

# Object: <u>Shareholders meeting on 31<sup>st</sup> January 2022 – List of board members of Cassiopea S.p.A.</u> proposed by Cosmo Pharmaceutical NV.

### **1st CANDIDATE**

Name: Pierpaolo Guzzo Nationality: Italian Date and Place of birth: March 4,1968 - Rome (Italy) Residence: Via Michele Mercati,31 – Rome (Italy)

#### 2<sup>nd</sup> CANDIDATE.

Name: Marco Angelo Pasero Nationality: Italian Date and Place of birth: April 2,1966 - Siracusa (Italy) Residence: Via Buonarroti Michelangelo, 35 – Milan (Italy)

#### **3rd CANDIDATE.**

Name: Maurizio Baldassarini
Nationality: Italian
Date and Place of birth: December 21,1963 - Rome (Italy)
Residence: Via Cesare Majoli,10 – Rome (Italy)

#### 4<sup>th</sup> CANDIDATE.

Name: Roberto Lazzarone Nationality: Italian Date and Place of birth: April 29, 1958 - Turin (Italy) Residence: Via Pietrasanta, 12 – Milan (Italy)

#### **COSMO** Pharmaceuticals NV

Registered office: Riverside II, Sir John Rogerson's Quay Dublin 2, (IE) Tel. +353 (1) 817 0370 Fax. +353 (1) 823 0718 info@cosmopharma.com www.cosmopharma.com Registered in Netherlands Reg.Co. #65617738

Branch Registered in Ireland Reg. Co.#908460 VAT #IE3419733KH



### 5<sup>th</sup> CANDIDATE.

Name: Antonio Carnevali Nationality: Italian Date and Place of birth: May 25,1964 - Recco (Italy) Residence: Via Costanza, 4 – Milan (Italy)

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Pursuant to the Articles of Association of Cassiopea S.p.A., it is hereby declared that at least one third of the candidates (namely: Maurizio Baldassarini, Antonio Carnevali and Roberto Lazzarone) fulfil the requirements of independence set forth at Section 2399, 1<sup>st</sup> Alinea, of the Italian Civil Code, and the requirements of independence provided by the Swiss Code of Best Practice for Corporate Governance.

Dublin, 21 January 2022

Cosmo Pharmaceuticals N.V.

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Annexes:

- Declaration, acceptance and CV by Pierpaolo Guzzo
- Declaration, acceptance and CV by Marco Angelo Pasero
- Declaration, acceptance and CV by Maurizio Baldassarini
- Declaration, acceptance and CV by Roberto Lazzarone
- Declaration, acceptance and CV by Antonio Carnevali

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I, the undersigned, accept the candidature on the List of board members of Cassiopea S.p.A. proposed by Cosmo Pharmaceuticals N.V. for the Shareholders meeting on 31<sup>st</sup> January 2022 and, also, I state, according to the section n. 13 of the Articles of Association, that:

- I. I fulfil the requirements of law and of the articles of association;
- II. there are neither conditions of ineligibility or incompatibility, nor potential conflicts of interest;
- I am not subject to measures of disqualification from being director issued by a Member State of the European Union;

Acceptance:

Date: 18 1 202 Name: Pierpaolo Guzzo,

#### i.) Name: Pierpaolo Guzzo

#### ii.) Curriculum vitae:

- Italian (born 1968), in Rome, Italy;
- 2021 today: Board member and Executive Director, CFO of Cassiopea.
- 2015 today: Board member of Cassiopea.
- 2008 today: Founder and CEO of EQValue Partners, a consulting and investing company for SME's.
- 2000 2008: Director at PM & Partners SpA a private equity fund focused on Italian companies,
- 1998 2000: Investment manager at ABN AMRO Private Equity,
- 1996 1998: Member of the M&A team of SOFIPA, an Italian merchant bank.
- 1993 1996: Arthur Andersen working in the audit and the business consulting field.

# DICHIARAZIONE DI INCARICHI IN ESSERE

Il Sottoscritto Dott. Pierpaolo Guzzo, nato a Roma il 04/03/1968, domiciliato in Roma in Via Michele Mercati, 31, iscritto all'Albo dei Dottori Commercialisti al numero AA\_009859 e al Registro dei Revisori Legali al numero 105215 pubblicato sulla G.U. n. 100 bis del 17 dicembre 1999

#### DICHIARA

- Di ricoprire, alla data odierna, le seguenti cariche nelle società di capitali indicate nella tabella:

Società	CARICA NELLA SOCIETÀ	STATUS
Cassiopea SpA (Pharma) - Listed SIX (Ch)	Presidente CdA	In carica
Elco SpA (PCB)	Presidente CdA	In carica
Agatos Spa (Renewable Energy)- Listed AIM	Consigliere indipendente	In carica
Sistan Sgr (Financial services)	Consigliere indipendente	In carica
Elco Group Spa (Holding)	Consigliere indipendente	In carica
Femi SPA (Industrial Products)	Consigliere con deleghe	In carica
SEI srl (Renewable Energy)	Consigliere con deleghe	In carica
Hurry Italia Srl (car sharing solutions)	Consigliere indipendente	In carica
Yape Srl (Automation)	Consigliere indipendente	In carica
IEN Spa (broadcast and entertainment)	Presidente del Collegio Sindacale	In carica
SECO Spa (Electronic Systems) - Listed Star (It)	Presidente del Collegio Sindacale	In carica
CAM Spa (Construction)	Presidente del Collegio Sindacale	In carica
Filmmaster Production SpA (Media & Entertainment)	Presidente del Collegio Sindacale	In carica
Second Effort Spa (Hotel & Leisure)	Presidente del Collegio Sindacale	In carica
Golf Olgiata SpA (Real Estate)	Presidente del Collegio Sindacale	In carica
Healthware SpA (Digital Company)	Sindaco Unico	In carica
S'Astore Srl (Hotel &Leisure)	Sindaco Unico	In carica
ACAP SpA (Holding)	Sindaco Unico	In carica
Laboratori Farmaceutici Krymi SpA (Pharma)	Sindaco Effettivo	In carica
Geico SpA( Industrial Machinery)	Sindaco Effettivo	In carica
Lux Vide SpA (Tv series broadcast)	Sindaco Effettivo	In carica
Filmauro SpA (Film broadcast)	Sindaco Effettivo	In carica
GGE Principals Srl (Renewable energy)	Sindaco Effettivo	In carica
Filmmaster Events SpA (Media & Entertainment)	Sindaco Effettivo	In carica
Security Fleet SpA (Financial Services)	Sindaco Effettivo	In carica
Fandango SpA (Digital & Entertaiment)	Sindaco Effettivo	In carica

# Roma, 18 Gennaio 2022

Dott. Pierpaolo Guzzo

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- III. I am not subject to measures of disqualification from being director issued by a Member State of the European Union;

#### Acceptance:

Date: 19th January 2022 Name: Marco Angelo Pasero,

Annex: curriculum vitae

### <u>Dott. Marco Angelo Pasero</u> Dottore commercialista Revisore Contabile

Milano, 18 Gennaio 2022

# **DATI PERSONALI**

Nato a Siracusa il 2 aprile 1966 residente in Milano via Buonarroti 35 coniugato con un figlio Studio in Milano Corso Magenta 22 tel. uff. +39.0272003473 fax. uff. +39.0272003461 codice fiscale PSR MCN 66B02 I754B email marco@studiopasero.it

# **TITOLI DI STUDIO**

Dottore commercialista - anno 2001 Revisore Ufficiale dei Conti (Tribunale di Milano) - anno 2002 Laurea in Economia e Commercio, indirizzo Economico Aziendale presso l'Università Statale di Pavia - anno 1993 Corso in Business Administrations presso l'università UCSD di San Diego

### **ESPERIENZE**

Dal 1993 AL 1997 ho ricoperto il ruolo di responsabile dell'ufficio provincia dell'Unione Artigiani gestendo 30 uffici svolgendo attività di relatore nei vari convegni organizzati dall'associazione, camere di commercio e comuni.

Dal 2000 collaboro con importanti studi notarili di Milano nella preparazione studio ed analisi delle operazioni straordinarie quali :

Fusioni sia semplificate che inversa

Scissione mediante costituzione nuova società,

Acquisto azioni proprie, con predisposizione dei relativi verbali

Aumento di capitale con conferimento, predisposizione della perizia, asseverazione della stessa Analisi sulla fattibilità' di cessione della maggioranza di capitale a nuovi investitori, congruità del prezzo, con relativo accordo sulle modalità ' di pagamento

Trust, costituzione di società estera, conferimento di beni nella stessa, deposito del conferimento in Italia, dotazione azioni al trustee, analisi della fattibilità' e dei costi

# SPECIALIZZAZIONE

- Finanza Aziendale
- Ristrutturazioni Societarie
- Fiscalità Internazionale Trust Sistemazioni di patrimoni di famiglia
- Consulenza contrattuale e/o operazioni straordinarie (conferimenti, fusioni, scissioni, trasformazioni, cessioni ed affitti di aziende e rami aziendali, business plan, elaborazione patti parasociali).
- Perizie per il Tribunale di Milano

#### Studio Pasero- Milano Corso Magenta 22

e mail : marco@studiopasero.it Tel. 0039 02 72003473 / 0039 02 72003521 Fax. 0039 02 72003461

### PRINCIPALI CARICHE ATTUALI

ADRAS S.p.A. – Società che gestisce un Centro Commerciale – Presidente del Collegio Sindacale e Presidente dell'Organismo di Vigilanza AHSI S.p.A. – Fabbricazione di strumenti per irradiazione – Sindaco ITALIANA VALORIZZAZIONI IMMOBILIARI S.r.l. – Settore Immobiliare – Sindaco e Presidente dell'Organismo di Vigilanza CASSIOPEA S.p.A. – Ricerca e sviluppo sperimentale nel campo delle biotecnologie – Institore RESIDENZE PORTA NUOVA S.r.l. – Settore Immobiliare – Sindaco Supplente TIRSI S.r.l. – Attività di servizi tecnici all'impresa - Sindaco ARTHOS S.r.l. – settore immobiliare - Amministratore Unico SOARA IMMOBILIARE S.r.l. – settore immobiliare – Amministratore Unico 20 VOTES S.r.l. – Commercio – Amministratore Unico MARCO PASERO S.a.s. – Elaborazione elettronica dati – Socio Accomandatario CARINI società fiduciaria di amministrazione e revisione per Azioni – Vice Presidente del Consiglio di Amministrazione

ABACO S.r.l. - società fiduciaria e di revisione - Vice Presidente del Consiglio di Amministrazione

#### PRINCIPALI CARICHE RICOPERTE IN PASSATO

SINERGIA SISTEMI S.p.A. Settore energie rinnovabili - Sindaco ABACO S.r.l. - società fiduciaria e di revisione - Sindaco MILLEFIORI S.r.l. – Settore commercio – Sindaco COSMO RESEARRCH & DEVELOPMENT S.P.A. - settore farmaceutico –Sindaco COSMO HOLDING S.p.A - settore farmaceutico –Sindaco COSMO PHARMACEUTICALS S.p.A - settore farmaceutico –Sindaco COSMO BIOSCIENCE S.p.A IN LIQUIDAZIONE- settore farmaceutico –Sindaco EMOZIONE S.r.l. settore Merchant Bank – Sindaco VETABBIA – Settore immobiliare – Amministratore Unico CARINI società fiduciaria di amministrazione e revisione per Azioni – Sindaco Supplente ATMOS VENTURE S.p.A. in liquidazione – Attività di merchant bank – Sindaco supplente

SOLSALENTO TRE S.r.l. - settore energia - Consigliere di Amministrazione SOLSALENTO SETTE S.r.l. - settore energia - Consigliere di Amministrazione SUNNERGY GROUP S.p.A. - settore energia - Consigliere di Amministrazione FONDAMENTA SGR – settore gestione risparmio - Consigliere di Amministrazione EDIL MITEM S.r.l. – settore immobiliare – Amministratore Unico PIKE S.r.l. – settore risparmio energetico – Amministratore Unico

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- III. I am not subject to measures of disqualification from being director issued by a Member State of the European Union;
- IV. I fulfil the independence requirements provided for section 2399, 1° alinea, of the Italian Civil Code, and the independence requirements provided by the Swiss Code of Best Practice for Corporate Governance;
- V. I am a statutory auditor enrolled in the dedicated Italian register.

#### Acceptance:

Date: 18 January, 2022

Name: Maurizio Baldassarini,

Boldoncia.

Annex: curriculum vitae

i.) Name: Maurizio Baldassarini

#### *ii.*) Curriculum vitae:

- Italian (born 1963), in Rome, Italy;
- 2005 today: BOCG ASSOCIATI Founding Partner;
- 2001 2005: Contract Professor in the Corporate Finance department at the University of Rome;
- **1998:** PHD In Corporate Finance;
- **1992 2001:** Assistant Professor in the Corporate Finance department at the University of Rome.

# ELENCO INCARICHI IN ESSERE

Il Sottoscritto Dott. Maurizio Baldassarini, nato a Roma il 21/12/1963, domiciliato in Roma presso lo studio in Via Giovanni Antonelli 50, iscritto all'Albo dei Dottori Commercialisti al numero AA\_003834 e al Registro dei Revisori Legali al numero 2942 pubblicato sulla G.U. n. 31 bis del 21 aprile 1995

#### DICHIARA

- Di non trovarsi nelle condizioni di cui all'artt. 2382 e 2399 del codice civile;
- Di ricoprire, alla data odierna, le seguenti cariche nelle società di capitali indicate nella tabella:

	COMPANY NAME	POSITION
1	EQVALUE SRL	Board Member
2	CASSIOPEA SPA	Board Member
3	SOTRADE SRL	Board Member
4	LABORATORI FARMACEUTICI KRY MI SPA	President of Statutory Board
5	SSC NAPOLI SPA	President of Statutory Board
6	FANTINI SUD SPA	President of Statutory Board
7	<b>GOLDFLEET SPA</b>	President of Statutory Board
8	VEDRAI SPA	President of Statutory Board
9	SSC BARI SPA	President of Statutory Board
10	FB&ASSOCIATI SPA	President of Statutory Board
11	ELCO ELECTRONIC COMPONENTS ITALIANA SPA	President of Statutory Board
12	ELCO GROUP SPA	President of Statutory Board
13	OZE SRL	Statutory Auditor
14	DIBIMM SRL	Statutory Auditor
15	FLOSSLAb Srl	Statutory Auditor
16	CODERMINE	Auditor
17	SECURITIFLEET SPA	Statutory Auditor Board Member
18	INVESTINTILE SPA	Statutory Auditor Board Member
19	ITALCER SPA	Statutory Auditor Board Member
20	LA FABBRICA SPA	Statutory Auditor Board Member
21	SPRAY DRY SPA	Statutory Auditor Board Member
22	FEMI SPA	Statutory Auditor Board Member
23	DEVON&DEVON SPA	Statutory Auditor Board Member
24	PHARMAKRYMI SPA	Statutory Auditor Board Member
25	ARESCOSMO SpA	Statutory Auditor Board Member
26	ITALFLOOR SpA	Statutory Auditor Board Member
27	SELEMATIC SpA	Statutory Auditor Board Member
28	PASTAPACK SpA	Statutory Auditor Board Member
29	GEICO SPA	Statutory Auditor Board substitute
30	FANDANGO CLUB SPA	Statutory Auditor Board substitute
31	EUROPCAR ITALIA SPA	Statutory Auditor Board substitute
32	IZI SpA	Statutory Auditor Board substitute
33	IEN	Statutory Auditor Board substitute

In fede

Maurizio Baldassarini

Moldonei.

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- V. I am a statutory auditor enrolled in the dedicated Italian register.

#### Acceptance

Date: January 17, 2021	
Name: Roberto Lazzarone,	

#### Annexes:

- Annex 1: CV

- Annex 2: Current assignments as Director or Statutory Auditor

#### Annex 1

#### **Roberto Lazzarone**

#### Curriculum Vitae

Mobile: Business email: Personal email: +39 335 123 0136 roberto.lazzarone@bakermckenzie.com roberto.lazzarone@gmail.com



Senior professional, after about 24 years as Tax Partner in EY, Roberto joined Baker McKenzie in June 2020 as of counsel.

Chairman of Studio Legale Tributario - the Italian Tax & Law firm part of the EY network - since 2006 Roberto led the M&A tax team of EY for about 15 years.

In his career Roberto has accumulated a wide experience assisting corporate and private equity clients in structuring both cross-border and domestic M&A deals.

Roberto is also member of the board of statutory auditors of a number of Italian companies. Below some of his assignments.

Zambon S.p.A. - the Italian pharma specialties company

Edizioni Conde' Nast S.p.A. - part of the US based global publisher of Vogue, Vanity Fair etc...

Italscania S.p.A. - part of the wider Scania/Volkswagen group.

Schindler S.p.A. - part of the Swiss based lifts manufacturer

Deutsche Leasing Italia S.p.A. - the Italian leasing arm of the German Spartkasse

#### <u>Work experience</u>

From July 2020: of counsel at Baker McKenzie - Milan.

From 1996 to June 2020: tax partner at EY, chairman of the Tax&Law practice, lead of the Tax M&A team.

From 1993 to 1996: partner of a local tax advisory firm based in Milan and Genoa.

*From 1984 to June 1993*: auditor at Peat Marwick Mitchell and Co. (up to 1987) and then tax advisor at Studio Targa, Pagani, Vichi e Associati (the Tax&Law firm of KPMG Italy).

#### Personal data

Date and place of birth: April 29, 1958 - Turin Nationality: Italian

#### Education and professional titles

"Dottore Commercialista" and "Revisore contabile". Degree in Economics, University of Genoa (mark:110/110)

#### Foreign languages

English: fluent, both written and spoken.

# Current assignments as Director or Statutory Auditor

I, the undersigned, as candidate to the assignment of director of Cassiopea S.p.A., hereby report the detailed list of all my current assignments as Director and Statutory Auditor.

Company	Assignment
HENNECKE - OMS S.P.A.	Chairman of the Board of Statutory Auditors
EDRA S.P.A.	Director
SCHINDLER S.P.A.	Chairman of the Board of Statutory Auditors
SCANIA MILANO S.P.A.	Chairman of the Board of Statutory Auditors
SCANIA COMMERCIALE S.P.A.	Chairman of the Board of Statutory Auditors
ITALSCANIA S.P.A.	Chairman of the Board of Statutory Auditors
ADI S.R.L.	Statutory Auditor
R.B.M. ITALIA S.R.L.	Statutory Auditor
NEWCHEM S.P.A.	Statutory Auditor
GOTHA COSMETICS S.R.L.	Chairman of the Board of Statutory Auditors
GWC ITALIA S.P.A.	Statutory Auditor
BP4 S.R.L.	Statutory Auditor
DEUTSCHE LEASING ITALIA S.P.A.	Statutory Auditor and Member of the L. 231 Supervisory Board
B4 HOLDING I SICAF S.P.A.	Statutory Auditor
S.T.C. S.P.A SERVIZIO TRASPORTI COMBINATI	Statutory Auditor
EDIZIONI CONDE' NAST S.P.A.	Statutory Auditor
SURFACES TECHNOLOGICAL ABRASIVES S.P.A.	Statutory Auditor
VAGLIETTA 3 BG S.R.L.	Statutory Auditor
LUNA ABRASIVI S.R.L.	Statutory Auditor
ZAMBON S.P.A.	Statutory Auditor
ECO ERIDANIA S.P.A.	Statutory Auditor
ESSERE S.P.A.	Statutory Auditor
SOCIETA' EDITRICE ITALIANA S.P.A.	Statutory Auditor
LAZZERINI S.R.L.	Statutory Auditor
TECNOAMBIENTE S.R.L.	Statutory Auditor
ITALVOLT S.P.A.	Statutory Auditor
INGRAM MICRO S.R.L.	Statutory Auditor
VINCEN'T S.R.L.	Statutory Auditor

TENNIS BIDCO S.P.A.	Chairman of the Board of Statutory Auditors
DEMETRA HOLDING S.P.A.	Chairman of the Board of Statutory Auditors
TECRES S.P.A.	Chairman of the Board of Statutory Auditors

Milan, 17 January 2022

Roberto Lazzarone

- MTA - Loose

Object: <u>Shareholders meeting on 31<sup>st</sup> January 2022 – List of board</u> members of Cassiopea S.p.A. proposed by Cosmo Pharmaceuticals N.V. – Declaration of acceptance of the candidature

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- V. I am a statutory auditor enrolled in the dedicated Italian register.

#### Acceptance:

Date: January17, 2022

Name: Antonio Carnevali Datar Care

#### Annexes:

Annex 1 :	Curriculum Vitae
Annex 2:	Current assignments as Director or Staturtory Auditor

# **ANTONIO CARNEVALI** Chartered Accountant and Auditor

# **1. PERSONAL DATA**

Date and place of birth: May 25, 1964. Recco (Genoa) - Italy Office: Corso Magenta, 56, Milan Phone: + 39 02 48102140 (direct dial) Mobile: + 39 3487059739 antonio.carnevali@dca-italia.it

# 2. PROFESSIONAL EXPERIENCE

# Present DCA – Dottori Commercialisti Associati Financial and tax advisory services Firm - Milan, Italy: Managing Partner

Primary areas of advisory and consulting services:

- IAS/IFRS advisory services for listed companies
- Investment advisory;
- Special accounting consulting services for international and listed companies;
- Analysis of funding investment plans;
- Management of finance due diligence;
- Negotiation of terms and conditions for the financing;
- Business planning;
- Business performance management consulting services;
- Financial statement analysis, debt capacity analysis,;
- Financial modelling and valuation,
- Fairness opinions;
- Business risk assessment analysis and management models (risk prediction, risk quantification and risk management);
- Internal control engineering;

### Present 2A – Accounting&Auditing Partners S.r.l. - Milan, Italy: Audit Partner

Primary areas of audit practice: Industrial, trading services, banking and finance. Audit and attest engagements

Involved as partner in charge in recurring business reporting, audit and attest engagements and in internal control mandates for finance and OICR institutions. Involved as partner in charge in specific forensic investigations on suspected fraud and irregularities, global determination of the effective and potential liabilities as consequence of fraud, assistance and support about the organisation of critical financial documentation and data.

From 1990	
to 2000	PriceWaterhouseCoopers - Milan, Italy:
	Senior Manager
	Joined PriceWaterhouseCoopers in January 1990 as auditor.
	Primary areas of practice: Industrial, OIL&Gas, trading services and finance
	sectors.
	Involved in:
	Transactions regarding financial instruments and investments;
	Projects regarding leveraged and management buy-out transactions, group
	acquisitions and restructuring;
	Mergers, acquisitions and joint-ventures.
	Wide experience in forensic and fraud investigative accounting services.

### **3. ACADEMIC BACKGROUND**

1989 Economics Degree, "L. Bocconi" University of Milan (Italy).

# 4. PUBBLIC ASSOCIATION MEMBERSHIP

1993 Admitted to the Milan CPA (Italy)1999 Admitted to the Public Auditors Italian Register

Milan, 18/01/2022 Datas Care

# ANNEX 2: CURRENT ASSIGNMENTS AS DIRECTOR OR STATUTORY AUDITOR ANTONIO CARNEVALI

Company	Corporate assignment
IFIM Srl Istituto Finanziario Immobiliare	Board od Auditors President
Società Cooperativa Sociale Sociosfera Onlus	Board od Auditors President
DEC Impianti S.p.A.	Statutory Auditor
Pozzi Arturo S.p.A. Tessitura Jacquard	Statutory Auditor
Advanced Technologies SpA	Statutory Auditor
Aurelio Sangalli Holding S.p.A.	Legal Auditor engagments partner
MS Ambrogio S.p.A.	Legal Auditor engagments partner
Contifibre S.p.A.	Legal Auditor engagments partner
Starrock S.r.I.	Legal Auditor engagments partner
Finesso Finanziaria S.r.I.	Legal Auditor engagments partner
Angelo Finesso S.p.A	Legal Auditor engagments partner
HdE Holding S.r.l.	Legal Auditor engagments partner
Atlanta Stetch S.p.A.	Legal Auditor engagments partner
FOR ICT S.r.I.	Legal Auditor engagments partner
Macisa S.r.I.	Legal Auditor engagments partner
Aluservice S.r.I.	Legal Auditor engagments partner
Italsempione S.p.A.	Legal Auditor engagments partner
2A - Accounting&Auditing Partners S.r.I.	Board of Director member

**2A - Accounting&Auditing Partners S.r.I.**Board of Director member**Chartered Accounting Audit S.r.I**Board of Director member

Milan, January 2022

Antonio Carnevali Do toro Care