



Board of Directors' Report to the Ordinary Shareholders' Meeting called for 28 April 2021, in first call and for 29 April 2021, in second call, with the following

AGENDA

1. Approval of the financial statements as at 31 December 2020. Board of Directors' Report on Operations, Board of Statutory Auditors' Report and Auditing Firm's Report. Presentation of the Consolidated Financial Statements as at 31 December 2020.
2. Resolutions regarding the allocation of the profit for the financial year ended 31 December 2020.
3. Resolutions regarding the granting of the mandate for statutory auditing activities for financial years 2021-2022-2023.

Almawave S.p.A.

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Share Capital: €200,000.00 fully paid up – Rome Companies Register – Tax Code/VAT No. 05481840964 – Economic and Administrative Index No. 1151239

Company Managed and Coordinated by AlmavivA S.p.A.

www.almawave.it

1. Approval of the financial statements as at 31 December 2020. Board of Directors' Report on Operations, Board of Statutory Auditors' Report and Auditing Firm's Report. Presentation of the Consolidated Financial Statements as at 31 December 2020.

Dear Shareholders,

As regards the first item on the agenda, the Board of Directors has hereby called this Shareholders' Meeting to present, for your approval, the draft financial statements for the year ended 31 December 2020, accompanied by the Directors' Report on Operations, the Auditing Firm's Report and the Statutory Auditors' Report and to present to you the consolidated financial statements as at 31 December 2020.

For all detailed information and comments, please refer to the Report on Operations which, along with the draft financial statements, the consolidated financial statements, the Statutory Auditors' Report and the Auditing Firm's Report, is published on the Company's website at <https://www.almawave.it/it/assemblea-degli-azionisti.html>.

Now, therefore, in relation to the first item on the agenda, the Board of Directors hereby presents, for your approval, the following proposed resolution:

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

- *having examined the draft financial statements for the year ended 31 December 2020, accompanied by the Directors' Report on Operations which shows a profit for the year amounting to €859,607.86,*
- *having acknowledged the consolidated financial statements as at that date,*
- *having acknowledged the Statutory Auditors' Report and the Auditing Firm's Report, as well as the proposal of the Board of Directors,*

HEREBY RESOLVES

- *to approve the financial statements as at 31 December 2020, accompanied by the Directors' Report on Operations."*



2. Resolutions regarding the allocation of the profit for the financial year ended 31 December 2020.

Dear Shareholders,

As regards the second item on the agenda, the Board of Directors hereby presents, for your approval, the following proposed resolution:

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

HEREBY RESOLVES

to allocate the profit of €859,607.86, resulting from the financial statements as at 31 December 2020, to the provision entitled “Profits (Losses) carried forward.”



3. Resolutions regarding the granting of the mandate for statutory auditing activities for financial years 2021-2022-2023.

Dear Shareholders,

As regards the third item on the agenda, the Board of Directors states that, at the time of the approval of the financial statements as at 31 December 2020, the mandate granted to EY S.p.A. lapses.

In this regard, the Board of Directors reports that the Company received, from EY S.p.A., a proposal for the granting of a mandate for the statutory auditing of the financial statements and consolidated financial statements relating to the financial year as at 31 December 2021, 2022 and 2023 and for the limited auditing of the half-year consolidated financial statements as at 31 June 2021, as at 30 June 2022 and as at 30 June 2023 (the "Offer") and that, on 16 February 2021, the Board of Statutory Auditors made, pursuant to Article 13 of Legislative Decree No. 38 dated 27 January 2010, a reasoned proposal, appended hereto, to permit the Shareholders' Meeting to take the related resolutions.

Now, therefore, the Board of Directors, having acknowledged the reasoned proposal of the Board of Statutory Auditors, hereby presents, for your approval, the following proposed resolution:

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

- *having acknowledged that, with the approval of the financial statements as at 31 December 2020, the mandate for the statutory auditing of the accounts granted to EY S.p.A. shall lapse,*
- *having examined the reasoned proposal of the Board of Statutory Auditors,*

HEREBY RESOLVES

to grant EY S.p.A. the mandate for the statutory auditing of accounts for the financial statements as at 31 December 2021, as at 31 December 2022 and as at 31 December 2023, as well as for the limited statutory auditing of the half-year consolidated financial statements as at 30 June 2021, as at 30 June 2022 and as at 30 June 2023, under the terms and conditions contained in the Offer."

Appendix:

Reasoned Proposal of the Board of Statutory Auditors

Rome, 13 April 2021

On behalf of the Board of Directors
The Chairman
Marco Tripi



**REASONED PROPOSAL FOR THE GRANTING OF THE MANDATE
FOR THE STATUTORY AUDITING OF THE ACCOUNTS PURSUANT TO ARTICLE 13 OF
LEGISLATIVE DECREE NO. 39 DATED 27 JANUARY 2010**

F.A.O. the Shareholders of ALMAWAVE SPA

WHEREAS

- with the approval, by the shareholders' meeting, of the financial statements as at 31 December 2020, the three-year mandate for the statutory auditing of the financial statements, granted to EY S.p.A., concerning the annual and consolidated financial statements of the Company;
- the shareholders' meeting must resolve on the granting of the mandate for the statutory auditing of the accounts and, pursuant to Article 14 of Legislative Decree No. 39 dated 27 January 2010, the Control Body shall be responsible for making a reasoned proposal to be submitted to said shareholders' meeting;

HAVING CONSIDERED THAT

- on 15 February 2021, the offer letter of the auditing firm EY S.p.A.;
- the shareholder responsible for the auditing work specified by EY S.p.A. is Mr Paolo Pambuffetti, who shall have – as per the previous financial years – special staff in the Rome office of the aforementioned auditing firm;
- the aforementioned company is currently the sole auditor of all companies of the Almoviva Group to which Almovave S.p.A. belongs;
- the offer made by EY S.p.A. for the three-year period 2021-2023 provides for total annual fees of €45,000.00 (forty-five thousand euros and zero euro cents), in addition to the reimbursement of expenses and the adjustment based on the ISTAT index as of July 2021, for the following activities:
 - Auditing of the financial statements and consolidated financial statements relating to financial years ending 31 December 2021, 2022 and 2023;
 - Limited auditing of the half-year consolidated financial statements as at 30 June 2021, 2022 and 2023, in order to fulfil the requests contained in the AIM Regulations applicable to issuers with shares listed on the AIM Italia trading multilateral system;
 - Audit of the due keeping of accounts and of the correct recording of the operating results in the accounting deeds;
 - Audit of the consistency of the report on operations with the financial statements and with the consolidated financial statements and on its compliance with the legislation pursuant to Article 14, paragraph 2, section e) of Legislative Decree 39/2010;
 - Activities carried out at the time of the signing of the tax return;



- Auditing of the annual Reporting Package and limiting auditing of the half-year reporting package of Almaxwave S.p.A. for the sole purposes of inclusion in the consolidated financial statements of the parent company, Almaxwave S.p.A.;

HAVING CONSIDERED

- the guidelines for the activities of the board of statutory auditors of issuers admitted for trading on AIM/ITALIA in relation to the reasoned proposal for the granting of the mandate to the auditing firm issued by the CNDCEC (Italian National Board of Accountants and Tax Advisors);
- the methods for conducting the audit described in the offer letter, also having taken into account the estimated time for completing the mandate (460 hours per year), which are adequate in relation to the scope and complexity of the mandate;
- the specific declaration concerning the meeting of the independence requirements provided for by Article 14 of Legislative Decree no. 39/2010 contained in the offer letter and having considered that EY SpA has the organisational, technical and professional eligibility adequate to the scope and complexity of the mandate, the board of statutory auditors

HEREBY PROPOSES

based on the considerations specified above, that the mandate for the statutory auditing of the accounts for financial years 2021, 2022 and 2023 (concerning what is specified above in the offer letter received and the financial terms and conditions contained therein), is entrusted by the shareholders' meeting of Almaxwave S.p.A. to the auditing firm EY S.p.A., with registered office in Rome, at via Lombardia no. 31, registered in the Special Register of Auditing Firms under sequential no. 2 with Consob resolution no. 10831 dated 16/07/1997.

Rome, 16 February 2021

THE BOARD OF STATUTORY AUDITORS

Mr Francesco Martinelli (Signed) *[Signature]*

Mr Roberto Fracassi (Signed) *[Signature]*

Mr Giacomo Rilletti (Signed) *[Signature]*

