**REPORT OF THE
BOARD OF DIRECTORS OF
KALEON S.P.A.**

SHAREHOLDERS' MEETING OF 13 JULY 2026 ON FIRST CALL AND OF 15 JULY 2026 ON SECOND CALL

REPORT TO THE SHAREHOLDERS

Dear Shareholders,

Following the resolution adopted on 15 June 2026 by the Board of Directors of Kaleon S.p.A. (***Kaleon*** or the ***Issuer***), by notice published in extract form on 26 June 2026 in Il Sole 24 Ore and on the Issuer's website, the ordinary shareholders' meeting of the Issuer (the ***Meeting***) has been convened for 13 July 2026, on first call, and, if required, for 15 July 2026, on second call, to discuss and resolve upon the following

MEETING AGENDA:

1) Approval of the share-based incentive plan relating to ordinary shares of Kaleon S.p.A. named the "2026-2028 Stock Grant Plan", reserved for directors, employees and consultants of Kaleon S.p.A. and of the Group; related and consequent resolutions.

1. **Agenda Item 1 – Approval of the share-based incentive plan relating to ordinary shares of Kaleon S.p.A. named the "2026-2028 Stock Grant Plan", reserved for directors, employees and consultants of Kaleon S.p.A. and of the Group; related and consequent resolutions.**

Dear Shareholders,

With reference to the first and only item on the agenda, you have been convened in the Meeting to resolve on the proposal to approve a stock grant plan, based on the Company's ordinary shares and named the "2026-2028 Stock Grant Plan" (the ***Plan***), to be allocated to key persons within the Company and the Group, and to grant the Board of Directors appropriate powers to implement it.

The rules governing the Plan were approved by the Board of Directors on 15 June 2026.

The Plan, with the features described below, provides for the grant to beneficiaries, free of charge, of rights, each conferring – subject to the achievement of performance targets set by the Board of Directors and to the further conditions laid down in the rules – the right to receive, free of charge, one newly issued ordinary share of the Company, on the basis of one share for each right exercised.

In order to service the Plan, a free share capital increase may also be resolved upon, pursuant to and for the purposes of Article 2349, paragraph 1, of the Italian Civil Code and of the company by-laws, through the issuance of ordinary shares of the Company, and/or usage of treasury shares. Once the actual size of the Plan will be determined, the Board of Directors may resolve a capital increase by virtue of the powers delegated thereto, in order to increase the share capital, as resolved by the extraordinary shareholders' meeting on 31 October 2025, pursuant to Article 2443 of the Italian Civil Code.

(a) Reasons for the adoption of the Plan

According with the best market practices adopted by listed companies both in Italy and internationally, share-based remuneration plans are an effective means for incentivising and retaining individuals who hold key roles, as well as employees, helping to sustain and improve high levels of performance and to drive the growth and success of companies.

By implementing the Plan, the Company intends to promote and pursue the following goals:

(i) to make sure high levels of performance are rewarded by motivating management to enhance profitability and shareholder value;

(ii) to account for the results achieved during the financial year by establishing a direct link between remuneration and the related targets, thereby fostering motivation and the development of individual professional skills;

(iii) to strengthen key individuals' sense of belonging by awarding instruments that reflect the value of the Company, and to reinforce the alignment of management's interests with shareholders' ones, pursuing the overriding objective of creating value and safeguarding the company's assets.

Therefore, the Plan seeks to consolidate a shared commitment to the Company's strategic objectives between the Company and its "key" persons, with a view to ever-greater engagement, awareness and coordination, as well as to incentivize and retain them over the medium to long term.

(b) Beneficiaries of the Plan

The beneficiaries of the Plan will be identified, on one or more occasions and at the sole discretion of the Company's Board of Directors, from among those holding the office of executive director, as well as certain employees and/or consultants of the Company and/or the Group who play a major role for the Company and the Group. The Board of Directors may also divide the beneficiaries into classes or clusters according to their position and role within the organization.

The Plan also requires the continuation of the office, employment or consultancy relationship with the Company or the Group, and rules the consequences in case such relationship come to an end.

(c) Subject matter and implementation of the Plan

The Plan concerns the grant to the relevant beneficiaries, free of charge and in three tranches, of rights, up to a maximum aggregate of 706,250 rights, each entitling the holder to receive, free of charge, one ordinary share of the Company, for a total of up to 706,250 shares, deriving from a free share capital increase pursuant to Article 2349, paragraph 1, of the Italian Civil Code and/or from treasury shares.

The names of the beneficiaries and the number of rights to be granted to each of them, in each tranche, will be determined by the Board of Directors.

As noted above, the grant of rights will be split into three tranches. For executive directors and Level I and II employees, each tranche is further divided into sub-portions that vest progressively over several financial years (33%, 33% and 34%). For Level III employees, each tranche vests in full on the closing date of the relevant financial year.

The rights granted to beneficiaries will vest, and therefore become exercisable, only upon the occurrence of the following conditions:

(i) the beneficiary keeps their office or employment relationship with the Company and the Group throughout the entire vesting period and until the relevant vesting term expires;

(ii) the Group performance targets assigned by the Board of Directors, with regard to each tranche, from among those set out in the Plan rules are met.

The rights relating to each tranche granted to executive directors and Level I and II employees will vest progressively over three successive financial years (33% in the first year, 33% in the second year and 34%

in the third year), subject to the achievement of the goals associated with each year. For Level III employees, the rights under each tranche will vest in full at the close of the relevant financial year. The achievement of the goals will be assessed year by year in order to determine the actual number of rights that will vest.

The performance goals will be operational and/or strategic in nature and will vary depending on the cluster to which the beneficiary belongs. For executive directors, the goals will consist of achieving:

(i) a positive increase in consolidated Adjusted EBITDA compared with the previous financial year, with rising thresholds (a positive increase, an increase of at least 10%, and an increase of at least 15%), to which a total of three goals will be linked (Components A1, A2 and A3), each accounting for 20% of the total number of rights granted;

(ii) an increase in the Adjusted EBITDA Margin compared with the previous financial year (Component B), to which a number of rights equal to 20% of the total number of rights granted will be linked;

(iii) an increase in the number of Tourist Sites managed by the Group during the reference period (Component C), to which a number of rights equal to 20% of the total number of rights granted will be linked; and,

(iv) an increase in the volume-weighted average price (VWAP) of the Company's shares over the 30 trading days preceding the vesting term, compared with the same period in the previous financial year (Component D), to which a number of rights equal to 5% of the total number of rights granted will be linked; should the price increase exceed 15%, the number of Rights granted in respect of this component will be equal to 10% of the total number of Rights granted.

For employees (Levels I, II and III), in addition to the Components described above (each accounting for 10% of the rights granted) the goals will consist of a Component E relating to individual KPIs, to which a number of rights equal to 50% of the total number of rights granted to the Employee will be linked. The vesting of Component E will be left to the discretion and final assessment of the Board of Directors, it being essentially qualitative in nature and based on the employee's annual performance.

The achievement of the targets shall be determined at the sole discretion of the Company's Board of Directors, with the assistance of the Group's chief financial officer, based on the accounting records in the Group's consolidated financial statements as at 31 December 2026 for the targets relating to the first tranche, as at 31 December 2027 for the targets relating to the second tranche, and as at 31 December 2028 for the targets relating to the third tranche.

Responsibility for implementing the Plan will rest with the Board of Directors, which will be tasked to that end by the Shareholders' Meeting.

The Plan also provides for a claw-back clause, which allows the Company to recover, in whole or in part, the rights granted, in case such rights have not yet vested and been exercised, or the shares awarded to the beneficiary following the vesting and exercise of those rights (or, in case the shares have been sold, the exchange value thereof), net of any and all taxes and charges borne by the beneficiary, should the Board of Directors establish, within five years of the date the rights were granted, any of the following circumstances:

(i) the targets were assessed by the Board of Directors based on data and/or information that, as demonstrated by the competent corporate functions, prove to be "manifestly incorrect", provided that the result actually achieved, once recalculated using the correct data and/or information, differs materially from the goals assigned to the beneficiary as a condition for exercising the rights;

(ii) the willful or grossly negligent alteration by the beneficiary of the data used to achieve a target;

(iii) acts and/or conduct by the beneficiary in breach of statutory or regulatory provisions, internal company rules and/or the Group's ethical principles, which result in the achievement of a target.

In any event, the remedies available to the Company will apply only to the beneficiary responsible for the errors, alterations, acts and/or conduct referred to above.

The Plan will not receive any support from the special Fund for incentive of employees' participation in the companies (*Fondo speciale per l'incentivazione della partecipazione dei lavoratori nelle imprese*) referred to in Article 4, paragraph 112, of Law No. 350 of 24 December 2003.

Finally, since the Plan is serviced by means of a capital increase, the Plan itself will have a dilutive effect on the Company's share capital and on its shareholders. In particular, should all of the maximum 706,250 ordinary shares of the Company covered by that share capital increase be issued in order to implement the Plan, the maximum dilution will be 4.76% (without considering any changes in the share capital occurring after today's date).

(d) Duration of the Plan

The Plan spans a period of three financial years (2026, 2027 and 2028), with progressive vesting periods extending up to 31 December 2030 for the third tranche. The Plan will end by 30 June 2031, or upon delivery of the shares to the last beneficiary, if earlier.

(e) Transferability of the rights and shares

The rights will be granted to beneficiaries on a strictly personal basis; they will be registered and may not be transferred or disposed of *inter vivos* on any basis, nor may they be pledged or subjected to encumbrances of any kind, whether for consideration or free of charge.

Any shares awarded according to the Plan will not be subject to transfer restrictions. However, for a period of six months from their award, a beneficiary wishing to sell the shares must notify the Company, and the sale may take place only through the authorized intermediary appointed by the Company, in accordance with the Company's selling instructions, in order to ensure an orderly disposal of the shares on the market. After that period, the beneficiary may sell the shares freely.

Proposed resolution

Dear Shareholders,

should you agree with the matters set out above, the Board of Directors submits the following resolution for your approval:

"*The Shareholders' Meeting of Kaleon S.p.A.,*

- *having regard to the explanatory report of the board of directors;*

resolves

1. *to approve the share-based incentive plan relating to the Company's ordinary shares and named the "2026-2028 Stock Grant Plan", reserved for executive directors, employees and consultants of the Company and/or the Group, on the terms and with the features described in the report of the Board of Directors and in the related rules;*
2. *to mandate the Board of Directors and, in particular, to the Chairman of the Board of Directors, Vitaliano Paolo Federico Borromeo Arese Borromeo, to the executive vice president, Giberto Borromeo Arese Borromeo, and to the chief executive officer, Davide Molteni, each severally and with the power to sub-delegate, to implement the Plan on the terms and in the manner set out in the related rules, and to carry out all the steps and formalities of notification, filing and publication relating to the foregoing resolutions in accordance with the applicable law, and further granting them severally the power to make any purely formal corrections to the approved documentation, where necessary."*

Milan, 15 June 2026

For the Board of Directors

Giberto Borromeo Arese Borromeo

Executive vice president