authorized storage mechanism at www.1info.it, in accordance with the terms set forth in applicable regulations.

In light of the foregoing, the Board of Directors of submits the following proposal for your approval:

“*The Ordinary Shareholders’ Meeting of Unidata S.p.A.,*

- *having examined the information document prepared pursuant to Article 114-bis of Legislative Decree No. 58 of February 24, 1998 (“TUF”) and Article 84-bis of Consob Regulation No. 11971 of May 14, 1999;*
- *having examined the explanatory report of the Board of Directors prepared pursuant to the combined provisions of Articles 114-bis and 125-ter of the TUF;*

resolves

1. *to approve, pursuant to and for the purposes of Article 114-bis of the TUF, the adoption of a stock incentive plan, in accordance with the provisions set forth in the explanatory report and the related disclosure document;*

2. *to grant the Board of Directors, with the express authority to subdelegate, all necessary and appropriate powers to: a) manage, administer, and fully implement the Plan; b) draft and/or finalize any document necessary or appropriate for the implementation of the Plan, including the relevant regulations; c) make to the Plan and the related documentation any amendments and/or additions deemed necessary and/or appropriate for the best pursuit of the Plan's objectives, including in the event of changes to applicable regulations; as well as d) perform any act, fulfillment, formality, or communication necessary or appropriate for the management and/or implementation of the Plan, including disclosures to the market, in accordance with applicable laws and regulations, as well as, in general, for the execution of this resolution.*

Rome, April 1, 2026

On behalf of the Board of Directors

The Chairman
