

**PROCEDURE FOR REPORTING REQUIREMENTS TO EURONEXT GROWTH ADVISOR
OF NEXT GEOSOLUTIONS EUROPE S.P.A.**



(Document approved by the Board of Directors of Next Geosolutions Europe S.p.A. during the meeting of 15 May 2024)

Preamble

This procedure (the “**Procedure**”) summarises the disclosure obligations towards **Euronext Growth Advisor** (“**Euronext Growth Advisor**”) related to the admission to trading of the shares of Next Geosolutions Europe S.p.A. (the “**Company**”) on Euronext Growth Milan, a multilateral trading system organised and managed by Borsa Italiana S.p.A. (“**Euronext Growth Milan**”).

In accordance with the provisions of Article 31 of the Euronext Growth Milan Issuers’ Regulation (the “**Euronext Growth Milan Issuers’ Regulation**”), the Company has adopted this Procedure, which establishes the obligation for issuers to provide Euronext Growth Advisor with any information that may be necessary, appropriate or reasonably requested by Euronext Growth Advisor in order to fulfil its functions under the Euronext Growth Milan Issuers’ Regulation and the Euronext Growth Advisor Regulation (the “**Euronext Growth Advisor Regulation**”).

The Procedure will come into force as of the date of commencement of trading of the Company’s ordinary shares on Euronext Growth Milan.

For all matters not expressly envisaged by this Procedure, reference is expressly made to the provisions on the disclosure of price-sensitive information and corporate disclosure set forth in the Euronext Growth Milan Issuers’ Regulation and in the applicable laws and regulations, including European ones.

Article 1

Definitions

Capitalised terms and expressions have the meaning hereunder:

“**Board of Statutory Auditors**” means the Board of Statutory Auditors of the Company in office at any given time.

“**Board of Directors**” means the Board of Directors of the Company in office at any given time.

“**Euronext Growth Advisor**” means the company performing the role of the Company’s Euronext Growth Advisor in accordance with the provisions of the Euronext Growth Milan Issuers’ Regulation and the Euronext Growth Advisor Regulation.

“**SDIR**” means the service for the dissemination of regulated information pursuant to applicable Consob regulations, which envisages the dissemination of such information to the public, to Borsa Italiana S.p.A. and to Consob.

Article 2

Addressees of the Procedure

1. This Procedure is addressed to the Board of Directors and, on its behalf, to the Chair of the Board of Directors, to the Chief Executive Officer and to each director with management powers in order to ensure a punctual and effective fulfilment of the Company’s obligations undertaken, also contractually, towards Euronext Growth Advisor.
2. The Chair of the Board of Directors or the Managing Director may delegate to other executive directors or to one or more employees of the Company the material operational activities related to the aforementioned obligations.

Article 3

Reporting obligations to Euronext Growth Advisor

1. The Company must ensure the timely disclosure to Euronext Growth Advisor of the information listed below:
 - any initiative or significant variation relating to the equity, economic or financial situation of the Company or of its subsidiaries, or any internal and/or external event relevant to the assignment entrusted to Euronext Growth Advisor, including any planned activity concerning the increase of the share capital (also in order to coordinate with Euronext Growth Advisor with regard to the technical procedures for the collection of contributions and the making of the necessary communications to Borsa Italiana S.p.A. and to Monte Titoli S.p.A.), amendments to the Articles of Association, the assumption by the Board of Directors of significant expenditure commitments, investment or divestment in other companies or financing from associate companies or intra-group companies. Such relevant information will be deemed to have been promptly communicated to Euronext Growth Advisor with (i) the delivery of the notice of convocation of the Board of Directors (and of the relevant agenda as well as, if requested by Euronext Growth Advisor, of the documentation supporting the items on the agenda) – except in the case of meetings to be held in the presence of all shareholders and auditors in which the Company must in any event duly inform Euronext Growth Advisor in relation to such circumstance or take steps

to forward the appropriate information concerning the items on the agenda – called to take the relative decisions/assessments, as well as by forwarding the documentation supporting the items on the agenda; (ii) regardless of the presence or absence of Euronext Growth Advisor, even if invited to the Board of Directors meeting, by forwarding the draft minutes of the Board of Directors’ meeting, if available and made available to the directors, no later than the beginning of the meeting itself, and (iii) by subsequently forwarding the minutes approved at the Board meeting within 10 (ten) business days following the date of the meeting;

- any changes to the Board of Directors proposed to the Shareholders’ Meeting and/or the Board of Directors (in the event of any resolutions pursuant to Article 2386 of the It. Civil Code). In this case, it will be the Company’s responsibility to inform Euronext Growth Advisor in advance of the convocation of the Board of Directors with an indication of the proposals for the co-opting of Directors to be debated within the governing body, together with the *curricula vitae* and other necessary information regarding the candidates’ profile. Should the appointment of members of the administrative body be on the agenda of the Company’s Shareholders’ Meeting, the timely communication of the notice of the Shareholders’ Meeting shall be deemed sufficient for the aforementioned purpose;
- any measure and/or request received from the competent Regulatory Authorities and/or the Judicial Authorities that may have a significant impact on the financial, economic or asset situation of the Company or its subsidiaries; the Company will take steps to it to Euronext Growth Advisor – within the working day following the receipt of such requests – in digitised format, as an e-mail attachment;
- the prior request for consent for the disclosure of price-sensitive information including press releases and all information the disclosure of which is envisaged by the Euronext Growth Milan Issuers’ Regulations or by legal or regulatory provisions, including European ones, applicable to companies admitted to trading on multilateral trading systems. Such obligation shall always be deemed to have been fulfilled in a timely manner when it occurs on the day prior to the market disclosure or, exceptionally, within 12 (twelve) hours prior to the day that coincides with the deadline by which the disclosure to which the Company is obliged to be made pursuant to regulatory and/or legal provisions;
- the prior convocation of the Company’s Board of Directors, with the agenda of the meeting and the material necessary for participation attached: the forwarding shall be timely if sent on the same date with respect to the forwarding to the members of the Company’s governing body or, in the case of a meeting to be held in the presence of all shareholders and auditors, if Euronext Growth Advisor is promptly informed by means of forwarding appropriate information regarding the items on the agenda, on the same date as the information provided to the members of the governing body (ii) regardless of the participation of Euronext Growth Advisor, although invited to the meeting of the Board of Directors, the preliminary draft of the minutes of the governing body’s meeting, if available and made available to the directors, no later than the beginning of the meeting; (iii) the minutes approved at the board meeting within 10 (ten) business days following the date of the meeting at which the minutes were approved;
- the submission, on a quarterly basis and in any case when there is relevant information, of

- the Monitoring Form under Annex A, the management data of the most significant investee companies (where available), a copy of the minutes of the meetings of the Company's Board of Directors and Board of Statutory Auditors relating to the meetings held in the previous quarter, a copy of the contracts – including derivatives – relating to transactions involving the investee companies, with the specification that the submission to Euronext Growth Advisor must be made by the end of the month following the quarter in question;
- the shareholders' register, to be sent as soon as it is available and without delay, when the Company has up-to-date data on the shareholding structure or on the occasion of major corporate events, in relation to shareholders wishing to exercise their rights (participation in shareholders' meetings, dividend collection, allocation of rights/shares, etc.);
 - any deviation of the economic-financial results of the Company and the Group headed by it from the last approved budget and any deviation of the economic-financial performance of the Company and the Group headed by it from market estimates or the consensus of analysts or of the corporate broker.
 - any communication or report sent or to be sent to the Company's Supervisory Body where appointed, to the Board of Statutory Auditors or to the Board of Directors, and any periodic report or communication sent or to be sent by the Board of Statutory Auditors to the Board of Directors or to a Board committee of the Company, where provided for;
 - any capital increase transactions in order to coordinate with Euronext Growth Advisor on the technical procedures for the collection of contributions and communications to the market management company and Monte Titoli S.p.A;
 - any other information requested by Euronext Growth Advisor or due under the obligations assumed by the Company towards Euronext Growth Advisor. The issuance of the information referred to in this point will always be deemed to be timely if no specific deadline is indicated by Euronext Growth Advisor in its request or in the agreements with Euronext Growth Advisor.
2. Any communication must be made by e-mail to the address [●][**Note: to be completed by Alantra**] and to the e-mail addresses indicated by Euronext Growth Advisor from time to time.
 3. The Company undertakes to transmit at the same time to the address [●][**Note: to be completed by Alantra**] and to the e-mail addresses of Euronext Growth Advisor from time to time as may be indicated any communication sent to Borsa Italiana S.p.A. or uploaded on the SDIR.

Article 4

Failure to comply with this Procedure

1. The Delegated Bodies shall systematically proceed, at the opening of the meetings of the Company's Board of Directors, to the prior verification of the compulsory communications specified in this Procedure, postponing the discussion of any topics if the aforesaid communications have not been made to Euronext Growth Advisor, unless Euronext Growth Advisor itself gives its written consent, and without prejudice to any need for speedy deliberations, which must be duly motivated and recorded in the minutes of the relevant Board meeting.

2. Euronext Growth Advisor, having ascertained the non-fulfilment of this Procedure, will inform the Board of Statutory Auditors, which will be required to note said non-fulfilment at the Board of Directors' meeting for the necessary corrective actions.

Article 5

Amendments to this Procedure

The Chair of the Board of Directors or the Chief Executive Officer will propose to the Board of Directors the amendment of this Procedure whenever it becomes necessary due to ineffectiveness or to changes in the law, including regulatory law, applicable to issuers with securities traded on Euronext Growth Milan and/or in the market practices that will be formed on the matter and/or in the event of a request by Euronext Growth Advisor.

Article 6

Final provisions

For all matters not expressly established in the Procedure, the legal and regulatory provisions, including European ones, applicable to the Company as an issuer with securities admitted to trading on Euronext Growth Milan shall apply.

Article 7

Entry into force of the Procedure

This Procedure comes into force as of the date of commencement of trading of the Company's ordinary shares on Euronext Growth Milan.

Annex

Monitoring form to be completed by the Company on a quarterly basis or when there is relevant information to be shared with Euronext Growth Advisor.

Monitoring Form

From: Next Geosolutions Europe S.p.A.

To: Alantra Capital Markets Sociedad De Valores SAU (Italian branch of Alantra Capital Markets Sociedad de Valores SV S.A.U.)

NOTE: A signed copy must be returned to Euronext Growth Advisor. The following questions should be carefully considered and, should the directors have any doubts about the answers, they should contact Euronext Growth Advisor.

QUESTIONS	ANSWERS
Are the Company's economic and financial figures to date in line with the latest budget disclosed to Euronext Growth Advisor or to the market? Is the Company's liquidity in line with the latest budget disclosed to Euronext Growth Advisor?	
Has there been a breach or potential breach by the Company of any of its obligations or covenants imposed by the banking services or other agreements?	
Since the date of the last monitoring form, have there been any transactions (as defined in the Euronext Growth Milan Issuers' Regulation) involving the Company's shares by any director or a member of his or her family that were required to be announced pursuant to Rule 19 of Regulation (EU) No. 596/2014?	

QUESTIONS	ANSWERS
<p>Since the date of the last monitoring form, have any options been granted to any person that had to be announced pursuant to Rule 17 of the Euronext Growth Milan Issuers' Regulation?</p>	
<p>Have there been any events, issues or circumstances relating to the Company, its directors, employees or shareholders that were required to be announced by the Company under the Euronext Growth Milan Issuers' Regulation or that the directors believe should be communicated to Euronext Growth Advisor?</p>	
<p>Have there been any material changes in the Company's actual results or financial condition since any earnings forecasts, estimates or projections included in the admission document or otherwise made public?</p>	

Signature:

Date: