magis

Green Bond Report

December 2025

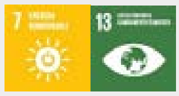
TABLE OF CONTENTS

1. Summary of the Green Financing Framework

The bond issue was based on the Green Financing Framework (hereinafter also the "Framework") adopted by Magis S.p.A. (formerly AGSM AIM S.p.A. and hereinafter also "Magis" only) and published in June 2024 to promote transparency and confirm the Group's commitment to green bonds and sustainable finance.
On 7th June 2024, Sustainalytics (Morningstar), provided a Second Party Opinion (SPO) attesting to the credibility and impact of Magis' Green Financing Framework, prepared in line with the four core components of the 2021 Green Bond Principles (with June 2022 Appendix) administered by ICMA[1] (GBP), and the 2023 Green Loan Principles managed by LMA, APLMA and LSTA[2] (GLP). The SPO is available on Magis' website[3].
In line with the Framework, the Company intends to issue green loans and bonds through public or private placements[4] and use the proceeds to finance or refinance, in whole or in part, existing or future projects that are expected to support the transition to a low-carbon economy and create positive environmental impacts in Italy..

1.1. Use of proceeds

The Framework distinguishes the eligibility criteria into four categories, as shown in the table below.

Eligible green category	Eligibility criteria	Related SDGs
RENEWABLE ENERGY	Investments and expenses for the construction, maintenance, acquisition and/or management of renewable energy projects and auxiliary technical equipment, with the aim of increasing the Group's capacity and/or production and promoting the energy transition.	
ENERGY EFFICIENCY	Investments and expenses relating to energy efficiency projects aimed at installing systems or products to reduce energy consumption, improve the energy efficiency mix or mitigate greenhouse gas emissions.	
CLEAN TRANSPORTATION	Investments and expenses relating to the construction, development, management, acquisition and/or maintenance of infrastructure promoting sustainable mobility with a lower environmental impact.	
POLLUTION PREVENTION AND CONTROL	Investments and expenses relating to the construction, development, maintenance and/or operation of facilities and projects that make a substantial contribution to the transition to a circular economy, reducing greenhouse gas emissions and facilitating waste prevention and recovery.	

As indicated in the Framework, the Eligible Green Projects may include capital expenditure, research and development, operating expenses and the acquisition solely of assets or companies that derive at least 90% of their revenue from activities that meet the eligibility criteria set out in the Framework.
The criteria for the selection of the Green Projects were defined, with the utmost possible diligence, in line with the EU Taxonomy Regulation[5] , in particular with the criteria for Substantial Contribution to Climate Change Mitigation (CCM), as established in the Climate Change Mitigation Delegated Acts[6] .

1 ICMA (2021). Green Bond Principles: Voluntary Process Guidelines for Issuing Green Bonds, June 2021 (with June 2022 Appendix 1). Available at: https://www.icmagroup.org/sustainable-finance/the-principles-guidelines-and-handbooks/green-bond-principles-gbp/
2 APLMA, LMA, LSTA, (2023), Green Loan Principles, February 2023: https://www.lma.eu.com/application/files/4716/7715/0338/Green_Loan_Principles_23_February_2023.pdf
3 https://www.gruppomagis.it/investitori/green-financing-framework
4 Magis informed Sustainalytics that private placements will not include the sale of shares to investors.
5 Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088. Available at: http://data.europa.eu/eli/reg/2020/852/oj
6 Commission Delegated Regulation (EU) 2021/2139 of 4 June 2021 supplementing Regulation (EU) 2020/852 of the European Parliament and of the Council by establishing the Technical screening criteria for determining the conditions under which an economic activity qualifies as contributing substantially to climate change mitigation or climate change adaptation and for determining whether that economic activity causes no significant harm to any of the other environmental objectives. Available at: http://data.europa.eu/eli/reg_del/2021/2139/oj

1.2. Project assessment and selection process

IThe main investment projects included in Magis' Business Plan, in order to be considered sustainable, were assessed using a cost-benefit analysis method that includes environmental and social indicators.
A dedicated Green Finance Committee (hereinafter also the "GF Committee") was established, comprising[7] the following managers operating at the Parent Company:

- Chief Executive Officer, as chairperson;
- Business Development Director;
- Director Finance & Control;
- Director of Legal Affairs;
- Market & Digital Transformation Director;
- People Transformation Director;
- Planning, Control and Risk Management Director;
- Power & Smart Infrastructures Director;
- Head of the Parent Company's Risk Management function and ESG, acting as secretary;

With regard to sustainable finance, the GF Committee carries out an annual review, with responsibility for:

- reviewing, assessing and selecting the Eligible Green Projects;
- regularly monitoring the portfolio of Eligible Green Projects to ensure that the eligibility criteria continue to be met and that they are not subject to major ESG controversies;
- excluding projects that no longer meet the eligibility criteria, or that have been postponed, cancelled, disposed of or are the subject of significant ESG controversies, and replacing them as soon as possible;
- defining the appropriate impact metrics and related KPIs that best describe the environmental benefits in accordance with the eligibility criteria;
- overseeing internal processes to identify known material risks of negative social and/or environmental impacts related to the Eligible Green Projects, and the appropriate mitigation measures where possible;
- validation of the allocation and impact reporting process;
- reviewing the content of Magis' Green Financing Framework and validating any amendments to the document in line with market or regulatory developments and the Group's sustainability strategy.

The selected projects are aligned with the environmental objectives approved by Magis as part of its overall sustainability strategy, as well as with the criteria of one or more eligible green categories set out in the "Use of Proceeds" section of the Framework.

The reporting criteria (allocation and impact, including the relevant metrics) are prepared consistently with the Green Financing Framework and were reviewed and approved by the Green Finance Committee.

7 Compared to what is stated in the Green Financing Framework published in June 2024, the composition of the Green Finance Committee was reviewed and updated following the corporate reorganisation introduced during the fourth quarter of 2024 at the Parent Company.

1.3. Management of proceeds

The net proceeds from the green financing instruments were monitored internally, and an amount equivalent to them was allocated to the portfolio of Eligible Green Projects.
The Company's Finance & Control Department – Treasury Office allocated the proceeds from the financing instrument to the companies in charge of the projects through intragroup financing or equity, with the aim of funding the disbursements relating to the Eligible Green Projects carried out by Magis' subsidiaries.
Pending full allocation to the Eligible Projects, Magis invested the balance of the issuance proceeds at its discretion, in accordance with its liquidity management policy, including cash or cash equivalents, overnight financial instruments or other short-term financial instruments tradable in liquid markets, with low or non-significant risk, and which will not include underlying assets with high greenhouse gas intensity. In the event that a project is postponed or fails to comply with the evaluation and selection criteria, Magis undertakes to allocate the proceeds to other projects that meet the eligible green categories as soon as reasonably possible.
Magis undertakes to use its best efforts to achieve full allocation of the proceeds within two years of the issuance of a green financing instrument.
The Green Finance Committee oversees the monitoring of the proceeds from sustainable financing instruments.

1.4. Reporting

Magis reports annually, and until maturity, on the allocation of the proceeds from sustainable financing instruments issued under this Framework and on the related project impacts, at least at category level. The reporting is available on the Company's website (www.gruppomagis.it) and in the Sustainability Report section of the 2025 Annual Financial Report and is reviewed by an independent external auditor.

2. Allocation reporting

The Gruppo Magis sustainable financing instruments relate to:

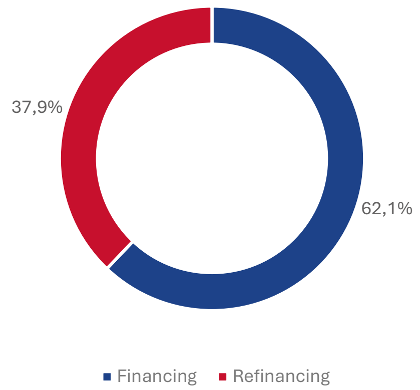
- the first green bond issued in August 2024 (so-called Green Bond) for a total amount of Euro 46,000,000.00;
- the second green bond issued in June 2025 (so-called Series A Notes) for a total amount of Euro 50,000,000.00.

The net proceeds amount to a total of Euro 96,000,000.00 and were fully allocated to the financing of Eligible Green Projects that contribute to achieving the environmental objectives integrated into the Group's Sustainability Strategy.

The relevant details of the bonds issued are set out in the table below.

Issue ref.	2024 Green Bond	2025 Series A Notes
ISIN code	XS2856134858	XS3106068714
Common code	2856134858	3106068714
Net proceeds	€ 46.000.000,00	€ 50.000.000,00
Face value	€ 46.000.000,00	€ 50.000.000,00
Issue date	7 agosto 2024	26 giugno 2025
Maturity date	7 agosto 2031	26 giugno 2037
Issue price	100%	100%
Fixed-rate interest	5,537% per annum	4,57% per annum

The net proceeds from the issuance of the above bonds are used to finance or refinance, in whole or in part, new or existing Eligible Green Projects, in line with the Green Financing Framework. In particular, the proceeds from the bonds financed a total of 7 projects, using 37.9% of the proceeds to refinance the projects (equal to Euro 37,456 thousand of investment expenditure relating to the 2022 and 2023 financial years) and 62.1% to finance them (equal to Euro 61,243 thousand of investment expenditure relating to the 2024 and 2025 financial years); the residual amount of the investments, equal to Euro 2.7 million, was self-financed and/or financed using other forms of financing not directly attributable to the Framework. The total value of the investments implemented to date and subject to reporting amounts to Euro 98.7 million as at 31 December 2025.



As indicated in the Framework, Eligible Green Projects are expenditures incurred: (i) up to two financial years prior to the year of issuance; (ii) during the same reference financial year in which the issuance took place; (iii) up to two financial years after the year of issuance.

Eligible Projects were reviewed, selected, assessed and approved by the GF Committee in relation to Magis' Sustainability Strategy and Green Finance Framework. Where applicable, the projects are aligned with the EU Taxonomy Regulation, in particular by complying with the Technical screening criteria, the DNSH principle, the Minimum safeguards and applicable national and international laws and regulations.
The Allocation Summary is shown in the table below.
.

#	Project / Asset	Taxo[8]	2022	2023	2024	2025	Total	%
Energia Rinnovabile								
1	No. 3 photovoltaic systems	4.1	-	10.876	984	-	**11.860**	*12,0%*
2	(Borgonovo, Calendasco, Carlino)	4.1	-	-	-	3.632	**3.632**	*3,7%*
3	Photovoltaic plant – Sirio	4.1	-	-	-	3.650	**3.650**	*3,7%*
4	Photovoltaic plant – Vega	4.3	-	-	-	34.868	**34.868**	*35,3%*
5	Wind plant – Delsis	4.3	-	-	-	4.921	**4.921**	*5,0%*
Efficienza energetica								
6	Replacement of 2G smart meters for the distribution of electricity	4.9	6.406	7.053	6.074	1.421	**20.954**	*21,2%*
Prevenzione e controllo dell'inquinamento								
7	Biomethane production plant (Ca' del Bue - VR)	5.7	11.479	1.642	5.107	586	**18.814**	*19,1%*
TOTAL			**17.885**	**19.571**	**12.165**	**49.078**	**98.699**	***100,0%***

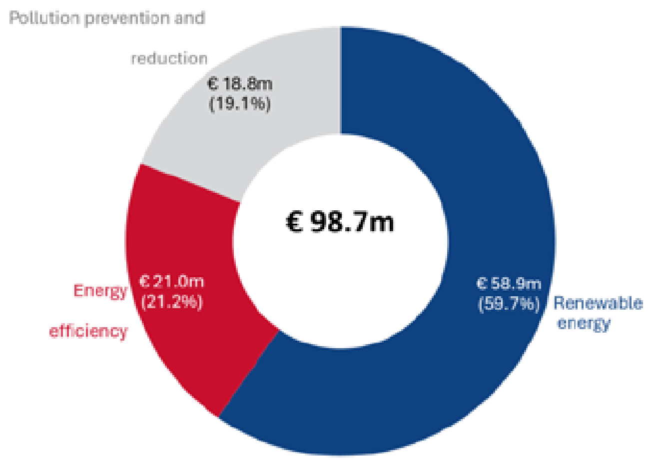
8 Under the European Taxonomy (EU Regulation 2020/852 of the European Parliament and of the Council, of 18 June 2020), the coding of the environmentally sustainable activities shown in the table is as follows
- 4.1 Generation of electricity using solar photovoltaic technology;
- 4.3 Generation of electricity from wind power;
- 4.9 Transmission and distribution of electricity;
- 5.7 Anaerobic digestion of organic waste.

3. Impact reporting

This section presents the KPIs relating to the environmental benefits arising from the portfolio disbursed through the Green Financing Instruments issued, up to maturity. In most cases, the environmental indicators linked to each project are those calculated during the project assessment phase, i.e. expected impacts, and where possible ex-post measurements are provided.

As indicated in the GF Framework, with the utmost possible diligence, the impact report is aligned with the portfolio approach described in the ICMA "Harmonised Framework for Impact Reporting" of June 2024[9] .

When reporting on the results identified, Magis may select alternative quantitative or qualitative Key Performance Indicators ("KPIs"), in order to remain relevant to the selected eligible green assets. For all Eligible activities, Magis may supplement additional qualitative or quantitative indicators as deemed appropriate to disclose performance or relevant details.



3.1. Renewable energy

The most significant portion of the proceeds from the two bonds issued was used to increase the installed capacity dedicated to the production of renewable energy of the Magis Group. Specifically, the projects implemented relate to five photovoltaic plants and two wind plants of the Power Business Unit, for a total installed capacity of 57.6 MW (of which 27.2 MW photovoltaic and 30.4 MW wind), representing 24.8% of the Group's installed capacity for the generation of electricity from renewable sources as at 31 December 2025.

The projects relating to the solar parks completed in 2024 consist of the installation of three single-axis tracking photovoltaic plants: two of them are located in Piacenza and the other in the province of Udine, with a total installed capacity of 12.2 MW. Estimated steady-state production is approximately 17.3 GWh per year, able to meet the average consumption of approximately 6,407 households[10] . The three photovoltaic plants required an investment including the costs relating to the acquisition of the necessary authorisations and the right of surface for 30 years. All three photovoltaic plants have access to the GSE (Gestore Servizi Energetici) incentive pursuant to the DM FER 04/07/2019 in relation to the sale of the energy supplied.

With a total capacity of 15.0 MW, the non-incentivised photovoltaic plants called Sirio and Vega were added to the plant portfolio of the Power Business Unit through the acquisition, in October 2025, of 100% of the share capital of the special purpose vehicles of the same name held by the designer and contractor (Iniziative Bresciane Partecipazioni S.p.A.). The plants are located in the Province of Piacenza, close to other photovoltaic plants already owned by the Power Business Unit. Annual production of clean electricity, estimated at approximately 25,000 MWh, is able to cover the energy needs of over 9,000 households.

9 ICMA (2024), Handbook - Harmonised Framework for Impact Reporting, June 2024. Available at: https://www.icmagroup.org/assets/documents/Sustainable-finance/2024-updates/Handbook-Harmonised-Framework-for-Impact-Reporting-June-2024.pdf

10 Estimate developed on the basis of vulnerable customers under Maggior Tutela with consumption of approximately 2,700 kWh/year and contracted capacity of 3 kW. For further information, please refer to the Authority's website at the following link: https://www.arera.it/dati-e-statistiche/dettaglio/aggiornamenti-delle-condizioni-di-tutela-elettricita?ADMCMD_prev=LIVE

Lastly, the plant portfolio of the Power Business Unit grew further in November 2025 with the addition of two wind farms (30.4 MW of nominal capacity), located in the Province of Foggia and called Delsis and Mafredonia, through the acquisition of 100% of the share capital of the respective special purpose vehicles held by their respective designers and contractors (Gruppo AREN Electric Power S.p.A. and Sistemi Energetici S.p.A.).

Impact KPIs	Unit of measurement	FY 2024	FY 2025
Renewable energy produced	MWh	1.330	23.386,5
Avoided emissions[11]	t CO2eq	562	9.878

3.2. Energy efficiency

The Networks BU has a meter replacement plan developed over a 15-year period, which overall includes over 292 thousand replacements.
During FY 2025, V-Reti, the Group's Networks BU, continued the activity of replacing and upgrading electricity meters. The meter replacement programme will provide prompt and accurate consumption measurement, make it easier for end users to monitor usage, reduce adjustment charges and enhance service quality.
The Commissioning Plan of the 2G smart metering system (PMS2) designed by V-Reti complies with the functional specifications defined by ARERA with resolution 87/2016/R/eel, adopted in implementation of the provisions of Italian Legislative Decree no. 102 of 4 July 2014, which transposes European Directive 2012/27/EU on energy efficiency and improvement for the entire national electricity system.

Impact KPIs	Unit of measurement.	FY 2024	FY 2025
No. of 2G meters installed	n.	260.527	266.369
% 2G smart meters installed / total meters	%	89,0%	91,1%
Active 2G meters	n.	239.501	243.843

3.3. Pollution Prevention and control

In 2024, the Magis Group completed the construction of the anaerobic digestion and biomethane production plant at the Ca' del Bue plant hub in Verona, which will contribute to reducing disposal to landfill, producing a composted soil improver rich in organic matter to be reintroduced into the biological cycle (circular economy) and recovering energy through the production of fully renewable biomethane. During FY 2025, the process of progressively ramping up and technically testing the plant (in provisional operation as at 31 December 2025) was initiated, with the related calibration of the systems.
Pursuant to the authorisation received, the plant will make it possible to treat up to a maximum of 40,000 tonnes per year of the Organic Fraction of Municipal Solid Waste (so-called FORSU) through an anaerobic digestion process. In addition, the biodigester will be able to produce up to three million standard cubic metres (s.c.m) per year of biomethane. The biomethane produced by the plant will be certified as sustainable, pursuant to UNI/TS 11567:2024, and will therefore join the National Sustainability Certification System for biofuels under Italian Ministerial Decree 7 August 2024, contributing to the achievement of the national targets of the RED II Directive on the reduction of CO2 emissions in the transport sector.
During FY 2025 (first full year of provisional operation), the biomethane produced at the Ca' del Bue plant and injected into the grid amounted to approx. 926 thousand cubic metres (s.c.m.), thanks to the delivery and treatment of over 16 thousand tonnes of FORSU from the area of the Province of Verona.

Impact KPIs	Unit of measurement	FY 2024	FY 2025
Actual biomethane production	s.m.c.	227.913	925.786
FORSU treated	Tonne	13.717	16.130

11 The emission factor in the electricity sector is that available as at the date of preparation of this document, as indicated by the ISPRA Report 413/2025, for FY 2024 (preliminary data), in relation to Gross thermoelectric production (fossil fuels only), equal to 422.4 g CO2/kWh.

4. Independent Auditor's on the Green Bond Report

MAGIS S.p.A (formerly AGSM AIM S.p.A.)

Independent auditors' report on the
sections "Allocation reporting" and "Impact
reporting" of the Green Bonds Report
December 2025

AFBN/VDNG/scr - RC077002025AS0399

Tel: +39 066976301
www.bdo.it

Via Ludovisi, 16
00187 Roma

Independent auditors' report on the sections "Allocation reporting" and "Impact reporting" of the Green Bonds Report December 2025

To the Board of Directors of MAGIS S.p.A (formerly AGSM AIM S.p.A.)

We have been engaged to perform a limited assurance engagement on the sections "Allocation reporting" and "Impact reporting" for the periods ending on December 31,2025 included in the Green Bond Report December 2025 of MAGIS S.p.A. (formerly AGSM AIM S.p.A.) (the "Company") (the "Report"). The Report has been prepared by the Company in accordance with the criteria established in the Green Financing Framework" (the "Framework") issued in June 2024.

Directors 's Responsibility for the Report

The Directors are responsible for the preparation of a Report in accordance with the criteria contained in the Framework. The Framework is prepared by the Directors in accordance with the Green Bond Principles of June 2021(with June 2022 Appendix) administered by the ICMA ("GBP"), and Green Loan Principles 2023, as administered by LMA, APLMA, and LSTA ("GLP").

The Directors are also responsible for such internal control as they determine is necessary to enable the preparation of an Allocation Report that is free from material misstatement, whether due to fraud or error.

Auditors' Independence and quality management

We are independent in compliance with the ethics and independence principles of the International Code of Ethics for Professional Accountants (*including International Independence Standards) (IESBA Code*) issued by the International Ethics Standards Board for Accountants, based on fundamental principles of integrity, objectivity, professional competence and diligence, confidentiality and professional behaviour.

Our firm applies International Standard on Quality Management 1, [IQM1 Italia], which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditors' responsibility

Our responsibility is to express a conclusion on the on the sections "Allocation reporting" and "Impact reporting" included in the Report based on the procedures performed. We performed our work in accordance with the criteria established in the International Standard on Assurance Engagements (ISAE) 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information, issued by the International Auditing and Assurance Standards Board (IAASB) for limited assurance engagements. This standard requires that we plan and perform our procedures to obtain limited assurance whether the sections "Allocation reporting" and "Impact reporting" included in the Report are free from material misstatement.

The procedures performed in a limited assurance engagement are less in extent than those performed in a reasonable assurance engagement in accordance with ISAE 3000 Revised, and, therefore, do not enable us to obtain assurance that we would become aware of all significant matters and events that might be identified in a reasonable assurance engagement.

Bologna, Brescia, Firenze, Genova, Milano, Napoli, Padova, Roma, Torino, Verona

BDO Audit Services S.r.l.
Sede Legale: Viale Abruzzi, 94 - 20131 Milano - Capitale Sociale Euro 150.000 i.v.
Codice Fiscale, Partita IVA e Registro Imprese di Milano n. 03060640160 - R.E.A. Milano 1807540
BDO Audit Services S.r.l., società a responsabilità limitata, è membro di BDO International Limited, società di diritto inglese (company limited by guarantee), e fa parte della rete internazionale BDO, network di società indipendenti.

The procedures we performed were based on our professional judgement and included inquiries, primarily of the company's personnel responsible for the preparation of the Allocation Report, inspection of documents, recalculations, reconciling with underlying records and other evidence gathering procedures, as deemed appropriate in the circumstances.

Specifically, we carried out the following main procedures:

- analysis of the Green Bond Frameworks adopted by MAGIS S.p.A. (formerly AGSM AIM S.p.A.) and the Second Party Opinion, which includes the assessment of the compliance of the Frameworks with the Green Bond Principles defined by ICMA and the Green Loan Principles managed by the LMA, the APLMA and the LSTA and of the applicability of the "eligible green categories" for the purposes of apportioning proceeds and defining environmental impacts;
- interviews with the relevant company functions of MAGIS S.p.A. (formerly AGSM AIM S.p.A.) in order to understand the criteria and processes underlying the identification of Eligible Green Projects and the generation, identification and management of significant qualitative and quantitative information included in the sections "Allocation reporting" and "Impact Reporting" of the Report;
- analysis of the structure and implementation of reporting processes relating to the use of processes and environmental benefits of the Green Bond;
- verification of the quantitative data included in the sections "Allocation reporting" and "Impact reporting" of the Report through sampling carried out through documentation collection and analysis, in order to verify the consistency of the information included in the sections "Allocation reporting" and "Impact reporting" of the Report with the "Green Financing Framework";
- obtaining the representation letter relating to the accuracy and completeness of the information included in the Report and that provided to us.

Conclusion

Based on the work performed, nothing has come to our attention that causes us to believe that the sections "Allocation reporting" and "Impact reporting" included in the Green Report December 2025 of MAGIS S.p.A. (formerly AGSM AIM S.p.A.) have not been prepared, in all material respects, in compliance with the criteria established in the Green Financing Framework.

Rome, 5 May 2026

BDO Audit Services S.r.l.

Signed in the original by

Alessandro Fabiano

Partner

This independent auditors' limited assurance report has been translated into English language from the original, which was prepared in Italian and represents the only authentic copy, solely for the convenience of international readers.

magis