THE ITALIAN SEA GROUP S.P.A.

registered office at Viale C. Colombo, 4bis, Marina di Carrara, Carrara (MS), Italy

Share capital Euro 26,500,000.00 fully subscribed and paid up

Registered in the North-West Tuscany Companies Register with registration number and tax code 00096320452

Explanatory Report of the Board of Directors on the first item on the Agenda of the Ordinary Shareholders' Meeting convened for 22 April 2025, in a single call.

(drawn up pursuant to Article 125-*ter* of Italian Legislative Decree No. 58 of 24 February 1998 and Article 84-*ter* of the regulation adopted by CONSOB Resolution No. 11971 of 14 May 1999)

1. Financial statements as of 31 December 2024.

1.1 Approval of the financial statements as of 31 December 2024. Reports of the Board of Directors, the Board of Statutory Auditors and the Auditing Firm. Presentation of the consolidated financial statements as of 31 December 2024 and the consolidated sustainability report for the 2024 financial year;

1.2 Allocation of profit for the financial year.

Dear Shareholders,

This report has been drafted pursuant to Article 125-*ter*, first paragraph, of Italian Legislative Decree No. 58 of 24 February 1998 (the "**Italian Consolidated Law on Finance**") and Article 84-*ter* of the Regulation adopted by CONSOB Resolution No. 11971 of 14 May 1999 (the "**Issuers' Regulation**").

This explanatory report has been approved by the Board of Directors of The Italian Sea Group S.p.A. (the "**Company**") in the meeting of 14 March 2025 and is made available to the public, within the terms provided by the law and regulations, at the Company's registered office, on the Company's website, www.investor.theitalianseagroup.com, in the "*Corporate Governance*"/"*Shareholders' Meeting*" section, as well as on the storage mechanism "eMarket Storage", available at the following address www.emarketstorage.com.

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The Board of Directors intends to submit to your approval the financial statements as of 31 December 2024 (consisting of the balance sheet, income statement, cash flow statement, statement of changes in shareholders' equity and explanatory notes), accompanied by the related management report.

All the documentation relating to this item, including the consolidated financial statements as of 31 December 2024, the report of the Board of Statutory Auditors drawn up in accordance with Article 2429 of the Italian Civil Code and the report of the auditing firm BDO Italia S.p.A. on the financial statements and consolidated financial statements as of 31 December 2024, will be made available to the public, within the terms provided for by the current legislation, at the Company's registered office, on the Company's website at www.investor.theitalianseagroup.it, in the *"Financial Documents/Financial Statements and Reports*" and "*Corporate Governance*"/"*Shareholders' Meeting*" sections, as well as on the storage mechanism "eMarket Storage", available at the following address www.emarketstorage.com.

The Company's financial statements as of 31 December 2024, drafted in accordance with IAS/IFRS accounting standards, record:

- Revenues for Euro 405,481 thousand;

- EBITDA for Euro 69,706 thousand;
- Net income for Euro 32,309 thousand.

The consolidated financial statements as of 31 December 2024, drafted in accordance with IAS/IFRS accounting standards, record:

- Revenues for Euro 404,436 thousand;
- EBITDA for Euro 70,347 thousand;
- Group profit for Euro 33,894 thousand;
- Net financial position of Euro -12,510 thousand.

In light of the results, the Board of Directors of the Company proposes, subject to approval by the Shareholders' Meeting of the financial statements as of 31 December 2024, to allocate the profit for the financial year equal to Euro 32,309 thousand as follows:

- to shareholders, an ordinary dividend of Euro 0.245 for each eligible share for a total of Euro 12,985 thousand, with an ex-dividend date of 26 May 2025, record date pursuant to Article 83-*terdecies* of Italian Legislative Decree 58/1998 (*record date*) of 27 May 2025, and payment date of 28 May 2025;
- to "Profits carried forward", the remaining Euro 19,324 thousand.

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In view of the above, we hereby submit the following draft resolutions for your approval:

1. **Draft resolution on the approval of the financial statements**

"*The Ordinary Shareholders' Meeting of The Italian Sea Group S.p.A.:*

- *having regard to the explanatory report of the Board of Directors;*
- *having examined the financial statements of The Italian Sea Group S.p.A. as of 31 December 2024 and the Management Report;*
- *having regard to the consolidated financial statements as of 31 December 2024;*
- *having considered the Board of Statutory Auditors' report drawn up pursuant to Article 2429 of the Italian Civil Code;*
- *having considered the report of the auditing firm BDO S.p.A.;*

resolves

- *to approve the financial statements of The Italian Sea Group S.p.A. as of 31 December 2024, as drafted and explained by the Board of Directors, accompanied by the management report, which shows a profit for the financial year equal to Euro 32,309 thousand, as well as to take note of the consolidated financial statements of the group controlled by the Company as of 31 December 2024;*
- *to grant the Chief Executive Officer, Giovanni Costantino, all powers necessary or appropriate to execute this resolution."*

2. **Draft resolution on the allocation of profits**

"*The Ordinary Shareholders' Meeting of The Italian Sea Group S.p.A.:*

- *having regard to the explanatory report of the Board of Directors;*
- *having examined the financial statements of The Italian Sea Group S.p.A. as of 31 December 2024 and the Management Report;*
- *taking into account the provisions of Article 2430 of the Italian Civil Code regarding legal reserve;*

resolves

- *to approve the allocation of the profit for the financial year, equal to Euro 32,309 thousand, as follows:*
  - *i. to shareholders, an ordinary dividend of Euro 0.245 for each eligible share for a total of Euro 12,985 thousand, with an ex-dividend date of 26 May 2025, record date pursuant to Article 83-terdecies of Italian Legislative Decree 58/1998 (record date) of 27 May 2025, and payment date of 28 May 2025;*
  - *ii. to "Profits carried forward", the remaining Euro 19,324 thousand;*
- *to grant the Chief Executive Officer, Giovanni Costantino, all powers necessary or appropriate to execute this resolution."*

Marina di Carrara, Carrara (MS), Italy, 14 March 2025

The Chair of the Board of Directors
(Filippo Menchelli)