

EXPRIVIA'S BOARD OF DIRECTORS HAS AWARDED CORPORATE OFFICERS FOR THE 2024-2026 FINANCIAL YEARS

DOMENICO FAVUZZI CONFIRMED CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF EXPRIVIA

SHARE BUYBACK PROGRAM LAUNCHED

April 23, 2024. The Board of Directors of **Exprivia S.p.A.**--a company listed on the Euronext Milan market organized and managed by Borsa Italiana [XPR.MI]--appointed today by the Shareholders' Meeting, met today and appointed Exprivia's chairman of the Board of Directors, Dr. Domenico Favuzzi, as CEO, and deputy chairman, Eng. Dante Altomare, with related delegation of powers.

The Board of Directors also granted director Giovanni Castellaneta the delegation of authority for business development and international relations.

On the basis of the statements made by the directors and the information available to the Company, the Board of Directors has assessed the existence of the independence requirements, pursuant to the TUF and the Corporate Governance Code, of the directors who have declared that they meet them: Prof. Angela Stefania Bergantino, Dr. Marina Lalli, Dr. Alessandro Laterza.

With regard to the appointment of director Alessandro Laterza, already a director of Exprivia for more than nine fiscal years, the assessment of independence was made having regard more to substance than to form, that is, evaluating the experience gained by Dr. Laterza during previous fiscal years, as Lead Independent Director and as Chairman of the Company's internal Board Committees, which has brought him a peculiar knowledge of Exprivia's processes and business such as to enable him to continue to perform his role as Independent Director effectively and without conditioning in favor of the Issuer and the Exprivia Group.

Chairman and managing director Domenico Favuzzi, vice chairman Dante Altomare and director Dr. Giovanni Castellaneta qualified as executive directors, while director Valeria Anna Savelli, in the absence of management proxies, qualified as a nonexecutive director.

The Board of Directors has, in addition, provided for the establishment of an Integrated Internal Committee that merges, pursuant to Recommendation 16 of the Corporate Governance Code, the investigative, proposing and advisory functions in the areas of (i) Appointments, (ii) Remuneration, (iii) Control and Risk, and (iv) tasks for the application of the procedure for Related Party Transactions.

The appointed Integrated Internal Committee is composed of independent directors Alessandro Laterza, Angela Stefania Bergantino, and Marina Lalli. The chairmanship of the Integrated Internal Committee was entrusted to director Alessandro Laterza.



PRESS RELEASE

The Board of Directors also assessed the existence of the independence requirements for each of the standing and alternate members of the Board of Statutory Auditors, based on the provisions of the TUF and Recommendation 7 of the Corporate Governance Code, which pursuant to Recommendation 9 also applies to Statutory Auditors.

Finally, the Board of Directors postponed the appointment for the renewal of the Supervisory Board and Internal auditor to a future meeting after obtaining the opinion of the Integrated Internal Committee.

Starting own shares program

The Company announces the launch of the program to purchase its own ordinary shares on the basis of the authorizing resolution approved by the Ordinary Shareholders' Meeting on April 23, 2024 (the "Program").

The available details of the purchase program are provided below, pursuant to Article 144-bis of Consob Resolution No. 11971/1999 ("Issuers' Regulations").

Purpose of the Program

The purpose of the program is to be able to dispose of the treasury shares acquired, in addition to those already owned, in the context of:

- operations of acquisition or assumption of shareholdings;
- stabilization interventions on share prices in situations of particular uncertainty in the stock market;
- trading operations on treasury shares, in compliance with the provisions of article 2357, paragraph 1, of the Civil Code, through successive transactions of purchase and sale of treasury shares;
- possible servitude to stock option plans;

- subjection to incentive plans for employees, managers, directors, collaborators of the Company and the Group in Italy and/or abroad.

The Board of Directors may provide for additional or different purposes of the Program, in accordance with the resolutions passed by the Shareholders' Meeting and the applicable regulations, and in such case the market will be notified within the terms of the law and regulations.

Program Duration and Maximum Number of Own Shares

The Purchase Program may be carried out until the date of approval of the 2024 annual financial statements and in any case no later than eighteen (18) months from April 23, 2024.

The maximum number of treasury shares to be purchased through the execution of the Program, in one or more tranches, shall in any case not exceed 10,376,791 ordinary shares, by reason of the limit established by Article 2357, paragraph 3 of the Civil Code, less the shares held from time to time by the Parent Company Exprivia SpA.



PRESS RELEASE

As of the date of this press release, the Company holds 6,238,715 treasury shares corresponding to 12.024% of the share capital.

Minimum and Maximum Consideration and Maximum Countervalue

The purchase price of the shares may not deviate, either downward or upward, by more than 20% from the simple average of the reference price that the stock will have recorded in the three stock market sessions prior to the completion of each individual purchase transaction.

The maximum purchase outlay for the execution of the Program is set at a total of 64,538,626.73 euros.

Modalities through which purchases may be made

The share purchase transactions in implementation of the Program will be carried out on the regulated market organized and managed by Borsa Italiana S.p.A., in compliance with the principle of equal treatment of shareholders in accordance with the provisions of Article 132 of the TUF, Article 144-bis et seq. of the Issuers' Regulations and any other applicable regulations as well as, to the extent applicable, with accepted market practices.

For further details, please refer to the authorizing resolution approved by the Ordinary Shareholders' Meeting on April 23, 2024, available in the "Corporate Governance > Shareholders' Meetings" section of the Company's website and on the eMarket Storage mechanism (www.emarketstorage.com).

To carry out the transactions for the purchase of treasury shares, the Company may make use of financial intermediaries who will operate in full independence and without being influenced by the Company with regard to the timing of the purchases, without prejudice to the further communications that the Company will take care to make in this regard in accordance with the provisions of the current legal and regulatory framework, including accepted market practices, as applicable.

The program does not oblige the Company to purchase treasury shares or to do so to the maximum extent authorized by the Shareholders' Meeting. The program may be partially implemented and/or suspended, discontinued and revoked at any time, subject to due notice.



Exprivia

Exprivia Group, which specializes in Information and Communication Technology, is among the leading players in digital transformation.

Building on a wealth of expertise gained in more than 30 years of constant presence in the national and international market, Exprivia employs about 2,400 people in six countries around the world using a team of experts in different areas of technology and digitization: from Artificial Intelligence to Cybersecurity, from Big Data to Cloud, from IoT to BPO, from Mobile to Networking and Collaboration, entirely presiding over the SAP world.

Listed on the Italian Stock Exchange since 2000 on the Euronext market (XPR), Exprivia supports its clients in the Banking, Finance&Insurance, Aerospace&Defence, Energy&Utilities, Healthcare and Public Sector sectors, Manufacturing&Distribution, Telco&Media. The group's design capability is enhanced by a strong partner network, proprietary solutions, design, engineering and custom consulting services.

The company is subject to the direction and coordination of Abaco Innovazione S.p.A.

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