

Tatatu S.p.A.

Registered office in Rome (RM) - Via Barberini no. 29

**Share capital equal to Euro 8,142,652.32 tax code, VAT number and registration number with the
Companies' Register of Rome no. 15653581007**

**REPORT PURSUANT TO ARTICLE 2441, PARAGRAPH 6, OF THE ITALIAN CIVIL CODE DRAWN-
UP BY THE BOARD OF DIRECTORS OF TATATU S.P.A. RELATING TO THE CAPITAL
INCREASE, WITH THE EXCLUSION OF THE PRE-EMPTION RIGHT, TO BE OFFERED IN
SUBSCRIPTION TO ANIVAD CONSULTING LTD**

Rome, November 11, 2022

This document is available at the registered office of the Issuer

1. **Recital**

The purpose of this report is to illustrate the reasons for, and the main terms and conditions of, the capital increase of Tatatu S.p.A. (“**Tatatu**” or the “**Company**”) with the exclusion of the pre-emption right pursuant to Article 2441, Paragraph 5, of the Italian Civil Code, to be offered in subscription to Anivad Consulting LTD , equal to Euro 2,650,000.00 (*twomillionsix hundredandfiftythousand.00*), including share premium (the “**Capital Increase**”).

Therefore, the procedures, terms and conditions related to the Capital Increase transaction are illustrated below.

2. **Description and ratio underlying the transaction**

The proposal to execute a capital increase, to be paid in cash through the issuance of new ordinary shares, is submitted in execution of the undertakings by the Company assumed under the Services Agreement entered into on March 2, 2020 (as subsequently amended on September 8, 2022) between Andrea Iervolino (both on his own behalf and as legal representative of the Company) and the current member of the Company’s Board of Directors, Eduardo Teodorani Fabbri (both on his own behalf and on behalf of Anivad Consulting Ltd.) (the “**Services Agreement**”), whereby:

- (i) Eduardo Teodorani Fabbri and Anivad Consulting Ltd. undertook to carry out certain scouting activities for investment opportunities from private individuals in favour of the Company against a gross consideration equal to Euro 100,000 per year, plus a possible bonus equal to Euro 2,500,000 in case of admission of the Company’s shares to trading on a regulated market;
- (ii) the Company undertook to pay the entire consideration accrued under (i) (i.e., equal to Euro 2,650,000 in case of successful admission of the Company’s shares to trading on Euronext Growth Paris as of October 19, 2022 (the “**Direct Listing**”)) by offering for subscription to Anivad Consulting Ltd. a number of newly issued shares of the Company (at a subscription price equal to Euro 2.00 per share) for a corresponding value (i.e., no. 1,325,000 newly issued shares of the Company, representing approximately 0.2% of the Company’s share capital as at the date hereof), which Eduardo Teodorani Fabbri and Anivad Consulting Ltd. undertook vis-à-vis the Company not to sell (lock-up) for a period of 3 years as of the relevant subscription date;

all as in-depth represented to the market under the information document published in the context of the Direct Listing.

In order to fulfill the undertakings under the Services Agreement, it is necessary for the Company to issue no. 1,325,000 shares by means of a capital increase, excluding the shareholders’ pre-emption right, to be entirely offered for subscription to Anivad Consulting Ltd. (the “**Capital Increase**”).

The no. 1,325,000 newly issued shares of the Company will be subscribed and paid for by Anivad Consulting Ltd. by offsetting against Anivad Consulting Ltd.’s receivable accrued as consideration for the activities carried out in performance of the Services Agreement in favour of the Company.

Therefore, the Capital Increase will make it possible to open the corporate shareholding to Mr. Teodorani, a high international standing person, capable of guaranteeing relations with the financial world in order to allow the Company an easier access to the capital market in order to foster its

growth.

3. Criteria for determining the subscription price

The proposed transaction provides for a Capital Increase with the exclusion of the pre-emption right of the shareholders pursuant to Article 2441, par. 5, of the Italian Civil Code, to be paid in cash by offsetting against the receivable accrued by Anivad Consulting Ltd. as consideration for the activities carried out in execution of the Services Agreement in favour of the Company. Therefore, the Board of Directors is asked to propose the issue price of the new shares.

The subscription price of the shares to be issued in execution of the Capital Increase, with exclusion of pre-emption right, shall (i) comply with legal requirements, in particular the provisions of Article 2441, par. 6, of the Italian Civil Code, which, with reference to the subscription price, states that it shall be determined “*on the basis of the net asset value*” and (ii) protect shareholders, that will not be allowed to exercise the pre-emption right, by setting a price that does not result in a dilution of the net asset value (*patririmonio netto*) per share.

The majority of scholars believes that Article 2441, paragraph 6, of the Civil Code - whereby the subscription price of the shares should be determined on the basis of net asset value (*patririmonio netto*) - shall mean that the subscription price of the shares shall not be less than the net asset value (*patririmonio netto*), given that the determination of the price of the new shares should be determined on the basis of the economic value of the Company, also in light of the overall and delicate context in which the Capital Increase transaction is carried out.

In this regard, it is worth noting that:

- (i) the share capital is fully subscribed and paid in for Euro 8,142,652.32;
- (ii) the Company’s net asset value (*patririmonio netto*) as of the date hereof amounts to Euro 32,528,820.75, while the no. of the current issued shares is equal to 814,265,232.

Therefore, considering that as the date hereof, 814,265,232 shares have been issued, with no indication of the par value, the implied equity value attributable to each share is equal to Euro 0.03994867.

Thus, in order to fulfill the Company’s commitments under the Services Agreement, the subscription price of the proposed Capital Increase of Euro 2.00 per share is far in excess of the equity value per share as identified above

Consequently, the Board of Directors deems it appropriate to set the subscription price of the Capital Increase at 2.00 euros per share, in compliance with the provisions of the Service Agreement.

Pursuant to Article 2441, paragraph 6, of the Italian Civil Code, a copy of this report, in this text, is submitted to the Board of Statutory Auditors, so that it can express its opinion on the appropriateness of the criterion for determining the subscription price, and to the external independent auditors.

4. Rights on the newly issued shares to be issued in the context of the Capital Increase

The shares to be issued in execution of the Capital Increase will be ordinary shares of Tatatu and will have the same dividend rights as the Company’s existing ordinary shares.

Rome, November 11, 2022

For the Board of Directors.

Andrea Iervolino

Chairman of the Board of Directors


