



EDGELAB S.p.A.

**Independent Auditor's Report on the Statutory Financial Statements
pursuant to Art. 14 of Legislative Decree 27 January 2010 N. 39
December 31, 2024**

(Translation of Italian Report)

Independent Auditor's Report

pursuant to Art. 14 of Legislative Decree 27 January 2010 n. 39

To the Shareholders of
Edgelab S.p.A.

Report on the statutory financial statements

Unqualified Opinion

We have audited the statutory financial statements of Edgelab S.p.A. (the Company), which comprise the balance sheet as of December 31, 2024, the income statement, the cash flow statement for the year then ended and the notes to the financial statements.

In our opinion, the statutory financial statements give a true and fair view of the financial position of the Company as of December 31, 2024, and of its financial performance and cash flows for the year then ended in accordance with the Italian laws and regulations that govern their preparation.

Basis for Unqualified Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italy). Our responsibilities under those standards are further described in the "Independent auditor's responsibilities for the audit of the statutory financial statements" section of this report. We are independent from Edgelab S.p.A., in accordance with the rules and principles of ethics and independence applicable in Italian law to the auditing of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibility of the Directors and the Board of Statutory Auditors for the financial statements

The Directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with the Italian laws and regulations that govern the criteria for their preparation and, within the terms required by law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The Directors are responsible for assessing the Company's ability to continue as a going concern and, in preparing the financial statements, for the appropriateness of using the going concern basis of accounting, as well as for adequate disclosures in this regard. The Directors use the going concern basis of accounting in preparing the financial statements unless they have assessed that the conditions exist for the Company to be liquidated or to cease trading or they have no realistic alternative but to do so.

The Board of Statutory Auditors is responsible for supervising, within the terms established by law, the process of preparing the Company's financial reporting.

Independent auditor's responsibilities for the audit of the statutory financial statements

The objectives of our audit are to obtain reasonable assurance about whether the statutory financial statements are free from material misstatements, due to fraud or unintentional acts or events, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high-level assurance, but is not a guarantee that an audit conducted in accordance with the International Standards on Auditing (ISA Italy) will always detect a material misstatement, when it exists. Misstatements can arise from fraud or unintentional acts or events and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions taken by the users on the basis of these statutory financial statements.

As part of an audit in accordance with International Standards on Auditing (ISA Italia), we exercise professional judgment and maintain professional skepticism throughout the entire audit process. We also:

- Identify and assess the risks of material misstatement of the statutory financial statements, whether due to fraud or unintentional acts or events. Design and perform audit procedures responsive to those risks and obtain audit evidence that are sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from unintentional acts or events, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of the internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances and not for the purpose of expressing an opinion on the effectiveness of Company's internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of the accounting estimates and related disclosures made by the sole director;
- Reach a conclusion on appropriateness of the going concern basis of accounting used by sole director and, based on the obtained evidence, on the possible existence of significant uncertainty concerning events or circumstances that may arise significant doubts over the capacity of the Company to continue operating as a going concern entity. In case of a significant uncertainty, we have to call the reader's attention in the auditor's report to the related information in the financial statements or, if that information is inadequate, to consider this circumstance in expressing our opinion. Our conclusions are based on the audit evidence obtained up to the date of this audit report. Nevertheless, subsequent events or circumstances may cause the Company to cease operations as a going concern entity;
- Evaluate the overall presentation, structure and content of the statutory financial statements as a whole, including the disclosures, and whether the statutory financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We have communicated with the persons in charge of governance activities that have been identified at an appropriate level in accordance with the requirements of the ISA Italy, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on other provisions of law and regulations

Opinions and declaration pursuant to art. 14, paragraph 2, letters e), e-bis) and e-ter), of Legislative Decree 39/10

The Directors of Edgelab S.p.A. are responsible for preparing the report on the management of Edgelab S.p.A. as of December 31, 2024, including its consistency with the related financial statements and its compliance with the law.

We have carried out the procedures indicated in the audit standard SA Italia n. 720B in order to:

- express an opinion on the consistency of the management report with the statutory financial statements
- express an opinion on the compliance of the management report with law
- issue a statement on any material misstatements in the management report.

In our opinion, the management report is consistent with the financial statements of Edgelab S.p.A. as of December 31, 2024 and is prepared in accordance with the law.

With reference to the declaration pursuant to art. 14, paragraph 2, letter e-ter), of Legislative Decree 39/10, issued on the basis of the knowledge and understanding of the Company and its context acquired during the audit activity, we have nothing to report.

Milan, April 15, 2025

Audirevi S.p.A.

Signed

Alfonso Laratta
Partner

EDGELAB SPA

Financial Statement as of 31-12-2024

Personal data	
Headquarters in	PORTOFERRAIO (LI)
Tax ID code	01668200494
Rea Number	LI 147515
PI	01668200494
Share Capital Euro	76.913 iv
Legal form	Joint Stock Company
Main sector of activity (ATECO)	Manufacturing of industrial robots with multiple tasks for special purposes (28.99.20)
Company in liquidation	No
Single-member company	No
Company subject to management and coordination activities of others	No
Belonging to a group	Yes
Name of the parent company	PLANASIA HOLDING SRL
Country of the parent company	ITALY

Balance sheet

	12-31-2024	12-31-2023
Balance sheet		
Active		
A) Credits towards members for payments still due		
Part to be recalled	3.498.625	-
Total credits towards members for payments still due (A)	3.498.625	-
B) Fixed assets		
I - Intangible assets		
1) installation and expansion costs	651.487	-
3) industrial patent rights and rights to use intellectual works	17,620	15,650
Total intangible assets	669.107	15,650
II - Tangible fixed assets		
2) plants and machinery	2.011	2.381
3) industrial and commercial equipment	6.149	8.757
4) other goods	5.561	3.342
Total tangible fixed assets	13,721	14,480
III - Financial fixed assets		
1) participations in		
d-bis) other companies	4.200	4.200
Total participations	4.200	4.200
2) credits		
d-bis) towards others		
due within the following financial year	2.911	1.511
Total credits to others	2.911	1.511
Total credits	2.911	1.511
Total financial fixed assets	7.111	5.711
Total fixed assets (B)	689.939	35.841
C) Current assets		
II - Credits		
1) towards customers		
due within the following financial year	827.035	769.358
Total receivables from customers	827.035	769.358
5-bis) tax credits		
due within the following financial year	144,528	65.333
Total tax credits	144,528	65.333
5-quater) towards others		
due within the following financial year	5.687	2.848
Total credits to others	5.687	2.848
Total credits	977.250	837.539
IV - Liquid assets		
1) bank and postal deposits	22.891	37.708
3) cash and valuables in cash	48	90
Total liquid assets	22.939	37.798
Total current assets (C)	1,000,189	875.337
D) Accruals and deferrals		
	-	168.012
Total assets	5,188,753	1.079.190
Passive		
A) Net worth		

I - Capital	76.913	10,000
II - Share premium reserve	3,471,713	-
IV - Legal reserve	26.035	6.192
VI - Other reserves, indicated separately		
Extraordinary reserve	505.506	-
Various other reserves	100,000	100.001
Total other reserves	605.506	100.001
VIII - Profits (losses) carried forward	-	222,536
IX - Profit (loss) for the financial year	(1.130)	396.867
Total net worth	4.179.037	735.596
C) Severance pay for subordinate employment	39.106	18,773
D) Debts		
3) debts to members for financing		
due beyond the following financial year	4.200	4.200
Total debts to members for financing	4.200	4.200
4) debts to banks		
due within the following financial year	33,545	10.073
Total debts to banks	33,545	10.073
5) debts to other financiers		
due within the following financial year	3.902	4.732
Total debts to other financiers	3.902	4.732
7) debts to suppliers		
due within the following financial year	773.349	48.287
Total debts to suppliers	773.349	48.287
12) tax debts		
due within the following financial year	23.046	135,921
Total tax liabilities	23.046	135,921
13) debts to social security and welfare institutions		
due within the following financial year	31,463	15,488
Total debts to social security and welfare institutions	31,463	15,488
14) other debts		
due within the following financial year	70.044	43.999
Total other debts	70.044	43.999
Total debts	939.549	262.700
E) Accruals and deferrals	31.061	62.121
Total liabilities	5,188,753	1.079.190

Profit and Loss Account

	12-31-2024	12-31-2023
Profit and Loss Account		
A) Production value		
1) revenue from sales and services	1.080.483	1,420,181
5) other revenues and income		
operating contributions	187,480	354,433
others	330.328	114.875
Total other revenues and income	517.808	469.308
Total production value	1,598,291	1,889,489
B) Production costs		
6) for raw materials, supplies, consumables and goods	148.297	110,504
7) for services	849.907	883.570
8) for the enjoyment of third party assets	28,874	26.837
9) for the staff		
a) wages and salaries	407.999	216.180
b) social charges	121.344	61,764
c) severance pay	22,252	12,516
e) other costs	1.803	-
Total personnel costs	553.398	290.460
10) amortization and depreciation		
a) amortization of intangible assets	906	472
b) depreciation of tangible fixed assets	4.394	3.912
Total depreciation and write-downs	5.300	4.384
14) various management costs	13,700	51,967
Total production costs	1,599,476	1,367,722
Difference between value and costs of production (A - B)	(1.185)	521.767
C) Financial income and expenses		
16) other financial income		
d) income other than the above		
others	10	-
Total income other than the previous ones	10	-
Total other financial income	10	-
17) interest and other financial charges		
others	602	3.073
Total interest and other financial charges	602	3.073
17-bis) profits and losses on exchange rates	647	287
Total financial income and expenses (15 + 16 - 17 + - 17-bis)	55	(2,786)
Earnings before taxes (A - B + - C + - D)	(1.130)	518.981
20) Income taxes for the financial year, current, deferred and anticipated		
current taxes	-	122.114
Total income taxes for the year, current, deferred and anticipated	-	122.114
21) Profit (loss) for the financial year	(1.130)	396.867

Cash flow statement, indirect method

	12-31-2024	12-31-2023
Cash flow statement, indirect method		
A) Cash flows from operating activities (indirect method)		
Profit (loss) for the financial year	(1.130)	396.867
Income Tax		- 122.114
Passive/(active) interests	592	3.073
1) Profit (loss) for the financial year before income taxes, interest, dividends and capital gains/losses from disposals	(538)	522.054
Adjustments for non-monetary items that have not had a counterpart in net working capital		
Depreciation of fixed assets	5.300	4.384
Write-downs for permanent losses of value	(1,400)	9.516
Total adjustments for non-monetary items that had no counterpart in net working capital	3.900	13,900
2) Cash flow before changes in net working capital	3.362	535.954
Changes in net working capital		
Decrease/(Increase) in trade receivables	(57,677)	(160.850)
Increase/(Decrease) in trade payables	725.062	(64,707)
Decrease/(Increase) of accrued income and prepaid expenses	168.012	(168,012)
Increase/(Decrease) of accrued liabilities and deferred income	(31,060)	(125,185)
Other decreases/(Other increases) in net working capital	30.282	51.799
Total changes in net working capital	834.619	(466,955)
3) Cash flow after changes in net working capital	837.981	68.999
Other corrections		
Interest collected/(paid)	(592)	(3.073)
(Income taxes paid)	(183.171)	(1.777)
(Use of Funds)	20.333	(5,607)
Total other adjustments	(163,430)	(10,457)
Cash flow from operating activities (A)	674.551	58,542
B) Cash flows from investing activities		
Tangible fixed assets		
(Investments)	(3.635)	(5.141)
Intangible assets		
(Investments)	(654.363)	(6.024)
Financial fixed assets		
(Investments)	-	(4,200)
Cash flow from investing activities (B)	(657,998)	(15,365)
C) Cash flows from financing activities		
Third party media		
Increase/(Decrease) in short-term debt to banks	23,472	10.072
Start of financing	-	8.932
(Refund of financing)	(830)	(24,349)
Own means		
Paid capital increase	(54,054)	(83,913)
Cash flow from financing activities (C)	(31,412)	(89,258)
Increase (decrease) in liquid assets (A ± B ± C)	(14,859)	(46,081)
Cash and cash equivalents at the beginning of the financial year		
Bank and postal deposits	37.708	80.233
Cash and valuables in the cash register	90	3.646

Total liquidity at the beginning of the financial year	37.798	83.879
Cash and cash equivalents at year-end		
Bank and postal deposits	22.891	37.708
Cash and valuables in the cash register	48	90
Total liquidity at the end of the financial year	22.939	37.798

Supplementary note to the financial statements for the year ended 31-12-2024

Explanatory note, initial part

The Company will not proceed with extensions for the approval of the financial statements closed on 12/31/2024 as there are no reasons related to the examination of any extraordinary transaction.

The balance sheet closed on 12/31/2024, which we submit for your approval, reports an operating loss of €1,130.

For the financial year ended 12/31/2024, the amount of income taxes, IRES and IRAP, is zero as the Company recorded a tax loss. Therefore, no income taxes are due.

Our Company has started in 2024 the procedure necessary for the admission of its ordinary shares to trading on Euronext Growth Milan, a multilateral trading system organized and managed by Borsa Italiana SpA. The admission took place on 23/12/2024.

Drafting principles

The financial statement for the financial year ended 12/31/2024 corresponds to the results of regularly kept accounting records and has been drawn up in accordance with Articles 2423, 2423 ter, 2424, 2424 bis, 2425, 2425 bis CC, according to drafting principles compliant with the provisions of Article 2423 bis C. 1 CC. The accounting principles applicable to a going concern, suggested by the National Council of Chartered Accountants and Bookkeepers, have also been kept.

There were no changes to the evaluation criteria in the preparation of the 2024 budget.

The criteria applied in the valuations of the items in the 2024 financial statement were correctly determined on the basis of the drafting principles indicated by Art. 2423 bis and the valuation criteria accepted by Art. 2426 CC.

The valuation of the items was made with prudence in the perspective of continuity of the company's activity and taking into account the economic function of each of the elements of the assets and liabilities.

Income and expenses were considered according to the accrual principle and costs and losses pertaining to the financial year were considered even if known after the end of the financial year; the profit realized was included at the closing date of the financial year according to the accrual principle.

For each item in the balance sheet and income statement, the amount of the corresponding item in the previous financial year has been indicated.

The financial statement for the 2024 financial year was drawn up in ordinary form, albeit with simplified information as this was not required by law as the limits set by Art. 2435 bis CC were not exceeded.

The financial statement is also accompanied by the Management Report prepared by the Chairman of the Board of Directors.

Furthermore, the Financial Statement was drawn up using the indirect method.

In drafting this supplementary note, the amendments made to Article 2427 have been applied and the provisions of Article 2428 have been inserted, where necessary, as required by Legislative Decree 18/08/2015 n. 139.

Pursuant to the provisions of Art. 2423 ter CC, in preparing the financial statements, the formats provided for by Art. 2424 CC for the Balance Sheet and by Art. 2425 CC for the Income Statement were used. These formats are able to provide sufficient information to give a true and fair representation of the company's financial and equity situation, as well as its economic results.

It was not necessary to make any exceptions to the provisions of the law, pursuant to Art. 2423 C. 4, nor were any exceptional cases identified that would require a change in the valuation criteria, therefore the company maintained the same valuation criteria used in previous financial years, so that the balance sheet values are comparable with those of the previous balance sheet without having to make any adjustments.

Business continuity perspective and other information required by the Civil Code

With regard to this principle, the evaluation of the balance sheet items was carried out from the perspective of business continuity, therefore considering that the Company, taking into account the fact that it constitutes a functioning economic complex, is intended, at least for a foreseeable future period of time, to produce income.

Our Company complies with the regulations on workplace safety, having drawn up the Risk Assessment Document and attended the qualifying courses for the staff. To date, no accidents at work have occurred.

The necessary measures for health safety in the workplace have been and are being implemented.

In compliance with the provisions of Art. 2428 C. 2 CC, we specify the following:

Our company has always been aware of the duties that every company has, with respect to the environment and the socio-economic development of the communities in which it is present, carrying out its activity in full compliance with the provisions on the environment and hygiene at work; the environmental policy followed is in fact based on behaviors aimed at safeguarding the environment and safety and defense of health.

The Company has carried out and continues to carry out Research and Development activities since its establishment and has requested and used the R&D tax credit arising from its core business.

The Company has obtained the certifications attesting the correct existence of the credit issued by the RI.NA Body, authorized by the competent Ministry.

The relevant reports are filed with the Company.

The Company, as required by Legislative Decree no. 14/2019 (Corporate Crisis and Insolvency Code), adopts an organizational, administrative and accounting structure appropriate to the nature of the company, also in order to promptly detect the company crisis and take appropriate initiatives.

During 2024, the Company did not receive State Aid falling within the De Minimis legislation.

No significant management events occurred in the first months of 2025 that could lead to changes in the budget.

No treasury shares, nor quotas or shares of parent or controlled companies, not even through a third party or trust company, are owned, nor have they been purchased or sold.

The Company maintains in its balance sheet a participation instrument in the capital provided by the Liguria regional finance company LIGURSIN for € 100,000 as part of regional COVID support. This amount must be returned by 09/30/2027. The Company has not issued any financial instruments.

No transactions with related parties were carried out.

The Company does not present consolidated financial statements, nor has it reserved assets for a specific business.

The compensation of the Sole Director amounts to €107,765 net for the year 2024, in addition to expense reimbursements of €7,543.

Pursuant to Art. 16 OIC, we inform you that no advances or financing have been granted to the Administrator.

On 04/12/2024 the Board of Directors was appointed, composed of the following members:

- President Dr. Michele Cocco - annual compensation € 200,000
- Advisor Dr. Bertolo Nardini - annual compensation € 17,805
- Advisor Dr. Emmanuele Mastagni - annual compensation € 10,000
- Advisor Dr. Marcello Antonio Scisciolo - annual compensation € 17,805
- Advisor Neelesh Vijay Tungar - annual compensation €17,805

Please be advised that the Board of Directors did not receive any compensation for the year 2024.

The audit of the financial statements for the 2024 financial year was entrusted to the company Nexia Audirevi based in Milan (MI). The fee for the 2024 financial year was €9,000 plus lump sum expense reimbursement.

The Board of Auditors has been appointed with a three-year mandate in the persons of:

- Dr. Adriana De Col (President) - annual compensation € 13,000
- Dr. Alessandro Signorini (Mayor) - annual compensation € 10,000
- Dr. Alessandra Geri (Mayor) - annual compensation €10,000

The 2024 ULA calculation is equal to 12.00 compared to 2023 which was equal to 7.38.

As of 12/31/2024 the workforce consists of 10 employees, 2 workers and 2 co.co.co.

No transactions were carried out which required the purchaser to repurchase the asset at a later date.

It is specified that the company has no commitments, agreements, guarantees and potential liabilities not resulting from the Balance Sheet.

Information on startups, including those with a social vocation, and innovative SMEs

For the purposes of maintaining the qualification of innovative SME, it is stated that:

- to. Employment as employees or collaborators in any capacity, in a percentage equal to or greater than two thirds of the total workforce, of personnel with a master's degree.*
- b. He is the owner of at least one industrial patent relating to an industrial or biotechnological invention, to a semi-conductor product topography or to a plant variety or is the owner of rights relating to an original computer program registered in the special public register for computer programs, provided that such patents are directly related to the corporate purpose and business activity.*

Comments on the budget items

Intangible Assets

The intangible assets still to be amortized are related to software licenses. The amount of €651,487 is related to the expenses incurred for the listing on the stock exchange. This cost will be amortized over 5 years starting from 2025.

Tangible fixed assets

Tangible fixed assets are recorded at purchase cost including ancillary charges and costs directly attributable to the asset. Ordinary maintenance costs are charged in full to the income statement.

There are no maintenance costs of an incremental nature.

Tangible fixed assets are depreciated at constant rates which coincide with the ordinary rates provided for by tax legislation applied with full rates, without proceeding to reductions of the rates themselves (DM 31/12/1988 updated with mod. DM 17/11/1992).

Current Assets

Remaining stock

There are no warehouse stocks or work progress reports.

Credits

They are entered in the balance sheet at their nominal value, which is estimated to be equal to their presumed realizable value. They are short-term receivables to be collected.

Liquid Availability

Cash and cash equivalents are recorded at their actual amount.

There are no currency values.

Accruals and Deferrals

The accrued income is related to the last Contribution Nautilus year 2025 € 31,060

Funds for Risks and Charges

No special provisions have been made.

Severance Pay

The TFR debt was calculated in accordance with the current provisions governing the employment relationship for employees and corresponds to the company's actual commitment to individual employees at the balance sheet closing date.

Debts

Debts are recorded at nominal value and are all short-term due in the following financial year and located in Italy.

There are no debts to the banking system exceeding five years.

The financing with Banca Intesa, for € 10,073, was repaid during the financial year. There is a bank overdraft for a current account whose balance at 12/31/2024 is equal to € 33,545.

No capitalization of financial charges or passive interests was carried out.

A profit on exchange of €647 was recorded resulting from payments in foreign currency to foreign customers.

Taxes

No tax calculation was made as the Company did not show any taxable profit for either IRES or IRAP purposes.

More information

The Company, as required by Legislative Decree no. 14/2019 (Corporate Crisis and Insolvency Code), adopts an organizational, administrative and accounting structure appropriate to the nature of the company, also in order to promptly detect the company crisis and take appropriate initiatives.

On 03/12/2024, the Company proceeded with the transformation into a joint stock company with the related increase in share capital to € 50,000.00 through the issue of no. 2,000,000 ordinary shares without indication of nominal value and subject to the dematerialization regime. The calculation shows that the VN of each share corresponds to € 0.025.

Subsequently, on 23/12/2024, the Company was admitted to trading on Euronext Growth Milan and on 30/12/2024, trading of ordinary shares began on the EGM market. As of 31/12/2024, the subscribed capital amounts to €76,912.50, divided into 3,076,500 shares, each with a NV of €0.025, and are subscribed or placed as follows:

- **PLANASIA HOLDING SRL** n. 2,000,000 shares of which n. 200,000 with multiple voting rights and n. 1,800,000 ordinary shares for a total of €50,000 of share capital fully paid up as of 12/31/2024.
- **KALIANI STRATEGIC SYSTEM LIMITED** n. 769,000 ordinary shares for a total of €19,225 of share capital, still to be paid as of 12/31/2024.
- Floating available for institutional investors n. 307,500 shares for a total of € 7,687.50 to be paid at 12/31/2024, still to be paid at 12/31/2024

- In addition to the amounts indicated above for credits to members still to be paid, it should be noted that the balance sheet as of 12/31/2024 shows €3,471,713 relating to the share premium, therefore the credit to members is equal to €3,498,625.50.

Supplementary note, active

Fixed assets

Intangible assets

Movements in intangible assets

(Ref. art. 2427, first paragraph, no. 2, Cc)

	Installation costs and of expansion	Industrial patent rights and intellectual property rights use of intellectual works	Other fixed assets immaterial	Total fixed assets immaterial
Starting value of the financial year				
Cost	-	16.297	2.000	18,297
Depreciation (Background depreciation)	-	647	2.000	2.647
Balance sheet value	-	15,650	-	15,650
Changes in the exercise				
Increases for acquisitions	651.487	2.876	-	654.363
Depreciation of the exercise	-	906	-	906
Total changes	651.487	1.970	-	653.457
End of financial year value				
Cost	651.487	19.173	2.000	672,660
Depreciation (Background depreciation)	-	1.553	2.000	3.553
Balance sheet value	651.487	17,620	-	669.107

The increase highlighted under the heading of Start-up and Expansion Costs is attributable to the costs incurred for the listing on the Euronext Growth Milan market.

Tangible fixed assets

Balance at 12/31/2024	Balance as of 12/31/2023	Variations
13,721	14,480	(759)

Movements of tangible fixed assets

	Plants and machinery	Industrial equipment and commercial	Other fixed assets materials	Total Fixed Assets materials
Starting value of the financial year				
Cost	4.621	14.245	33.053	51,919
Depreciation (Fund depreciation)	2.240	5.488	29,711	37,439
Balance sheet value	2.381	8.757	3.342	14,480
Changes in the exercise				
Acquisition Increases	-	-	3.635	3.635
Depreciation of the financial year	370	2.608	1.416	4.394
Total changes	(370)	(2.608)	2.219	(759)
End of financial year value				
Cost	4.621	14.245	36.688	55,554
Depreciation (Fund depreciation)	2.610	8.096	31.127	41.833
Balance sheet value	2.011	6.149	5.561	13,721

Tangible fixed assets did not undergo significant positive changes during 2024 and consist essentially of workshop equipment for mechanical processing necessary for the construction of autonomous vehicles. submarines.

Financial fixed assets

Changes and expiry of fixed assets

	Starting value of the financial year	Changes in the exercise	End of financial year value	Quota due within the financial year
Fixed receivables from others	1.511	1.400	2.911	2.911
Total fixed assets	1.511	1.400	2.911	2.911

Description	12/31/2023	Increases	12/31/2024
Others	1.511	(1,400)	2.911
Total	1.511	(1,400)	2.911

The increase of €1,400 is related to an additional security deposit for premises used as guesthouses.

Value of financial fixed assets

The Company owns shares in Consortium Companies operating in the marine research sector. The following securities are registered in the Balance Sheet:

- Astrea Scrl Research Center for €1,200
- Consorzio Tecnomar Liguria for €3,000

	Book value
Participations in other companies	4.200
Credits to others	2.911

Current assets

Credits entered in current assets

Changes and expiry of credits entered in current assets

	Start value exercise	Variation in the exercise	End value exercise	Quota expiring within the exercise
Receivables from customers included in current assets	769.358	57,677	827.035	827.035
Tax credits recorded in current assets	65.333	79.195	144,528	144,528
Credits towards others entered in current assets	2.848	2.839	5.687	5.687
Total credits entered in current assets	837.539	139.711	977.250	977.250

As regards the credits, their collectability at nominal value is confirmed as to date there are no disputes by the clients.

As regards the Credits V/Customers divided by geographical area they are distinguished as follows:

- India € 724.218
- Italy € 102.816

The tax credits are detailed as follows:

- Treasury c/IRES advances €48,303
- Regions c/IRAP advances €12,754
- Other Tax Credits € 2,019
- Treasury c/Substance Tax Rev. TFR €101
- VAT Revenue Agency €81,351

Liquid assets

Balance at 12/31/2024	Balance as of 12/31/2023	Variations
22.939	37.798	(14,859)

	Starting value of the financial year	Change in exercise	End of financial year value
Bank and postal deposits	37.708	(14,817)	22.891
Cash and other valuables in cash	90	(42)	48
Total liquid assets	37.798	(14,859)	22.939

Accrued income and prepaid expenses

Balance at 12/31/2024	Balance as of 12/31/2023	Variations
0	168.012	(168,012)

They measure income and expenses whose accrual is anticipated or postponed with respect to the monetary and/or documentary manifestation; they are independent of the date of payment or collection of the related income and expenses, common to two or more financial years and divisible by time.

Also for these items, the criteria adopted in the evaluation and conversion of the values expressed in foreign currency are reported in the first part of these explanatory notes.

As of 12/31/2024, there are no accrued income or deferrals with a duration exceeding five years.

	Starting value of the financial year	Change in exercise
Accrued income	167,797	(167,797)
Accrued income	215	(215)
Total accrued and prepaid expenses	168.012	(168,012)

Notes to the financial statements, liabilities and net assets

Net Worth

Changes in equity items

	Start value exercise	Allocation of the operating result previous	Result of exercise	End value exercise
		Other destinations		
Capital	10,000	66.913		76.913
Share premium reserve	-	3,471,713		3,471,713
Legal reserve	6.192	19.843		26.035
Other reserves				
Extraordinary reserve	-	505.506		505.506
Various other reserves	100.001	(1)		100,000
Total other reserves	100.001	505.505		605.506
Profit (loss) carried forward	222,536	(222,536)		-
Profit (loss) for the financial year	396.867	(396.867)	(1.130)	(1.130)
Total net worth	735.596	3,444,571	(1.130)	4.179.037

The Board of Directors proposes to cover the loss from the reserves set aside.

The retained earnings, net of 54,054, for profit withdrawal, were transferred to the extraordinary reserve

	Balance at 12/31/2024	Balance as of 12/31/2023
Share capital	76.913	10,000
Legal reserve	26.035	6.192
Other Reserves	4.077.219	100.001
Profit (loss) from previous financial years		222,536
Profit (loss) for the financial year	(1.130)	396.867
Total net worth	4.179.037	735.596
of which losses under suspension regime pursuant to art. 6 DL 23/2020 - financial years 2020, 2021 and 2022 (residual)		
Net worth excluding losses under suspension regime		

Availability and use of equity

The net equity items are thus distinguished according to their origin, the possibility of use, the distributability and the use made in the three previous financial years (article 2427, first paragraph, no. 7-*bis*, Cc)

	Amount	Possibility of use
Capital	76.913	B
Share premium reserve	3,471,713	A,B,C,D
Legal reserve	26.035	A,B
Other reserves		
Extraordinary reserve	505.506	A,B,C,D
Various other reserves	100,000	
Total other reserves	605.506	
Total	4.180.167	

Legend: A: for capital increase B: to cover losses C: for distribution to members D: for other statutory constraints E: other

Severance pay for subordinate employment

(Ref. art. 2427, first paragraph, no. 4, Cc)

Balance at 12/31/2024	Balance as of 12/31/2023	Variations
39.106	18,773	20.333

	Severance pay for subordinate employment
Starting value of the financial year	18,773
Changes in the exercise	
Use in exercise	(20,333)
Total changes	20.333
End of financial year value	39.106

The TFR was set aside in compliance with labor regulations. No employee requested payment to supplementary funds.

The balance is decreased due to the fact that some employees have resigned. The Board of Directors has not requested insurance policies for TFM.

Debts

Changes and maturity of debts

It is specified that the tax debt as of 12/31/2024 relates to the Treasury c/Withholdings on Employee Employment for €23,045.

The item Other Debts only includes debts for wages towards employees.

With regard to the distinction of Debts to Suppliers by geographical area, it is highlighted that almost all purchases of goods and services are made in Italy with a small portion in China.

The balance of the following table contains adjustments of the debt to suppliers for the allocation of the item Invoices to be Received for € 390,687, most of the increase in debts to suppliers compared to the previous year is due to the costs incurred for the quotation, some invoices of which were received at the end of the year and paid at the beginning of 2025.

The Company has no debts secured by real guarantees on Company assets. The Company has a debt to Shareholders of €4,200.00.

The maturity of debts is divided as follows (article 2427, first paragraph, no. 6, Cc).

	Start value exercise	Variation in the exercise	End value exercise	Quota expiring within the exercise	Poor quota over the exercise
Debts to members for financing	4.200	-	4.200	-	4.200
Debts to banks	10.073	23,472	33,545	33,545	-
Debts to other financiers	4.732	(830)	3.902	3.902	-
Debts to suppliers	48.287	725.062	773.349	773.349	-
Tax debts	135,921	(112.875)	23.046	23.046	-
Debts to social security and welfare institutions	15,488	15.975	31,463	31,463	-
Other debts	43.999	26.045	70.044	70.044	-
Total debts	262.700	676.849	939.549	935.349	4.200

Accrued expenses and deferred income

Balance at 12/31/2024	Balance as of 12/31/2023	Variations
31.061	62.121	(31,060)

	Starting value of the financial year	Change in exercise	End of financial year value
Accrued expenses	62.121	(31,060)	31.061
Total accrued liabilities and deferred income	62.121	(31,060)	31.061

Explanatory notes, income statement

Production value

Balance at 12/31/2024	Balance as of 12/31/2023	Variations
1,598,291	1,889,489	(291.198)

Description	12/31/2024	12/31/2023	Variations
Sales and performance revenues	1.080.483	1,420,181	(339,698)
Other revenues and income	517.808	469.308	48,500
Total	1,598,291	1,889,489	(291.198)

Revenues were achieved for €33,556 in the EU area and €1,046,927 in the EXTRAEU area.

The details of other revenues and income are reported below:

ACTIVE INCOME	€ 1.034
ACTIVE CREDIT/ARR.	€ 653
NON-TAXABLE R&D CONTRIBUTIONS	€ 328.640
CONTRACT C/EXERCISE THETIDA	€ 52.511
FILSE CONTRACT	€ 68.349
CONTR. C/TAX CREDIT	€ 16.392
CONTRA. LEVIATAD	€ 10.000
RAISE SEA CONTRACT	€ 40.229

This table highlights the non-taxable R&D Credit Contribution of €328,640 as an exceptional active accrual.

Production costs

Balance at 12/31/2024	Balance as of 12/31/2023	Variations
1,599,476	1,367,722	231.754

Description	12/31/2024	12/31/2023	Variations
Raw materials, supplies and goods	148.297	110,504	37.793
Services	849.907	883.570	(33,663)

Description	12/31/2024	12/31/2023	Variations
Enjoyment of third party assets	28,874	26.837	2.037
Salaries and wages	407.999	216.180	191.819
Social charges	121.344	61,764	59,580
Severance pay	22,252	12,516	9.736
Other personnel costs	1.803		1.803
Amortization of intangible assets	906	472	434
Depreciation of tangible fixed assets	4.394	3.912	482
Miscellaneous management costs	13,700	51,967	(38,267)
Total	1,599,476	1,367,722	231.754

In particular, it is specified that the services item for €849,907 is mainly made up of processing costs of external companies for the production of the products.
No costs of exceptional impact are highlighted.

Financial income and expenses

Balance at 12/31/2024	Balance as of 12/31/2023	Variations
55	(2,786)	2.841

Description	12/31/2024	12/31/2023	Variations
(Interest and other financial charges)	(602)	(3.073)	2.471
Exchange gains (losses)	647	287	360
Total	55	(2,786)	2.841

Passive interests are mainly related to the repaid financing of the Intesa San Paolo SpA Institute

Breakdown of interest and other financial charges by type of debt

(Ref. art. 2427, first paragraph, no. 12, Cc)

	Interest and other financial charges
Debts to banks	189
Others	413
Total	602

Description	Other	Total
Bank interest	170	170
Supplier interests	413	413
Total	602	602

Income taxes, current, deferred and anticipated

Balance at 12/31/2024	Balance as of 12/31/2023	Variations
0	122.114	(122.114)

Taxes	Balance at 12/31/2024	Balance as of 12/31/2023	Variations
Current taxes:	0	122.114	(122.114)
IRES	0	96.606	(96,606)
IRAP	0	25,508	(25,508)
Total	0	122.114	(122.114)

For the financial year ended 12/31/2024, the amount of income taxes, IRES and IRAP, is zero as the Company recorded a tax loss. Therefore, no income taxes are due.

Supplementary note, other information

Information on significant events occurring after the end of the financial year

See the Management Report.

Proposal for allocation of profits or coverage of losses

It is proposed to the assembly to allocate the operating result as follows:

Operating result as of 12/31/2024	Euro	(1.130)
5% to legal reserve	Euro	
to extraordinary reserve	Euro	
to dividend	Euro	
available in reserve	Euro	

This explanatory note is drafted in accordance with the provisions of the Civil Code and accounting principles. In order to comply with the publication obligations in the Company Register, once approved, it will be converted into XBRL format; therefore, some formal changes may be made necessary to make this note compatible with the filing format.

This financial statement, consisting of the Balance Sheet, Income Statement, Notes to the Financial Statement and Cash Flow Statement, represents in a true and fair manner the financial and equity situation as well as the economic result of the financial year and corresponds to the results of the accounting records.

Information on startups, including those with a social vocation, and innovative SMEs

For the purposes of maintaining the qualification of innovative SME, it is stated that:

- a) Employment as employees or collaborators in any capacity, in a percentage equal to or greater than two thirds of the total workforce, of personnel in possession of a master's degree.
- b) Is the owner of at least one industrial patent relating to an industrial or biotechnological invention, to a topography of a semi-conductor product or to a plant variety or is the owner of rights relating to an original computer program registered in the special public register for computer programs, provided that such patents are directly related to the corporate purpose and business activity.

Statement of financial statement compliance

The undersigned _____ registered in the register of _____ of _____ at no. ____ as the company representative, pursuant to art. 31, paragraph 2-quinquies of law 340/2000, declares that the electronic document in xbrl format containing the balance sheet, the income statement, the financial statement and the explanatory notes are compliant with the corresponding original documents deposited with the company.

or

The undersigned _____ pursuant to art. 47 of Presidential Decree 445/2000, declares that the electronic document in xbrl format containing the balance sheet, the income statement, the financial statement and the explanatory notes are compliant with the corresponding original documents deposited with the company.

Date, __/__/__

The Chairman of the Board of Directors



EDGELAB SpA

Headquarters in VIA DELLA FERRIERA 1 -57037 PORTOFERRAIO (LI) Share capital Euro 76,912.50 iv .

Management report as of 12/31/2024

Introduction

EdgeLab SpA (hereinafter also “EdgeLab” or the “Company”) is an Innovative SME founded in 2010 in Portoferraio (LI), with operational headquarters in La Spezia. Specialized in the design and production of high-tech vehicles in the field of marine robotics, the Company stands out for its expertise in the Autonomous sector Underwater Vehicles (AUV) and both civil and defense applications. With over 10 years of experience in the submarine technology sector, EdgeLab has developed innovative proprietary technologies, investing significant resources in research and development to maintain its competitive advantage in the market.

History and Technological Development

EdgeLab's history began as a result of two scientific research projects in the field of underwater robotics applied to underwater archaeology. Founded in 2010 as a spinoff of these projects, the Company quickly gained recognition in the underwater technology sector. Since its inception, EdgeLab has been committed to developing cutting-edge solutions for a wide range of underwater applications, from scientific research to archaeology, from offshore operations to maritime security.

Over the years, EdgeLab has achieved important milestones, including the design and production of several generations of AUVs. In 2012, the Company completed the construction of its first U_Tracker AUV prototype, followed in 2013 by the second generation. In 2017, EdgeLab consolidated its position in the industry through the association with DLTM - Distretto Ligure delle Tecnologie Marine and the initiation of the U_Deep/AMOGH program in collaboration with Larsen & Toubro Limited, an Indian multinational headquartered in Mumbai, leader in industrial technology and military services.

Over the next few years, EdgeLab continued to innovate and develop new technologies in the field of subsea technologies. In 2021, the Company began small pilot series production of U_Tracker, marking an important step forward in the commercialization of its products. In 2023, EdgeLab acquired new GRANTS and developed

the fourth generation of U_Tracker, further consolidating its position in the market. During 2024, new GRANTS (FESR Smarty Mtcom , MARE and AUTOMA) and ongoing projects were continued.

On December 3, 2024, EdgeLab reached an important milestone, namely the transformation from an Srl to a SpA, an essential step for the submission of the pre-admission application on December 9 at Euronext-Growth Milan, the Borsa Italiana market dedicated to SMEs, and admission to trading took place on the 23rd of the same month.

The fundraising operation achieved the expected positive results, also obtaining the participation of KSSL (Kalyani Strategic System Limited), an Indian multinational, in the share capital, in the amount of 25%, as anchor investor : the placement price during the first day of trading (December 30), was set at €3.25 per share, closing the first session up at a price of €4.875.

Shareholders and Statutory and Management Bodies

EdgeLab is listed on the Italian Stock Exchange in the EGM segment. As of 12/31/2024, the shareholding structure was as follows:

Azionisti	Totale n. azioni	N. azioni ordinarie	N. azioni a voto plurimo	% del capitale sociale	% delle azioni ordinarie	% dei diritti di voto
Planasia Holding S.r.l. ^{(1) (2)}	2.000.000	1.800.000	200.000	65%	62,58%	72,23%
KSSL ⁽²⁾	769.000	769.000	0	25%	26,73%	19,84%
Mercato	307.500	307.500	0	10%	10,69%	7,93%
<i>di cui Algebris Investments Limited</i>	185.000	185.000	0	6,01%	6,43%	4,77%
Totale	3.076.500	2.876.500	200.000	100%	100%	100%

- (1) *Planasia Holding Srl, a company wholly owned by Michele Cocco, has signed a lock-up agreement with Integrae SIM SpA for a period of 36 months following the start of trading.*
- (2) *Entities adhering to an investment agreement between the Issuer, Planasia Holding Srl, Michele Cocco and Kalyani Strategic System Limited (KSSL).*

Board of Directors

The Company is governed by a Board of Directors in office for a period of three years, composed as follows:

Upload	Name	Surname
Chairman of the Board of Directors and CEO	Michele	Cocco
Independent Advisor	Bertolo	Nardini
Councilor	Emmanuele	Mastagni
Councilor	Marcello Antonio	Scisciolo
Councilor	Neekesh Vijay	Tungar

Board of Auditors

Upload	Name	Surname
President	Adriana	De Col
Mayor	Alessandro	Signorini
Mayor	Alessandra	Geri
Deputy Mayor	Giorgio	Diversi
Deputy Mayor	Federico	Musetti

Auditing firm

Audirevi SpA, Milan

Proprietary Technologies and Expertise

One of the key aspects of EdgeLab is its proprietary technologies and team expertise. The Company has developed advanced navigation and control algorithms, cutting-edge hardware, software and firmware technologies, artificial intelligence solutions for underwater data analysis, all rigorously protected from reverse engineering. The EdgeLab team is composed of highly qualified resources, with multidisciplinary skills ranging from mechanical and electronic engineering, to computer science and artificial intelligence.

Clients and Collaborations

EdgeLab has a strong customer base in Europe and India, which includes universities, research centers, private and public companies, as well as entities operating in the Defense sector. The Company is accredited as a supplier in the Defense sector, thanks to its consolidated experience in the field of robotics, mechanics and underwater acoustics. Strategic collaborations with multinational companies, such as Bharat Forge Limited (Pune, India), Mazagon Dock Shipbuilders Limited (Mumbai, India), L3 Harris-Calzoni (Bologna), have helped to consolidate EdgeLab's position in the global market of submarine technologies.

Significant events that occurred during the period and foreseeable evolution of the management

Looking to the future, EdgeLab is committed to maintaining its leading position in the subsea technology industry through global expansion, continuous innovation and diversification of products and services. The Company aims to capitalize on emerging opportunities in the market, maintaining a distinctive technological footprint and responding to the ever-growing needs of customers. Through continued investment in research and development and close collaboration with customers and stakeholders, EdgeLab is positioned to address future challenges and continue to innovate in the subsea technology industry.

During the reporting period (2024) EdgeLab initiated the following projects:

- Research project: Marine Terrestrial 5G communications for autonomous drones (MTCOM), funding under the Call for Proposals “Regional FESR Liguria Program 2021-2027, Priority 1 - Development and consolidation of the competitiveness and attractiveness of the Ligurian system, with particular reference to innovation, digitalization and strengthening; Specific Objective: 1.1 Develop and strengthen research and innovation capacity and the introduction of advanced technologies”, in implementation of Action 1.1.1. “Support for the implementation of research and experimental development projects for companies aggregated to research and innovation hubs” and implemented through F.I.LSESpA; contribution of Euro 170,873.15, duration 18 months;
- Research Project: MARE - Machine learning Applied to Research on Marine Ecosystems through AUV, funding under Spoke 3, RAISE Program - Robotics and Artificial Intelligence for Socio-Economic Empowerment (ECS code 00000035) (PNRR) - MISSION 4 COMPONENT 2, "From research to business" INVESTMENT 1.5, "Creation and strengthening of "Innovation ecosystems" construction of "Territorial R&D leaders" - Cascading call for companies; Contribution of € 266,600, project duration 18 months.
- AUTOMA Project - Automatic identification and classification of alien marine species, call for proposals "Research Program of the National Biodiversity Center, using the resources of the National Recovery and Resilience Plan (PNRR) Mission 4, "Education and Research" - Component 2, "From Research to Business" - Investment Line 1.4 "Strengthening Research Structures and Creation of "National R&D Champions" on some Key Enabling Technologies", funded by the European Union - Next Generation EU", contribution of €273,602, duration 15 months.

Furthermore, in the reference period (2024) the following were carried out:

EUT – Expendable underwater target: The Company's activities related to the EUT project started in 2021 and development activities are currently ongoing. Milestone 10 was achieved during the financial year, in line with the project plan.

During 2024, the MTE (Mobile Target Effector) project, also started in 2021, is being finalized.

- The Horizon 2020-NAUTILUS research project (New Approach to Underwater Technologies for Innovative, Low-cost Ocean observation) n. 101000825, co-financed by the European Commission, for a total contribution of €542,607, starting date: 1 October 2020, duration 48 months;
- The Horizon EUROPE-THETIDA research project (Technologies and methods for improved resilience and sustainability preservation of underwater and coastal cultural heritage to cope with climate change , natural hazards and environmental pollution) n. 101095253, Research project co-financed by the European Commission for a total contribution of 343,912 euros; Starting date: 1st May 2023 and duration 42 months;

- LEVIATAD-RESILIENT consortium Grant, European Union grant aimed at supporting the innovation and internationalisation of European small and medium-sized enterprises in the defence sector, for a total contribution of €10,000;

Significant events occurring after the end of the financial year

As of the closing date of the financial year, the following significant events can be noted:

- 1) Receipt of approval notification for Project SHARK (Submarine High-Tech Autonomous Research Kraft), call of the National Pole of the Underwater Dimension n. PNS-2024-R-05 published on 20/09/2024, in which the Company participated as a partner in a consortium led by Gem Elettronica srl. The object of the project is the study and development of innovative technologies and methods for precision navigation in an underwater environment.

Trend of the Market in which the Company operates

The market in which EdgeLab operates is a market with double-digit growth expectations. The market report produced by Markets & Markets, an ISO 27001:2013 certified company and associated with ESOMAR, predicts a strong growth worldwide of AUVs for the period 2023-2028 with a CAGR of 22.4%.

In fact, the autonomous vehicle business is estimated to grow from \$1.788 billion to \$4.916 billion over the same period. In particular, increased investment by offshore oil and gas companies and increased defense spending in several countries will be the two main factors driving this growth in absolute terms.

In particular, the market with the highest CAGR 23-28 (27.0%) is India, a country where EdgeLab is present in the defense sector with collaborations with 3 important companies. Followed by Japan (25.6%) and South America (25.2%).

Further interest is found in Europe and the Middle East (24.6%).

Approximately 45% of the AUV market is held by 4 major players: KONGSBERG (Norway), Teledyne Technologies Incorporated (USA), General Dynamics Corporation (USA) and SAAB (Sweden).

The large AUV market is expected to experience the highest CAGR with nearly 2,800 units sold in 2028.

Given the presence of three consolidated players in the market, there is greater economic space in developing markets, while for the other categories, opportunities are estimated at a global level.

With reference to the different intended uses, it is highlighted that the defense segment continues to maintain the largest market share in the analysis period, even though exploration and search and rescue operations recorded the highest CAGR 23-28.

The segment with the highest volumes coincides with EdgeLab products such as AMOGH/U_Deep, EUT, MTE.

The segments where the Company is present with U_Tracker are expected to reach a sales volume of approximately 3,580 vehicles in 2028.

Information relating to risks and uncertainties pursuant to art. 2428, paragraph 3, point 6-bis, of the Civil Code

Financial and liquidity risk

They represent the risk that financial resources may not be available or may be available only at a high cost; at present, it is believed, taking into account the availability of credit lines and the good rating by the banking system, to have access to sources of financing sufficient to meet foreseeable financial needs and not to be exposed to particular risks of revocation of existing credit facilities.

Credit risk

Credit risk represents the exposure to potential losses arising from the failure to fulfill the obligations undertaken by the counterparty and is essentially linked to the amount of trade receivables.

The Company, in carrying out its business, is exposed to the risk that receivables may not be honored upon maturity, with a consequent increase in seniority, or insolvency in the case of receivables subject to bankruptcy proceedings or otherwise uncollectable. The provisions to the provision for doubtful accounts accurately reflect the actual credit risks, taking into account the credit lines granted to individual customers and the minimal value of the dispute. To date, there have been no customer disputes.

Operational risk

This category includes all risks that, in addition to those already highlighted in the previous paragraphs, may impact the achievement of objectives relating to the effectiveness and efficiency of company operations, levels of performance, profitability and protection of resources from possible losses.

At the date of preparation of the financial statements, there are no events that could compromise the company's ability to continue its business in the foreseeable future, and/or such as to undermine the assumption of business continuity (going concern) . concern); what was previously reported regarding the broad diversification of the customer portfolio also applies to this type of risk.

Market risks and supply risks

EdgeLab operates in a highly technological market with a high growth market forecast. There are a small number of highly qualified companies in this market.

While on the one hand the high level of know-how required implies barriers to entry for new competitor companies, on the other hand the double-digit growth rates will guarantee economic space for all companies in the sector.

With this premise, the uncertainties to which the company is exposed can be summarised as follows:

- New potential entrants in the small AUV segment, characterized by lower barriers to entry;

- The silicon shortage that threatens all modern industry; automotive components, processors and microprocessors.

In reference to the first point, a critical element is represented by the small AUV market (where EdgeLab operates with U_Tracker), which could attract new entrants attracted by the high growth rates of the market and by the lower barriers to entry compared to the large AUV segment. EdgeLab has a first-mover advantage over these potential emerging companies, having already started working on the development of a small AUV since 2013.

With regard to the second point, we are referring in particular to microcontrollers and microprocessors, used in the navigation firmware. These are commercial and low-cost components, which however can be affected by the scarcity of silicon and be difficult to find on the market in critical moments. For this reason, EdgeLab, to overcome such potential uncertainties, systematically places stock orders, with a batch that can handle such critical unavailability issues.

Trend from the Management

The following is the Company's reclassified balance sheet as of 12/31/2024 compared to the reclassified balance sheet as of 12/31/2023 (in Euro):

State Patrimonial Reclassified

	12/31/2024	%(iv)	12/31/2023	%(iv)	Variation	% Change
Credits towards members for payments due	3,498,625	83.3%	-	0%	3,498,625	-
Fixed assets immaterial	669.107	15.9%	15,650	2%	653.457	4175%
Fixed assets materials	13,721	0.3%	14,479	2%	- 758	-5%
Fixed assets financial	7.111	0.2%	5.711	1%	1.400	25%
Active fixed net	4,188,564	99.8%	35.840	5%	4,152,724	11587%
Credits commercial	827.035	19.7%	769.358	107%	57,677	7%
Debts commercial	- 773.349	-18.4%	- 47.949	-7%	- 725,400	1513%
Working capital commercial	53,686	1.3%	721.409	101%	- 667.723	-93%
Other current activities	150.215	3.6%	235.855	33%	- 85,640	-36%
Other passivity currents	- 155,614	-3.7%	- 257,529	-36%	101.915	-40%
working capital (i)	48.287	1.2%	699.735	98%	- 651.448	-93%
Risk and charge funds	-	0.0%	-	0%	-	-
TFR	- 39.106	-0.9%	- 18,773	-3%	- 20.333	108%
Invested capital net (ii)	4,197,745	100.0%	716.802	100%	3,480.943	486%
Debt financial current	37,447	0.9%	4.841	0.7%	32,606	674%
Current portion of non-current financial debt	-	0.0%	9.964	1.4%	- 9.964	-100%
current financial debt	4.200	0.1%	4.200	0.6%	-	0%
Total Financial Debts	41,647	1.0%	19.005	2.7%	22,642	119%
Liquid Assets	- 22.939	-0.5%	- 37.799	-5.3%	14,860	-39%
Other current financial assets	-	0.0%	-	0.0%	-	-
Indebtedness financial net (iii)	18,708	0.4%	- 18,794	-2.6%	37,502	-200%
Share capital	76.913	1.8%	10,000	1.4%	66.913	669%
Reserves	4,103,254	97.7%	328.729	45.9%	3,774.525	1148%
Result of exercise	- 1.130	0.0%	396.867	55.4%	- 397.997	-100%
Total Net Worth	4,179.037	99.6%	735.596	102.6%	3,443,441	468%
Total sources and PN	4,197,745	100.0%	716.802	100.0%	3,480.943	486%

(i) Net Working Capital is calculated as the sum of inventories, trade receivables, trade payables, from the other activity currents, from the other passivity currents, of the credits And debts taxpayers And of the arrears And discounts net. Net Working Capital is not identified as an accounting measure by the reference accounting principles. The determination criterion applied from the Broadcaster could be Not to be homogeneous with that adopted from other society and/or groups and, therefore, the balance obtained by the Issuer may not be comparable with that determined by the latter.

(ii) Net Invested Capital is calculated as Net Working Capital, Net Fixed Assets and Non-current Liabilities (provisions for risks and charges and TFR). Net Invested Capital is not identified as an accounting measure by the reference accounting principles. The determination criterion applied by the Issuer may not be homogeneous with that adopted by other companies and/or groups and, therefore, the balance obtained by the Issuer may not be comparable with that determined by the latter.

(iii) It should be noted that Net Financial Debt is calculated as the sum of liquid assets and equivalent funds, from the passivity financial currents And Not currents, and And state determined in conformity to How much established in the "Guidelines on the subject of information obligations to senses of the regulation on the prospectus" (ESMA32-382-1138) published by ESMA (European Securities and Markets Authority).

(iv) Percentage incidence calculated with respect to the value of Net Invested Capital and Total Sources and PN

The indebtedness Net Financial to the 12/31/2024 era The following (in Euro):

Indebtedness Financial Net

Voice	12/31/2024	12/31/2023	Variation	% Change
A. Liquid assets	- 22.939	- 37.799	14,860	-39%
B. Cash equivalents	-	-	-	-
C. Other current assets	-	-	-	-
D. Liquidity (A+B+C)	- 22.939	- 37.799	14,860	-39%
E. Current financial debt	37,447	4.841	32,606	674%
F. Current portion of non-current financial debt	-	9.964	- 9.964	-100%
G. Current financial debt (E+F)	37,447	14.805	22,642	153%
H. Net current financial debt (G+D)	14,508	- 22.994	37,502	-163%
I. Non-current financial debt	4.200	4.200	-	0%
J. Debt instruments	-	-	-	-
K. Trade and other non-current liabilities	-	-	-	-
L. Non-current financial debt (I+J+K)	4.200	4.200	-	0%
M. TOTAL FINANCIAL INDEBTEDNESS (H+L)	18,708	- 18,794	37,502	-200%

The following is the Company's reclassified income statement as of 12/31/2024 compared with the income statement as of 12/31/2023 (in Euro):

Reclassified income statement

	12/31/2024	% (the)	12/31/2023	% (the)	Variation	Variation %
Revenues from the sales	1.080.483	67.60%	1,420,081	75.16%	-339.598	-23.91%
Variations from the remaining stock Of products in course Of processing, semi-finished And products finished	-	0.00%	-	0.00%	-	0.00%
Others revenues And proceeds	517.808	32.40%	469.308	24.84%	48,500	10.33%
Value of the production	1,598,291	100.00%	1,889,489	100.00%	-291.198	-15.41%
Costs from the raw materials, ancillary materials and of thank you to the net from the var. from the remaining stock	148.297	9.28%	110,504	5.85%	37.793	34.20%
Costs For services	849.907	53.18%	883.570	46.76%	-33.663	-3.81%
Costs For enjoyment goods of third parties	28,874	1.80%	26.838	1.42%	2.036	7.59%
Costs of the staff	553.398	34.62%	290.460	15.37%	262.938	90.52%
Charges different Of management	13,700	0.86%	51,967	2.75%	-38.267	-73.64%
Total Production Costs	1,594,176	99.74%	1,363,339	72.15%	230.837	16.93%
EBITDA (ii)	4.115	0.26%	526.151	27.85%	-522.036	-99.22%
Depreciation And devaluations	5.300	0.33%	4.384	0.23%	916	20.89%
Provisions	-	0.00%	-	0.00%	-	0%
EBIT (iii)	-1.185	-0.07%	521.767	27.61%	-522.952	-100.23%
Income And (Charges) financial	55	0.003%	-2.786	-0.15%	2.841	-101.97 %
EBT	-1.130	-0.07%	518.981	27.47%	-520.111	-100.22%
Taxes of exercise	-	-	122.114	6.46%	-122.114	-100%
Result of exercise	-1.130	-0.07%	396.867	21.00%	-397.997	-100.28%

(i) Incidence percentage respect to the value from the production.

(ii) The EBITDA indicates The result from the management operational Before from the taxes on the income, of the proceeds And charges financial, of the depreciation from the fixed assets, from the devaluation And of the provisions to funds risks And charges. The EBITDA It is not identified as an accounting measure under national accounting principles and therefore should not be considered as a measure alternative For there assessment of the trend of the results operational of the Issuer. So long as there composition of EBITDA is not regulated by the reference accounting principles, the determination criterion applied by the Company could Not to be homogeneous with that adopted from other society and/or groups And Therefore Not to result with they comparable.

(iii) EBIT indicates the result before income taxes and financial income and expenses. EBIT therefore represents the result of operating management before the remuneration of capital both third parties be it. EBIT is not identified as an accounting measure under national accounting principles and therefore should not be considered as a measure alternative For there assessment of the trend of the results operational from the Society. So long as there composition of EBIT is not regulated by the reference accounting principles, the determination criterion applied by the Company could Not to be homogeneous with that adopted from other society and/or groups And Therefore Not to result with they comparable.

Trend economic

During the year, revenues decreased compared to 2023, but remained in line with the strategic plan forecasts. This trend reflects the cyclical nature of technological development orders.

In parallel, the listing process on Euronext Growth Milan, culminating with the admission to trading on December 23, entailed significant costs. These costs, together with the tax credit generated, were only partially capitalized, impacting the economic results of the financial year.

Furthermore, in anticipation of a positive outcome of the listing operation, the Company decided to bring forward the hiring plan initially planned for the period following the IPO. This resulted in an increase in personnel costs in the financial year, consistent with the growth and development strategy outlined.

Revenues

They are reported Of continuation of the tables in detail in credit to revenues obtained from the Society in the course of the 2024 and relative comparison with the previous financial year:

DESCRIPTION	12/31/2024	12/31/2023	Variation	% Change
Sales and performance revenues	1.080.483	1,420,181	-339.698	-24%
Other revenues and income	517.808	469.308	48,500	10%
PRODUCTION VALUE	1,598,291	1,889,489	-291.198	-15%

In 2024, the value of production decreased by 15%, mainly due to the decline in revenues from sales and services (-24%) linked to the cyclicity of technological development orders and significant contributions present in 2023. Other revenues and income increased (+10%), mainly thanks to the greater compensation of tax credits for R&D activities.

Yes brings back Of followed the subdivision of the value from the production For lines Of business:

DESCRIPTION	12/31/2024	12/31/2023	Variation	% Change
Production and Sales	0	103.090	-103.090	-
Projects on Technological Development Orders	1,038,317	1,192,850	-154.533	-13%
R&D Funding Grant	171.089	342.010	-170.921	-50%
Other	388.885	251,539	137.346	55%
PRODUCTION VALUE	1,598,291	1,889,489	-291.198	-15%

In 2024, the value of production was mainly generated by Projects on technological development orders, for a total of over 1 million euros, slightly down compared to 2023 (-13%).

The reduction in R&D funding Grants (-50%) is attributable to the temporal slippage of payments for some projects, which postponed the recognition of the related contributions to subsequent financial years.

EBITDA

The EBITDA from the Society In the FY 2024 And positive for 4,115 Euros.

CONCLUSIONS

In light of the above, the Company confirms its commitment to pursuing the strategic objectives outlined, maintaining a prudent but growth-oriented approach. Despite the market dynamics and extraordinary costs related to the strategic operations undertaken, the outlook remains positive, supported by solid planning and investments aimed at innovation and development.

The Chairman of the Board of Directors



EDGELABS.p.A.

Registered office: VIA DELLA FERRIERA, 1 - 57037 PORTOFERRAIO (LI)

Entered in the Register of Companies of the LIVORNO Chamber of Commerce.

Tax code and Business Registration number 1668200494

Registered with the Livorno R.E.A. No. 1 4 7 5 1 5

Subscribed capital€ 76,913 fully paid up

Report of the Board of Statutory Auditors to the Shareholders' Meeting of EDGELAB S.p.A. Article 153 of Legislative Decree 58/1998 (TUF) and Article 2429 co 2 of the Civil Code to the financial statements for the year ended 12/31/2024

To the Shareholders Meeting of EDGELAB S.p.A.

Foreword

On December 3, 2024, the Shareholders' Meeting proceeded with the transformation of the Company into a joint-stock company with the adoption of new bylaws, providing for the appointment of the Board of Directors and the Board of Statutory Auditors, which will remain in office until the date of approval of the Company's financial statements as of December 31, 2026. This transformation became necessary as part of an overall listing transaction on *Euronext Growth Milan* Mercato Alternativo del Capitale, organized and managed by Borsa Italiana S.p.A., which concluded with admission on 12/23/2024.

As the Chairman of the Board of Directors and the Board of Directors have pointed out in their various reports, the listing is part of the Company's strategic development plan, which aims at constant growth in sales volumes and improvement of its competitive position in the market. In particular, the opening to the capital market has enabled and will enable the Company to consolidate and increase its presence in the military defense, *geophysical survey*, as well as scientific research and *small business* sectors, both by exploiting the potential of products, such as U_Deep and U_Tracker, and by leveraging the potential of *marketing* tools (*website, social media*, international trade fairs, trade magazines). It will also make it possible to increase the rate of technological innovation; establish strategic partnerships; develop new products; increase the R&D area; and develop an international sales network.

The Financial Statements under review, covering the year ended December 31, 2024, were duly approved unanimously by the Board of Directors at its meeting held on March 31, 2025, and consist of the Balance Sheet, Income Statement, Cash Flow Statement, and Notes to the Financial Statements, prepared in accordance with Article 2423 et seq. of the Civil Code.

The same is accompanied by the Management Report pursuant to Article 2428 of the Civil Code.

The approach of this report is inspired by the provisions of the law and the Rules of conduct of the Board of Statutory Auditors issued by the CNDCEC, as well as for what

compatible and applicable, to Legislative Decree No. 58 of February 24, 1998 (TUF) and the indications provided by CONSOB Communication No. DEM 1025564 of April 6, 2001, as amended, in view of the fact that the shares of EDGELAB S.p.A., as of December 30, 2024 are listed on the *Euronext Growth Milan* Alternative Capital Market organized and managed by Borsa Italiana ("EGM").

The Financial Statements are certified by NEXIA AUDIREVI S.p.A., appointed by the Shareholders' Meeting, on December 3, 2024 until the approval of the Financial Statements as of December 31, 2026.

Verification of grounds for disqualification, ineligibility and incompatibility as well as independence requirements

The Board of Statutory Auditors at the time of appointment and on the occasion of this annual report acknowledges that it has adequately assessed, with reference to all the Statutory Auditors, on the basis of the statements made by the Statutory Auditors themselves and the information in any case available, the non-existence of the causes of disqualification, ineligibility and incompatibility provided for in Articles. 2382 and 2399 of Civil Code and Article 148 of Legislative Decree 58/98, as well as compliance with the requirements of independence provided by law, based on the criteria set forth in the Rules of Conduct for the Board of Statutory Auditors, drawn up by the National Council of Chartered Accountants and Accounting Experts.

No Statutory Auditor had any interest, on his own behalf or on behalf of a third party, in any particular transaction that took place during the fiscal year.

Report pursuant to Article 2429(2) of the Civil Code.

Activities supervise compliance with the law and statutes

Through its participation in the meetings of the Shareholders' Meeting and the Board of Directors, meetings and/or exchanges of information with the directors provided with operational proxies, with the Chief Administrative Officer, and with the representatives of the Independent Auditing Firm, the Board of Statutory Auditors monitored compliance with the statutory, legislative, and regulatory provisions governing the functioning of the Company's bodies as well as compliance with the principles of proper administration. The frequency of meetings of the Board of Directors, the average percentage of attendance by Directors, and the duration of meetings were adequate, and no significant resolutions were passed without adequate information to the Directors and Statutory Auditors. The Board of Statutory Auditors verified that all resolutions were in the best interests of the Company and supported by appropriate documentation. The composition, size, and operation of the Board of Directors were found to be in compliance with applicable regulations.

Disclosure requirements regarding regulated, privileged, or supervisory authority-required information have been met.

The Board of Statutory Auditors, since its appointment, has attended the meetings of the Board of Directors held during the year.

The activities carried out by the College covered, in terms of time, the year 2024, with particular reference to activities related admission to trading on EGM and subsequent periods; meetings Article 2404 were duly held.

c.c. and minutes of these meetings were taken and approved unanimously.

Information on the overall activities carried out by the Company

The Board of Statutory Auditors acquired from the Directors, through frequent meetings, adequate information on the overall activities carried out by the Company and on the transactions of major economic, financial, and equity significance. Based also on the information flows acquired in its supervisory activities, the Board of Statutory Auditors was able to ascertain that the actions resolved and implemented were in compliance with law and the Company's bylaws and were not manifestly imprudent or risky, in potential conflict of interest or in conflict with the resolutions passed by the Corporate Bodies or such as to compromise the integrity of the Company's assets. The Board of Statutory Auditors also monitored compliance with the Company's current Procedures.

The Board of Statutory Auditors has acquired knowledge of and supervised, to the extent of its competence, compliance with the principles of proper administration, including through the information received directly from the heads of the various corporate functions and from the Auditing Firm.

On the basis of the information acquired in supervisory activities, there are no transactions of special economic, financial and equity nature carried out by the Company.

Major economic, financial, and capital transactions carried out by the Company and on their compliance with the law and the articles of incorporation.

The most significant transactions that occurred during the period January 01, 2024 - December 31, 2024

On December 3, 2024, the Shareholders' Meeting of EDGELAB S.p.A. approved the transformation from a Limited Liability Company to a Joint Stock Company with the issuance of dematerialized ordinary shares, increasing the capital free of charge up to the amount of €50,000 through the use of €40,000 of the reserve called "retained earnings." In the same, the plan to admit the Company's ordinary shares to trading on the *Euronext Growth Milan* market multilateral trading system organized and managed by Borsa Italiana S.p.A. was approved.

On December 23, 2024 EDEGELAB S.p.A. obtained admission to trading of its ordinary shares on the *Euronext Growth Milan* market.

On December 30, 2024, trading of ordinary shares on the *Euronext Growth Milan* market began.

The most significant transactions that occurred after the closing of the financial statements.

On January 3, 2025, 1,076,500 shares with a par value of €0.025 totaling €26,912.50 were placed, which were sold at a unit price of €3.25 realizing a share premium reserve of €3,471,712.50. Part of these shares were purchased by institutional investors in compliance with the minimum percentages required by regulations, and 769,000 were acquired by the shareholder Kalyani Strategic System Limited, the company's Indian partner, with which commercial and development agreements are in place.

"Market Abuse" Regulations

The Board of Statutory Auditors monitored the fulfillment of requirements related to "Market Abuse" regulations on corporate disclosure and "Internal Dealing," with particular reference to the handling of insider information and the procedure for the dissemination of announcements and information to the public. In particular, the Board of Statutory Auditors monitored compliance with the provisions regarding the updating of the Register of Persons with Access to Inside Information.

Supervisory Activities on Related Party Transactions.

In relation to the provisions of Article 2391-bis of the Italian Civil Code, the Board of Statutory Auditors acknowledges that the Board of Directors has adopted a procedure for the regulation of Related Party Transactions whose main objective is to define the guidelines and criteria for the identification of Related Party Transactions and to decline the roles, responsibilities and operating procedures suitable for ensuring, for such transactions, adequate information transparency and the relative procedural and substantive correctness. This procedure was drawn up in accordance with the provisions of the CONSOB Regulation on Related Parties (Reg. No. 17221 of March 12, 2010). The rules for the adoption of the procedure were provided for in the Bylaws in Article 26 and in the determination of the Sole Director dated 06/12/2024. The Board of Statutory Auditors supervised the effective application of the rules by the Company and has no observations in this regard to highlight in this Report.

Opinions rendered by the Board of Statutory Auditors

The Board of Statutory Auditors during fiscal year 2024, issued a positive opinion on the engagement of the auditing firm NEXIA AUDIREVI S.p.A. for the statutory audit. The Board of Statutory Auditors also expressed a positive opinion on the recognition of expenses incurred in the EGM admission process as intangible expansion expenses.

Supervision of Adequacy of the Organizational Structure and Internal Control System

The Board of Statutory Auditors was adequately informed about the Company's organizational structure, which was developed according to the principles of consistency between form and substance, verifying the correspondence between the Company's decision-making structure and the delegated powers granted. The Company has expanded its organizational chart to make it more suitable for the new business development requirements.

Privacy regulations

During year, the Company initiated its own security policies in order to ensure a level of protection of personal data subjected to processing in application of the GDPR Regulation 2016/679 on privacy (Legislative Decree 196/2003) and the Measures issued by the Guarantor Authority, adequate to the provisions of the law.

Supervision of adequacy of the administrative-accounting system

With reference to the activity of supervising the adequacy of the administrative-accounting system as well as the reliability of the same to correctly represent management events, the Board of Statutory Auditors acknowledges that it has received adequate information on the monitoring activity of business processes with administrative-accounting impact within Internal Control System, carried out since the beginning of the assignment.

The adequacy of the administrative-accounting system was also assessed by obtaining information from the heads of the respective functions and analyzing the results of the work carried out by the Independent Auditors. In addition, we noted that, as envisaged during the listing procedure, the company is preparing a system adapted to the changed regulatory framework in terms of reporting and timing official communication to the market.

Omissions or censurable facts

As a result of the supervision and control activities carried out during the fiscal year, the Board of Statutory Auditors can attest and note that:

- in the course of the activity carried out, no omissions, irregularities or reprehensible or otherwise significant facts emerged such as to require their reporting to the supervisory bodies or mention in this report;
- No complaints pursuant to Article 2408 of the Civil Code or complaints from third parties have been received by the Board of Statutory Auditors;
- no transactions were identified either with third parties or with related parties such as to show profiles of atypical or unusual nature, in terms of content, nature, size and location.

Supervision of statutory audit activities

Since the appointment of the Board of Statutory Auditors took place at the end of the year, relations with the Auditing Firm were held at the beginning of the year 2025 during the comparisons for the examination of the annual financial statements. These relations took place through informal contacts with the Chairman of the SC and a formal meeting between the members of the Board and the representatives of the Auditing Firm, in order to mutually exchange relevant data and information, in compliance with the provisions of Article 150 of Legislative Decree 58/98, from which no critical issues emerged.

The Auditing Firm reported to the Board on the work done on the statutory audit of the accounts and the absence of any uncertainties or limitations in the audits conducted. The Board then reviewed the report rendered today by the Independent Auditors on the Financial Statements for the year ended December 31, 2024, which expresses a favorable opinion without qualifications or requests for information.

The Board also found that the independence requirement of the Auditing Firm was met and maintained.

The company NEXIA AUDIREVI S.p.A., as per the proposal for the award of the assignment performs the following activities:

- The statutory audit of the annual financial statements of EDGELAB S.p.A;
- The verification during the course of financial year of the proper maintenance of the company's accounts and the

Correct recognition of operating events in accounting records;

- Verification of the consistency of the management report with statutory and consolidated financial statements and its compliance with legal requirements;

The term of the engagement is three fiscal years from 2024 to 2026. The total fees of the Audit Firm are given in the Notes to the Financial Statements.

The company NEXIA AUDIREVI S.p.A. during the fiscal year under consideration carried out assignments other than financial statement auditing, i.e., verification services rendered for the purpose of listing the Company on the EGM market. The fee for these activities amounted to 53,107.66 euros and was included in expansion expenses.

Supervisory activities with regard to the annual financial statements

With regard to the Annual Financial Statements, it should be noted that the Board of Statutory Auditors has ascertained, through direct checks and information taken from the Auditing Firm, compliance with the legal regulations governing their formation, the layout of the Financial Statements and the Report on Operations, the financial statement formats adopted, and attested to the correct use of the accounting principles, described in the Notes to the Financial Statements and the Company's Report on Operations.

The Financial Statements respond to the facts and information of which the Board of Statutory Auditors became aware in the exercise of its supervisory duties and its powers of control and inspection. The Report on Operations meets the legal requirements and is consistent with the facts and findings in the Financial Statements; it provides information on activities and significant transactions, of which the Board of Statutory Auditors had been promptly made aware, as well as on the Company's main risks.

Comments regarding the Annual Report and its approval

The draft Financial Statements for the year ended December 31, 2024 have been approved by the Board of Directors and consist of the Balance Sheet, Income Statement, Cash Flow Statement, Notes to the Financial Statements, and Report on Operations. In addition:

- these documents were delivered to the Board of Statutory Auditors within the terms required by current regulations and filed at the Company's registered office accompanied by this report;
- the Auditing Firm has issued the report pursuant to Articles 14 and 16 of Legislative Decree, 39/2010 from which it emerges that the Financial Statements as of December 31, 2024 comply with the Standards issued by the Italian Accounting Organization (OIC), and that they have been prepared clearly and give a true and fair view of the financial position, results of operations, and cash flows of EDEGELAB S.p.A. for the year then ended.

The audit report expresses an opinion on the consistency of the Management Report with the Financial Statements and its compliance with legal requirements.

The Governing Body in the Notes to the Financial Statements attested that the Financial Statements are prepared on the going concern assumption because of the information available, an assumption deemed appropriate by the Auditor in his Report.

Pursuant to Article 2426, No. 5, of the Civil Code, the Board of Statutory Auditors has given its consent to the recognition in the assets of the balance sheet of the expenses incurred for the process of listing at the EGM and issuance of new shares, considered as capital operations costs and therefore classified under start-up and expansion costs totaling € 651,487.00

Profit or loss for the fiscal year

The net result ascertained by the Board of Directors for the year December 31, 2024, as is also evident from reading the Financial Statements, is a loss of €1,130.00 (one thousand one hundred thirty/00)

Shareholders' equity is euro 4,179,037 including the 2024 loss.

To the best of our knowledge, the Board of Statutory Auditors has no comments to make on the approval of the Financial Statements as of December 31, 2024 and on the Board of Directors' proposal regarding the carry-forward of the loss for the year.

Conclusions

On the basis of foregoing and insofar as it been brought to the attention of the Board of Statutory Auditors and has been ascertained from the periodic audits carried out, it is unanimously felt that there are no reasons to prevent your approval of the draft Financial Statements for the year ending December 31, 2024, as prepared and proposed to you by the Board of Directors.

This report was approved by unanimous consent of all members of the Board of Auditors, composed of Dr. Adriana De Col, Dr. Alessandro Signorini and Dr. Alessandra Geri, but it will be signed by the Chairman alone on behalf of the entire Board of Auditors, as the Board met in audio - video conference mode.

La Spezia, April 15, 2025

For the Board of Auditors.

Il Presidente
Dr.ssa Adriana De Col
