

Spettabile

Indel B S.p.A.

Via Sarsinate n. 27

47866 Sant'Agata Feltria (RN)

Invio a mezzo PEC all'indirizzo:

indelbspa@legalmail.it

St. Julians, 24 aprile 2026

Oggetto: Deposito di una lista di candidati membri del Consiglio di Amministrazione di Indel B S.p.A.

Spettabile Società,

Praude Asset Management Limited, società costituita ai sensi delle leggi della Repubblica di Malta, avente sede legale in Level 14 Portomaso Business Tower, St. Julians, STJ 4011 (Malta) e iscritta al Malta Business Registry con il numero C48324, debitamente autorizzata e registrata quale AIF Manager presso la Malta Financial Services Authority (la "**Società**"), in qualità di Investment Manager di Praude Micro and Small Cap Fund e Praude Total Return Fund, ciascuno un sub-fund di Praude Funds ICAV - un *umbrella-type Irish collective asset management vehicle* costituito ai sensi delle leggi della Repubblica di Irlanda, avente sede legale in 28-32 Upper Pembroke Street, Dublin 2, Ireland, autorizzato dalla Central Bank of Ireland ai sensi dell'Irish Collective Asset-management Vehicles Act, 2015 e iscritto con registration number C178344 - nella persona di Antonia Zammit, amministratrice e legale rappresentante della Società, munita degli occorrenti poteri,

PREMESSO CHE

- è stata convocata l'assemblea degli azionisti di Indel B S.p.A. (l'"**Emittente**") in sede ordinaria esclusivamente mediante mezzi di telecomunicazione, per il giorno 25 maggio 2026 alle ore 11.30, in unica convocazione (l'"**Assemblea**") ove si procederà, *inter alia*, alla nomina dei componenti del consiglio di amministrazione dell'Emittente (il "**Consiglio di Amministrazione**");
- Praude Funds ICAV è titolare complessivamente di n. 184.873 azioni ordinarie di Indel B S.p.A., rappresentanti una percentuale di capitale sociale pari al 3,16%, così ripartite: n. 142.960 azioni riferite al sub-fund Praude Micro and Small Cap Fund e n. 41.913 azioni riferite al sub-fund Praude Total Return Fund; ed è dunque legittimato alla presentazione di una lista di candidati alla carica di consigliere di amministrazione;

AVUTO RIGUARDO A

quanto prescritto dalla normativa vigente, anche regolamentare, dallo Statuto di Indel B S.p.A. e dal Codice di Corporate Governance di Borsa Italiana S.p.A. (“**Codice di Corporate Governance**”) per la presentazione della lista dei candidati funzionale alla suddetta nomina;

TENUTO CONTO

- delle indicazioni contenute nell’avviso di convocazione dell’Assemblea;
- delle indicazioni contenute nella Relazione Illustrativa del CdA uscente in ordine alle materie all’Ordine del Giorno ex art. 125-ter del D.Lgs. 58/1998;

PRESENTA

in nome e per conto di Praude Funds ICAV, con riferimento ai sub-fund Praude Micro and Small Cap Fund e Praude Total Return Fund, la seguente lista di candidati per la nomina del Consiglio di Amministrazione di cui al quarto punto all’ordine del giorno dell’Assemblea.

LISTA CANDIDATI PER IL CONSIGLIO DI AMMINISTRAZIONE

N.	Nome Cognome
1.	LORENZO CAPPELLOTTO, nato a Motta di Livenza (TV), il 20/12/1999, C.F. CPPLNZ99T20F770A (*)

(*) Candidato dichiaratosi in possesso dei requisiti di indipendenza di cui all’articolo 148, comma 3 del D.Lgs. 58/1998 (come richiamato dall’art. 147-ter, comma 4 del D.Lgs. 58/1998) e al Codice di Corporate Governance.

E DICHIARA INOLTRE

- ai sensi degli articoli 16 e 17 dello statuto sociale, di non aver presentato, né di avere concorso a presentare, neppure per interposta persona o società fiduciaria, liste per la nomina dei consiglieri di amministrazione ulteriori rispetto alla presente;
- che non sussistono rapporti di collegamento, anche indiretti, di cui all’art. 147-ter, comma 3, del D.Lgs. 58/1998 e all’art. 144-quinquies del Regolamento CONSOB n. 11971/1999, con soci che - sulla base delle comunicazioni delle partecipazioni rilevanti di cui all’art. 120 del D.Lgs. 58/1998 o della pubblicazione dei patti parasociali ai sensi dell’art. 122 del TUF, rilevabili in data odierna, rispettivamente, sul sito internet dell’Emittente e sul sito internet della Commissione Nazionale per le Società e la Borsa – detengano anche congiuntamente una partecipazione di controllo o di maggioranza relativa;

- di impegnarsi a produrre, su motivata richiesta dell'Emittente, la documentazione idonea a confermare la veridicità dei dati dichiarati.

* * * * *

In osservanza a quanto previsto dagli artt. 16 e 17 dello Statuto Sociale e dalla normativa vigente, si allega la seguente documentazione:

- le dichiarazioni con le quali i singoli candidati accettano la propria candidatura e attestano, sotto la propria responsabilità, l'inesistenza di cause di ineleggibilità e di incompatibilità, nonché l'esistenza dei requisiti prescritti per l'assunzione delle rispettive cariche oltre che degli eventuali requisiti di indipendenza prescritti dalla normativa applicabile *pro tempore* vigente e dal Codice di Corporate Governance;
- il *curriculum vitae* di ciascun candidato, contenente una esauriente descrizione delle caratteristiche personali e professionali;
- copia di un documento di identità dei candidati;
- la certificazione rilasciata dall'intermediario abilitato comprovante la titolarità di una quota di partecipazione al capitale dell'Emittente superiore al 2,5%.

Praude Asset Management Limited



Antonia Zammit

Data 24 Aprile 2026

Comunicazione ex art. 43 del Provvedimento Post Trading

Intermediario che effettua la comunicazione

ABI 03438 CAB 01600
Denominazione CACEIS BANK, ITALY BRANCH

Intermediario partecipante se diverso dal precedente

ABI (n.ro conto MT) 60772 denominazione CACEIS Bank, Italy Branch

data della richiesta 20/04/2026 **data di invio della comunicazione** 20/04/2026

n.ro progressivo annuo 26260229 **n.ro progressivo della comunicazione che si intende rettificare/revocare** **causale della rettifica/revoca**

nominativo del richiedente, se diverso dal titolare degli strumenti finanziari PRAUDE MICRO AND SMALL CAP FUND

titolare degli strumenti finanziari:

cognome o denominazione PRAUDE MICRO AND SMALL CAP FUND

nome

codice fiscale 3544714GH

comune di nascita

provincia di nascita

data di nascita

nazionalità

indirizzo 28-32 UPPER PEMBROKE STREET D02 EK84

città DUBLIN

stato IRELAND

strumenti finanziari oggetto di comunicazione:

ISIN IT0005245508

Denominazione INDEL B SPA

quantità strumenti finanziari oggetto di comunicazione:

n. azioni 142 960

vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione

natura vincolo

beneficiario vincolo

data di riferimento	termine di efficacia	diritto esercitabile
20/04/2026	04/05/2026	SI RILASCIA LA PRESENTE CERTIFICAZIONE AI FINI DELLA PRESENTAZIONE DELLA LISTA PER LA NOMINA DEL CONSIGLIO DI AMMINISTRAZIONE

Note

CACEIS Bank, Italy Branch
Piazza Cavour, 2 20121 Milano

Firma Intermediario

CACEIS Bank, Italy Branch
Palazzo dell'informazione
Piazza Cavour, 2
20121 Milano

Comunicazione ex art. 43 del Provvedimento Post Trading

Intermediario che effettua la comunicazione

ABI 03438 CAB 01600

Denominazione CACEIS BANK, ITALY BRANCH

Intermediario partecipante se diverso dal precedente

ABI (n.ro conto MT) 60772 denominazione CACEIS Bank, Italy Branch

data della richiesta 20/04/2026 data di invio della comunicazione 20/04/2026

n.ro progressivo annuo 26260230 n.ro progressivo della comunicazione
che si intende rettificare/revocare causale della
rettifica/revoca

nominativo del richiedente, se diverso dal titolare degli strumenti finanziari PRAUDE TOTAL RETURN FUND

titolare degli strumenti finanziari:

cognome o denominazione PRAUDE TOTAL RETURN FUND

nome

codice fiscale 3544714GH

comune di nascita

provincia di nascita

data di nascita

nazionalità

indirizzo 28-32 UPPER PEMBROKE STREET D02 EK84

città DUBLIN

stato IRELAND

strumenti finanziari oggetto di comunicazione:

ISIN IT0005245508

Denominazione INDEL B SPA

quantità strumenti finanziari oggetto di comunicazione:

n. azioni 41 913

vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione

natura vincolo

beneficiario vincolo

data di riferimento	termine di efficacia	diritto esercitabile
20/04/2026	04/05/2026	SI RILASCIA LA PRESENTE CERTIFICAZIONE AI FINI DELLA PRESENTAZIONE DELLA LISTA PER LA NOMINA DEL CONSIGLIO DI AMMINISTRAZIONE

Note

Firma Intermediario

30th January, 2026

To Whom It May Concern :

This is to certify that the company PRAUDE ASSET MANAGEMENT LIMITED (Registration No.: C 48324) of LEVEL 14, PORTOMASO BUSINESS TOWER, PORTOMASO, SAN GILJAN, STJ 4011, MALTA was registered under the Laws of Malta on the 3rd December, 2009 and is still so registered.

According to our records the present shareholder of the company is:

Shareholder	Number of Shares
Veniero Holdings Limited (MALTA Company Registration No.: C 64696)	200,000 ORDINARY shares of EUR 1.000000 each

According to our records the present directors of the company are:

Antonia Zammit (IDENTITY CARD No.: 146982M issued by MALTA)
KEVIN MARIO FARRUGIA (PASSPORT No.: 1379746 issued by MALTA)
MICHAEL VELLA (IDENTITY CARD No.: 520385M issued by MALTA)

According to our records the present secretary of the company is:

Antonia Zammit (IDENTITY CARD No.: 146982M issued by MALTA)

This information is provided on the basis of the documents registered in respect of the company.


KYLIE CHETCUTI

f/Registrar of Companies

Malta Business Registry

AM Business Centre, Triq il-Labour, Żejtun, ZTN 2401, Malta
(+356) 22582300 | info@mbr.mt | www.mbr.mt

**MEMORANDUM OF ASSOCIATION OF
PRAUDE ASSET MANAGEMENT LIMITED**

1. NAME

The name of the Company is Praude Asset Management Limited.

2. PRIVATE COMPANY

The Company is established as a private exempt limited liability company and accordingly:

- (a) the right to transfer shares is restricted in manner hereinafter prescribed;
- (b) the number of members of the Company is limited to fifty. Provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single member;
- (c) any offer to the public to subscribe for any shares or debentures of the Company is prohibited;
- (d) the number of persons holding debentures of the company is not more than fifty;
- (e) no body corporate is a director of the Company, and neither the Company nor any of the directors, is party to an arrangement whereby the policy of the Company is capable of being determined by persons other than the directors, members or debenture holders thereof.

3. REGISTERED OFFICE AND EMAIL ADDRESS

The Registered Office of the Company shall be situated at Level 14, Portomaso Business Tower, Portomaso, St. Julians STJ 4011, Malta or at such other place in Malta as the Directors shall from time to time determine. The electronic mail address of the Company is info@praude.com.mt, or shall be any other address as the Board of Directors may from time to time determine.

4. OBJECTS

The main objective of the Company and the business of the Company shall be:

To provide investment services to professional clients including Collective investment schemes including UCITS and alternative investment funds among others and to hold and control clients' money and assets.

Further to the above, the other objectives of the Company shall be:

- a) To provide marketing and related services to collective investment schemes including co-ordinating the services of service providers to such
- b) To apply for, register, purchase, or by other means acquire, hold, develop exploit, protect and renew any domain names, URLs, brand names, patents, trademarks, designs, royalties, copyrights, and other exclusive and non-exclusive rights, and to grant licences or rights in respect thereof;
- c) To purchase or by any other title or means acquire any property, moveable or immovable, or any concession, rights or privileges over such properties which the Company may deem necessary or convenient for the purposes of its business;
- d) To purchase, import, lease and store machinery, equipment, tools and materials which may be required in connection with the Company's business;
- e) To construct, improve, maintain, develop, manage, or control any buildings, shops, offices, stores, which may seem calculated directly or indirectly to advance the Company's interests;
- f) To enter into any partnership or agreement or make any arrangement for sharing profits, paying fees or commissions, union of interest, joint venture, amalgamation or co-operation with any company, firm or person;
- g) To enter into any agreement with, or obtain any grant, licence or concession from, any government, government department, parastatal corporation, corporation, foundation, association, authority, company or person;
- h) To grant any licence or concession over the property of the Company to any government, government department, parastatal corporation, corporation, foundation, association, authority, company or person;
- i) To borrow or raise money in such manner as the Company may deem fit and, in particular, by the issue of debentures or other securities or rights, and to secure the repayment of any money borrowed or raised by hypothecation, charge or lien upon the whole or any of the Company's property or assets, including its uncalled capital and by a similar hypothecation, charge or lien to secure and guarantee the performance of any liability or obligation the Company may undertake;

- j) To sell, lease, charge, hypothecate, provide guarantees on or secured by or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration and subject to such terms and conditions as the Company may deem fit;
- k) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business and calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights;
- l) To take or hold hypothecs, pledges and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatever kind sold by the Company, or any money due to the Company from purchasers and others;
- m) To act as consultants, advisers and managers in relation to services mentioned above;
- n) To do all such other things as may be deemed incidental or conducive to the attainment of the above object.

Provided that nothing in the foregoing shall be construed as empowering or enabling the company to carry out any activity or service which requires a licence or is otherwise regulated under any law in Malta without a licence or other appropriate authorisation from the respective competent authority.

The objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

5. CAPITAL

The Authorised Share Capital of the Company is five hundred thousand Euros (€ 500,000) divided into five hundred thousand (500,000) Ordinary Shares of a nominal value of one Euro (€1) each.

The Issued Share Capital of the Company is two hundred thousand Euros (€ 200,000) divided into two hundred thousand (200,000) Ordinary Shares of a nominal value of one Euro (€1) each, fully paid up on subscription

6. LIABILITY OF MEMBERS

The liability of the members is limited in the case of each member to the amount, if any, unpaid on the shares which such member holds in the Company.

7. MANAGEMENT AND ADMINISTRATION

The Management and Administration of the Company shall be entrusted to a Board of Directors consisting of not less than three (3) and not more than five (5) directors. The Directors of the Company and the Chairman shall be appointed in the manner set out in the Articles of Association of the Company.

The directors of the Company are:

Anthony Camilleri

38, Capoeira, Triq il-Huttaf, Kappara, San Gwann SGN 4335, Malta
(Maltese Identity Card Number: 668849 (M)).

Antonia Zammit

No. 7, Triq Il-Kappella Ta' Xaghra, Naxxar NXR 2103, Malta
(Maltese Identity Card Number: 146982(M))

Michael Vella

112, "Rose Court", Block B Flat 4, Tumas Galea Street, Birkirkara, BKR 4510, Malta
(Maltese Identify Card Number: 0520385M)

Marcel Theodor Zimmermann

Via Ravez 5, 6914 Carona, Switzerland
(Swiss Passport number X7279171)

8. REPRESENTATION

Deeds of whatever nature engaging the Company and all other documents purporting to bind the Company, including bank documents, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, on behalf of the Company by any one (1) Director, or, without prejudice to the power of a Director at all times to represent the Company as aforesaid, by any person or persons duly authorised by the Board of Directors for the purpose.

The Company shall be represented in judicial proceedings by any one Director or, without prejudice to the power of any one Director at all times to represent the Company as aforesaid, by any person or persons duly authorised by the Board of Directors for the purpose.

9. COMPANY SECRETARY

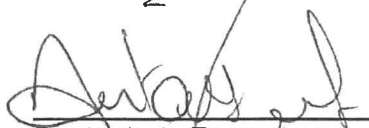
The secretary of the Company is:

Antonia Zammit
No.7, Triq Il-Kappella Ta; Xaghra, Naxxar NXR 2103, Malta.
(Identity Card Number: 146982(M)).

10. SHAREHOLDERS

<u>NAMES AND ADDRESSES OF SUBSCRIBER</u>	<u>NUMBER OF SHARES TAKEN BY THE SUBSCRIBER</u>
Veniero Investments Limited Registration Number: C 48268 Registered Address: Level 14, Portomaso Business Tower, Portomaso, St. Julians STJ 4011, Malta.	Two hundred thousand Euro (€200,000) divided into Two hundred thousand (200,000) Ordinary Shares of a nominal value of one Euro (€1) each, fully paid up.

Certified True Copy of the Memorandum of Association


Dr. Antonia Zammit
Director

**ARTICLES OF ASSOCIATION OF
PRAUDE ASSET MANAGEMENT LIMITED**

First Schedule to the Companies Act

1. The Regulations contained in the First Schedule to the Companies Act, (hereinafter referred to as "The Act") shall not apply to the Company.

Interpretation

2. In these regulations the word "person" is deemed to include any corporate body, firm, partnership, or other body of persons, whether corporate or unincorporate, unless the context otherwise requires.

Preliminary Expenses

3. The Preliminary Expenses shall be payable by the Company and, subject to any restrictions under the applicable law, the amount so payable may be carried forward in the accounts of the Company and amortised in such manner and over such period as the Directors may determine and the Directors may at any time and from time to time determine to lengthen or shorten such period.

Share capital and variation of rights

4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time by ordinary resolution determine.

5. Subject to the provisions of section 115 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by extraordinary resolution determine.

6. If at any time the share capital is divided into different classes of shares, the change of any shares from one class into another or the variation of the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class which is to be changed or the rights attached to which are to be varied, according to the case) may, whether or not the Company is being wound up, be made with the consent in writing of the holders of three-fourths of the issued shares of that class, and the holders of three-fourths of the issued shares of any other class affected thereby. Such change or variation may also be made with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the issued shares of that class and of an extraordinary resolution passed at a separate general meeting of the holders of the issued shares of any other class affected thereby. To every such separate general meeting the provisions of these regulations relating to general meetings shall apply.

7. The Company may exercise the power of paying commissions or of making discounts or allowances provided it complies with the requirements of section 113 of the Act. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

8. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive one certificate for all his shares or several certificates each for one or more of his shares. If a share certificate be defaced, lost or destroyed, it may be renewed on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses of the Company on investigating evidence as the directors think fit.

Calls on shares

9. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, provided no call shall be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company, at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed as the directors may determine.

10. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

11. If a sum called in respect of a share is not paid before or on the date appointed for payment thereof, the person from whom the sum is due shall pay annual interest thereon from the day appointed for payment thereof to the time of actual payment at such rate not exceeding two percentage points over the Central Bank of Malta minimum discount rate as the directors may determine, but the directors shall be at liberty to waive payment of such interest wholly or in part.

12. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

13. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

14. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay annual interest at such rate not exceeding two percentage points over the Central Bank of Malta minimum discount rate, as may be agreed upon between the directors and the members paying such sum in advance.

Transfer and transmission of shares

15. The instrument of transfer of any share shall be executed by or on behalf of transferor and transferee and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

16. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve.

17. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

18. The directors may also decline to recognise any instrument of transfer unless -

(a) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the light of the transferor to make the transfer; and

(b) the instrument of transfer is in respect of only one class of share.

19. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year.

20. Any person becoming entitled to a share in consequence of the death of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death.

21. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share.

22. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the notice or transfer were a transfer signed by that member.

23. A person becoming entitled to a share by reason of the death of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

24. Notwithstanding the provisions of regulation 23, the directors may at any time give notice requiring any person referred to in that regulation to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

Pledging of Shares

25. Subject to the provisions of the Companies Act and to the terms of issue, any shares in the Company may be pledged by the holder thereof in favour of any person for any obligation: provided that the terms of issue of any shares may provide that such shares may not be the subject of a pledge.

Forfeiture or surrender of shares

26. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, require payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued, by means of a notice which shall also name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment, at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

27. If the requirements specified in any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect, or otherwise be surrendered in favour of the Company by the member to whom the said notice is addressed, if the directors of the Company accept such surrender.

28. A forfeited or a surrendered share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and the Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of, who shall thereupon be registered as the holder of the share. At any time before a sale or disposition the forfeiture or surrender may be cancelled on such terms as the directors think fit.

29. A person whose shares have been forfeited or who has surrendered his shares to the Company, shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding remain liable to pay to the Company all moneys which, at the date of the forfeiture or surrender, were payable by him to the Company in respect of the shares; but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

Conversion of shares into stock

30. The Company may by ordinary resolution convert any paid up shares into stock, and re-convert any stock into paid up shares of any denomination.

31. The holders of stock may transfer the same, or any part thereof, in the same manner and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances permit; and the directors may from time to time, fix the minimum amount of stock transferable but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

32. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

33. Such of the regulations of the Company as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

General Meetings

34. Subject to the provisions of the Act the annual general meetings shall be held at such time and place as the directors shall appoint.

35. The directors may, whenever they think fit, convene an extraordinary general meeting.

36. (1) The directors of a company shall, on the requisition of a member or members of the company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid up share capital of the Company as at the date of the deposit carried the right of voting at general meetings of the company, forthwith proceed duly to convene an extraordinary general meeting of the Company.

(2) The requisition shall state the objects of the meeting and shall be signed by the requisitionist or requisitionists and deposited at the registered office of the company and may consist of several documents in like form each signed by the requisitionist, or if there is more than one requisitionist in any one document by all of them.

(3) If the directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionist or requisitionists may convene a meeting in the same manner, as nearly as possible, as that in which meetings are to be convened by the directors, but a meeting so convened shall not be held after the expiration of three months from the date of the deposit of the requisition.

(4) Any reasonable expense incurred by the requisitionist or requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionist or requisitionists by the company, and any sum so paid shall be due personally by the directors who were in default and may be retained by the Company out of any sums due or to become due from the company by way of fees or other remuneration in respect of their services to such of the directors as were in default.

37. If at any time there are not in Malta sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an extraordinary general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the directors.

Notice of general meetings

38. A general meeting of the Company shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, by the Act and under the regulations of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this regulation be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat.

39. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

Proceedings at general meeting

40. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the annual accounts and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.

41. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, a member or members present in person or by proxy holding in aggregate not less than sixty per cent (60%) of the paid up share capital of the Company carrying the right to attend and vote at general meetings of the Company at the date of the holding of the meeting, shall be a quorum.

42. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the member or members present shall be a quorum.

43. The Chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.

44. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

45. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at such meeting.

46. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(a) by the chairman; or

(b) by at least three members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive

evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Provided that where a resolution requires a particular majority in value, the resolution shall not be deemed to have been carried on a show of hands by the required majority unless there be present at that meeting, whether in person or by proxy, a number of members holding in the aggregate the required majority as aforesaid.

47. Except as provided in regulation 49, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A request for a poll may be withdrawn prior to voting.

48. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

49. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Votes of members

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder. On a poll votes may be given either personally or by proxy.

51. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

52. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

53. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at the place where the meeting is to be held before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

54. A proxy need not be a member of the Company.

55. In no case may a member appoint more than one proxy.

56. An instrument appointing a proxy or a representative in accordance with regulation 57 shall be in the following form or a form as near thereto as circumstances permit:

"I/We of residing at being a member/members of the above-named Company, hereby appoint of or failing him of as my/our proxy to vote for me/us on my/our behalf, at the (annual or extraordinary, as the case may be) general meeting of the Company, to be held on the day of 19...., and at any adjournment thereof.

- (f) fixing of the remuneration payable to the directors and to the auditors of the Company; and
- (g) in general, decisions on all matters which in terms of the Act or of these Articles are reserved to the general meeting of the Company or which the board of directors may from time to time place before it.

Directors

62. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day.

63. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.

64. No shareholding qualification for directors shall be required.

Power and duties of directors

65. The directors shall exercise their powers subject to these regulations to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

66. The directors shall have power to appoint any person to be the attorney of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the directors under these regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit, and may also authorise any such attorney to delegate all or any of the powers authorities and discretions vested in him.

67. A director shall not vote at a meeting of the directors in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to -

(a) any arrangement for giving any director any security of indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; or

(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

(c) any contract by a director to subscribe for or underwrite shares or debentures of the Company; or

(d) any contract or arrangement with any other company in which he is interested only as an officer of the company or as a holder of shares or other securities,

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in general meeting.

68. The directors shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and of committees of directors.

69. The directors on behalf of the Company may pay a gratuity on pension or allowance on retirement to any director who has held any other salaried office or place of profit with the Company or to his widow or dependents any may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

Appointment of Directors

70. Unless they shall have previously resigned or been removed in accordance with the provisions of section 140 of the Companies Act, the first and subsequent directors of the Company shall hold office until the first Annual General Meeting next following their appointment. The retiring directors shall in all cases be eligible for re-election for any number of terms.

Chairman of the Board

71. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if any meeting the chairman is not present within fifteen minutes after the time appointed for the holding of the meeting, the directors present may choose any one of their number to be the chairman of that particular meeting.

Proceedings of directors

72. (a) The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit.

(b) Meetings of the directors shall take place in Malta or, with the consent of all the Directors, abroad.

(c) Questions arising at any meeting shall be decided by a simple majority of votes. in case of an equality of votes on any issue, the chairman of the meeting shall have a second or casting vote.

(d) A director may and the secretary on a written requisition of a director shall, at any time summon a meeting of the directors.

(e) Notice of meetings of directors shall be given at least fourteen (14) days before the date of the meeting to all the directors. Such notice shall be given by means of a registered letter or by telefax or electronic-mail at such address or number as the director shall have furnished to the Company. It shall not be necessary to give notice of an adjourned meeting.

Provided that a meeting of the directors shall, notwithstanding the fact that it has not been convened as aforesaid be deemed to have been validly convened if so agreed by all the directors entitled to attend and vote thereat.

73. The quorum necessary for the transaction of the business of the directors shall be three (3) present in person or by proxy. In the event that for whatever reason there are multiple resignations resulting in a situation where the Company has only one (1) director, that director shall constitute a quorum. If within half an hour appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the directors present shall be a quorum.

Alternate Directors

74. Any director may by notice in writing under his hand served upon the Company appoint another individual, with the prior approval of the MFSA, as an alternate director to attend and vote in his place at any meeting of the directors at which he is not personally present. Every such appointment shall be elective and the following provisions shall apply in connection therewith:

(a) Every alternate director shall be entitled to attend and to exercise all the rights and privileges of his appointor at such meeting.

(b) Every such alternate director shall ipso facto vacate office if and when the director appointing him ceases for any reason to be a director or removes the alternate director from office as such by notice in writing under his hand served upon the Company.

(c) No alternate director shall be entitled as such to receive any remuneration from the Company.

(d) Every such alternate director shall be entitled to vote for such other director as well as on his own account, and for the purpose of determining the quorum he shall be counted in both his said capacities.

75. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

76. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

Delegation of directors' powers

77. The directors may from time to time appoint a managing director or a director or directors holding any other executive office or offices from amongst themselves delegating to him or them any of the powers provided in regulation 80.

78. Each such appointment shall be for such period and on such terms as the directors think fit, and, subject to the terms of any agreement entered into in any particular case, the directors may revoke such appointment. Such appointment shall also be automatically determined if he ceases for any reason to be a director.

79. A managing director or director holding any other executive office shall receive such remuneration as the directors, subject to the approval of the Company in general meeting, may from time to time determine.

80. The directors may delegate to any managing director, or to any director holding any other executive office, any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw or vary any of such powers.

81. The directors may also appoint committees consisting of one or more persons selected from among themselves and/or third parties, delegating to them any of their powers. Any such delegation may be made subject to any condition or requirement as the directors may be made either collaterally with or to the exclusion of their own powers, and the directors may from time to time revoke, withdraw, alter or vary all or any of such powers. Any such committees shall, subject to any of the said conditions or requirements, regulate their own proceedings, in so far as possible in like manner as if their meetings were meetings of the directors.

Company Secretary

82. (a) Without prejudice to the provisions of the Act regulating the appointment and functions of the Company Secretary, the appointment or replacement of the Company Secretary and the conditions of holding office shall be determined by the directors. The Company Secretary shall be responsible for keeping:

- (i) the minute book of general meetings of the Company;
- (ii) the minute book of meetings of the board of directors;
- (iii) the register of members;
- (iv) the register of debentures; and
- (v) such other registers and records as the Company Secretary may be required to keep by the Board of Directors.

(b) The Company Secretary shall:

- (i) ensure that proper notices are given of all meetings; and
- (ii) ensure that all returns and other documents of the Company are prepared and delivered in accordance with the requirements of the Act.

Dividends and reserve

83. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the directors.

84. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company.

85. The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments, other than shares of the company, as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they think prudent not to divide.

86. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the

share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

87. The directors may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

88. No dividend shall bear interest against the Company.

Accounts

89. Subject to the provisions of section 180 of the Act, the directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the annual accounts and accounting records of the Company or any of them shall be open to the inspection of members not being directors, and no member, not being a director, shall have any right of inspecting any such account or record or other document of the Company except as conferred by law or authorised by the directors or by the Company in general meeting.

Capitalisation of profits

90. The Company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by Such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares:

Provided further that the directors may in giving effect to such resolution make such provision by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions.

Notice

91. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or, if he has no registered address in Malta, to the address, if any, in Malta supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

92. Notice of every general meeting shall be given in the manner herein before authorised to

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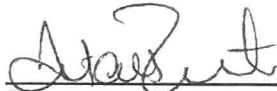
- (a) every registered member;
- (b) each director of the Company; and
- (c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

Indemnity

93. Every Chairman, managing director, director holding any other executive office or other director, and every agent, auditor or Company Secretary and in general any officer for the time being of the Company and any licenced nominee of shares in the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted.

Certified True Copy of the Articles of Association



Dr Antonia Zammit
Director

DICHIARAZIONE DI ACCETTAZIONE DELLA CANDIDATURA ALLA CARICA DI AMMINISTRATORE E DI SUSSISTENZA DEI REQUISITI DI LEGGE

Il sottoscritto **LORENZO CAPPELLOTTO**, nato a Motta di Livenza (TV), il 20/12/1999, C.F. CPPLNZ99T20F770A

PREMESSO CHE

- A. Praude Asset Management Limited, in nome e per conto di Praude Funds ICAV, con riferimento ai sub-fund Praude Micro and Small Cap Fund e Praude Total Return Fund, intende presentare una lista di minoranza per la nomina dei componenti del consiglio di amministrazione di Indel B S.p.A. (la “**Società**”) con sede in Via Sarsinate n. 27, Sant’Agata Feltria (RN), in occasione dell’assemblea convocata in sede ordinaria esclusivamente mediante mezzi di telecomunicazione, per il giorno 25 maggio 2026 alle ore 11.30, in unica convocazione;
- B. il proprio nominativo è compreso nella lista;
- C. il sottoscritto intende accettare la candidatura e l’eventuale nomina alla carica di amministratore della Società;
- D. il sottoscritto è a conoscenza dei requisiti che la normativa vigente e lo statuto sociale prescrivono per l’assunzione della carica di amministratore indipendente della Società;

TUTTO CIÒ PREMESSO

il sottoscritto, con riferimento alla predetta candidatura, sotto la propria ed esclusiva responsabilità, anche ai sensi e per gli effetti di cui all’art. 76 del D.P.R. 28.12.2000 n. 445, per le ipotesi di falsità in atti e di dichiarazioni mendaci

DICHIARA

- i) di non trovarsi in alcuna delle situazioni di ineleggibilità e incompatibilità previste dalla normativa vigente con riferimento all’assunzione dell’incarico di amministratore della Società, nonché in alcuna delle cause di interdizioni dall’ufficio di amministratore adottate nei suoi confronti in uno Stato membro dell’Unione europea;
- ii) di essere in possesso dei requisiti prescritti dalla normativa vigente e dallo statuto sociale per assumere l’incarico di amministratore della Società, compresi i requisiti di onorabilità di cui al combinato disposto degli articoli 147-quinquies e 148, comma 4, del D.lgs. 24 febbraio 1998, n. 58 e del D.M. n. 162 del 30 marzo 2000;
- iii) di non trovarsi nelle condizioni di cui all’art. 2390 cod. civ. (ossia, di non essere socio illimitatamente responsabile, amministratore o direttore generale in società concorrente della Società e di non esercitare, per conto proprio o di terzi, attività in concorrenza con quelle esercitate dalla Società);
- iv) di essere in possesso dei requisiti di indipendenza previsti dal codice di corporate governance delle società quotate, nonché dal combinato disposto dell’art. 147-ter, comma 4, e dell’art. 148, comma 3, del D.lgs. 24 febbraio 1998, n. 58, dallo statuto sociale e da ogni altra disposizione applicabile;

- v) di accettare la candidatura e l'eventuale nomina alla carica di amministratore della Società, nella qualità di amministratore indipendente ai sensi della normativa vigente e del codice di corporate governance;
- vi) di poter dedicare ai compiti di amministratore della Società il tempo necessario per un loro efficace e diligente svolgimento;
- vii) di non essere candidato in nessuna altra lista per la nomina del Consiglio di Amministrazione della Società;
- viii) di impegnarsi a produrre, su richiesta della Società, la documentazione idonea a confermare la veridicità della presente dichiarazione;
- ix) di autorizzare fin d'ora la pubblicazione del *curriculum vitae*, atto a fornire esauriente informativa sull'esperienza professionale e caratteristiche personali.

Il sottoscritto si impegna a comunicare tempestivamente alla Società l'eventuale venir meno, in tutto o in parte, delle dichiarazioni fornite nell'ipotesi in cui tali variazioni siano rilevanti ai fini dell'accertamento della sussistenza di cause impeditive e dei requisiti di legge per ricoprire la carica di amministratore della Società medesima.

Si allegano alla presente:

- (i) *curriculum vitae* con indicazione delle caratteristiche personali professionali del sottoscritto;
- (ii) copia di un documento di identità.

In fede,

St. Julians, 24 aprile 2026



Lorenzo Cappellotto

LORENZO CAPPELLOTTO

Place and date of birth: Motta di Livenza (TV), Italy, 20 December 1999

Email: lorenzo.cappelotto@praude.com.mt

PEC: lorenzo.cappelotto@legalmail.it

<https://www.linkedin.com/in/lorenzo-cappelotto/>

WORK EXPERIENCES

- **Praude Asset Management Limited, Malta – Investment Analyst**
November 2023 – Present
- **Orsero Spa, Italia – Member of the board of directors**
April 2026 – Present
- **Veniero Holdings Limited, Malta – Member of the board of directors**
February 2026 – Present
- **General Membrane Spa, Italia – Member of the board of directors**
June 2024 – Present
- **Helikon Investments Limited – Intern**
November 2024 – January 2025
- **Reply Spa (Blue Reply), Italia – Consultant**
September 2023 – November 2023
- **Takeoff LTD, Malta – Software Developer**
October 2021 – December 2022
- **Praude Asset Management LTD, Malta – Software Developer**
July 2021 – September 2021
- **Geisoft SRL, Italy – Software Developer Intern**
May 2017 – June 2017
- **Algoritma SRL, Italy – Software Developer Intern**
May 2016 – June 2016

I authorize the processing of my personal data pursuant to Legislative Decree n. 196/2003 as amended by the Legislative Decree n. 101/2018 based on the Regulation (EU) 2016/679 of the 27th of April 2016.

EDUCATION

- **University of Padua – Master’s Degree in Computer Engineering**
October 2021 – July 2023, Grade: 110/110 summa cum laude, GPA: 29.4/30 (98%)
- **University of Padua – Bachelor’s Degree in Ingegneria Informatica (Computer Engineering)**
October 2018 – July 2021, Grade: 110/110 summa cum laude, GPA: 29.2/30 (97%)

LANGUAGE SKILLS

- **Italian:** Native
- **English:** B2, Cambridge English Certificate in ESOL international certification obtained in 2017.

AWARDS

- **“Mille e una Lode” Scholarship**, issued by University of Padua in Dec 2020, Dec 2021 and Dec 2022, a merit-based scholarship awarded to the top 3% students in each degree program.

St. Julians, 28 April 2026

Lorenzo Cappellotto



Elenco incarichi di Amministratore in altre società:

- **Membro del Consiglio di amministrazione di General Membrane Spa da giugno 2024;**
- **Membro del Consiglio di amministrazione di Veniero Holdings Limited da febbraio 2026;**
- **Membro del Consiglio di amministrazione di Orsero Spa dal 28 aprile 2026.**

