

DICHIARAZIONE DI ACCETTAZIONE DELLA CANDIDATURA ALLA CARICA DI AMMINISTRATORE DI GENENTA SCIENCE S.P.A.

Il sottoscritto Francesco Dagnino, nato a Palermo il 25 aprile 1980, residente a Milano, Via dell'Annunciata 23/4, codice fiscale DGNFNC80D25G273W,

premesse che

- è stato designato quale candidato alla carica di Amministratore di Genenta Science S.p.A., con sede legale in Milano, Via dell'Annunciata 31, codice fiscale e numero di iscrizione al Registro delle Imprese di Milano Monza Brianza Lodi 08738490963 (la "Società") ai fini della nomina del Consiglio di Amministrazione della Società prevista al punto 2 dell'ordine del giorno della Assemblea Ordinaria e Straordinaria degli Azionisti, convocata in sede ordinaria e straordinaria, esclusivamente in teleconferenza, in prima convocazione per il giorno 29 giugno 2026 alle ore 17:00 e, occorrendo, in seconda convocazione per il giorno 30 giugno 2026 alle ore 17:30;


- è a conoscenza dei requisiti previsti dalla vigente normativa e dalle disposizioni dello statuto sociale della Società per l'assunzione della carica di Amministratore;

tutto ciò premesso, dichiara sotto la propria responsabilità:

- di accettare la candidatura e l'eventuale nomina alla carica di Amministratore della Società;
- l'inesistenza di cause di ineleggibilità e di incompatibilità con la carica di Amministratore ai sensi di legge e dello statuto sociale;
- di possedere tutti i requisiti prescritti dalla normativa vigente per ricoprire la carica di Amministratore;
- l'assenza di cause di ineleggibilità previste dal Codice Civile e di interdizioni dall'ufficio di amministratore adottate nei propri confronti in uno Stato membro dell'Unione Europea;
- di autorizzare fin d'ora la pubblicazione del *curriculum vitae*, atto a fornire esauriente informativa sull'esperienza professionale e caratteristiche personali.

Si allegano: *curriculum vitae*; documento di identità.

4 giugno 2026

Firma: 

Francesco Dagnino is a **Founder and Managing Partner** of LEXIA, specializing in **M&A, private equity, venture capital, and capital markets**.

Widely recognized as a leading figure in Italy's legal sector, Francesco has pioneered innovative legal solutions that have significantly shaped the industry.

Francesco advises clients on M&A transactions, private equity and venture capital investments, and complex capital markets operations. He provides strategic counsel to Italian-listed issuers and their governing bodies—including Boards of Directors and internal committees—on corporate governance matters. He also advises activist investors on share acquisitions, proxy solicitations, and shareholder engagement.

A prolific contributor to the legal community, Francesco has authored numerous publications on corporate law and financial markets and speaks frequently at industry conferences. Before founding LEXIA, he practiced at leading international and Italian law firms.

Professional Experience

Capital Markets

- ***TIM proxy fight for Board renewal***

Assisted the fund Merlyn Partners SCSp in the solicitation and collection of proxy voting authorizations in connection with the proxy fight for the renewal of TIM's Board of Directors at the Annual Shareholders' Meeting held in April 2024.

- ***Praexidia Industrie Strategiche S.p.A. IPO on Euronext Growth Milan***

Assisted Praexidia Industrie Strategiche S.p.A. in its listing on the Euronext Growth Milan - Professional Segment, supporting the company in structuring the IPO transaction and all related legal aspects.

- ***Retelit S.p.A. tender offers and delisting***

Assisted Retelit, formerly listed on Euronext Milan, first in connection with a public tender offer for treasury shares, and subsequently with respect to the voluntary full public tender offer launched by the Asterion fund, which resulted in the company's delisting.

- ***Sale of TAS S.p.A. and mandatory tender offer***

Assisted in the sale of the majority stake in TAS S.p.A., listed on the Italian Stock Exchange, and the connected mandatory tender offer in favor of Rivean Capital, an international private equity fund.

- ***Eurotech offer of new shares***

Advised Eurotech, a company listed on Euronext Milan, in connection with an offer of new shares for up to EUR 20 million.

- ***TIM equity incentive plans***

Assisted TIM in connection with all corporate and regulatory aspects relating to the structuring and implementation of equity incentive plans (performance shares, stock options, and phantom shares).

- ***Genenta registered direct offering on Nasdaq***

Assisted Genenta, an Italian company listed on Nasdaq (USA), in connection with a registered direct offering involving the issuance of new American Depositary Shares (ADS) to U.S. institutional investors for an aggregate value of USD 15 million.

- ***Expert.ai offer of new shares***

Assisted Expert.ai, a company listed on the Italian Stock Exchange, in connection with an offer of new shares for up to EUR 30 million.

- ***Hyris Limited reverse take-over into Ulisse Biomed***

Assisted in a reverse take-over transaction involving the transfer of the entire equity interest in Hyris Limited to Ulisse Biomed, an Italian healthcare biotech company listed on Euronext Growth Milan, through an in-kind capital increase reserved for the shareholders of Hyris Limited.

- ***I Grandi Viaggi proxy solicitation***

Assisted a minority shareholder in the solicitation and collection of proxy voting authorizations in connection with the Extraordinary Shareholders' Meeting of I Grandi Viaggi, a company listed on Euronext Milan, convened to approve amendments to the articles of association.

- ***GUM Group investment in Expert.ai***

Assisted GUM Group in the investment agreement with Expert.ai, an artificial intelligence company listed on Euronext Growth Milan, in connection with a capital increase reserved for GUM Group.

- ***Acquisition of minority stake in Tesmec S.p.A.***

Assisted a club deal of investors (including Hoop Capital S.r.l. and the independent investment holding company Palladio Holding S.p.A.) with the legal, regulatory, and contractual aspects of the acquisition by Fenice S.r.l. of a minority interest in Tesmec S.p.A., a multinational company operating in the energy, trencher, and railway segments and listed on Euronext STAR Milan.

M&A and Private Equity

- ***TAS Group multiple investments and acquisitions***

Assisted TAS Group, a top-tier Italian fintech company specializing in software for digital payments and financial services, in the acquisitions of Astro.it S.p.A., Krisopea S.p.A., Nemos S.p.A., Mitobit S.p.A., and Newsoft S.p.A.

- ***Acquisition of Eurocontrol S.p.A. by John Cockerill Defense***

Assisted John Cockerill Defense in the acquisition of Eurocontrol S.p.A., a company active in the production of firearms launch systems.

- ***Acquisition of Inonet Computer GmbH by Eurotech S.p.A.***

Assistance provided to Eurotech, a company listed on Euronext Milan, in the acquisition of Inonet Computer GmbH.

- ***Acquisition of GBSapri Group by Brera Capital Partners***

Assisted in the private equity deal involving the sale of GBSapri Group, a top-tier national insurance broker, to Brera Capital Partners, including the connected reinvestment by the sellers.

- **Acquisition of I.S.E.D. S.p.A. by Expert.ai**

Assisted Expert.ai, a company listed on the Italian Stock Exchange, in the acquisition of 100% of the share capital of I.S.E.D. S.p.A., a software house with a long-standing track record in technological innovation for the public sector and regulated markets.

- **Expert.ai Joint Venture with Tiscali S.p.A.**

Assisted Expert.ai S.p.A., a company listed on the Italian Stock Exchange, in a joint venture with Tiscali S.p.A., a Tesselis Group company also listed on the Italian Stock Exchange, to develop an artificial intelligence project using European Union IPCEI Funds.

- **Joint venture for the development of 1GW renewable energy pipeline**

Assisted Q-Energy Investment Fund in establishing a 50/50 corporate joint venture for the development in Italy of renewable energy plants with a maximum capacity of up to 1GW.

- **Acquisition of Moneynet S.p.A. from IVS Group**

Assisted in the sale and purchase of Moneynet S.p.A., a payment institution specializing in electronic payment systems (including interbank systems and electronic security certificates), from CSH, a subsidiary of IVS Group listed on Euronext Growth Milan.

- **Acquisition of TPPAY (Electronic Money Institution)**

Assisted Search Fund White Gate in the acquisition of TPPAY S.r.l., the first Electronic Money Institution (IMEL) authorized and operating in Italy under Bank of Italy supervision.

- **Acquisition of Origine SGR**

Assisted in the acquisition of Origine SGR S.p.A., an asset management company authorized and operating under Bank of Italy supervision.

- **Acquisition of 3FAST by HIG Fund**

Assisted in the acquisition of 3FAST Group, a top-tier industrial company active in the design, production, and sale of fastening systems, by HIG Capital Private Equity Fund, including the connected reinvestment by the sellers.

- **Sale of B2F Group to Grenke Bank**

Assisted in the sale of B2F Group, an Italian-founded digital solutions provider with over 20 years of experience and strong vertical specialization in the fintech sector, to Grenke Digital GmbH, a subsidiary of Grenke AG, the German publicly listed group and global leader in the small-ticket leasing market.

- **Acquisition of a cryptocurrency VASP by OSL Group**

Assisted in the acquisition by OSL Group, one of Asia's most prominent cryptocurrency exchanges in terms of size and trading volume and listed on the Hong Kong Stock Exchange, of Saintpay S.r.l., a company registered as an Italian Virtual Asset Service Provider (VASP) and belonging to MultiExchange Group, a leading international operator in cryptocurrency payment infrastructures.

- **Acquisition of Visibilia Publishing Group**

Assistance in the acquisition of a majority stake in Athena Pubblicità, which in turn holds 89.94% of Visibilia Editore S.p.A., a company listed on the Italian Stock Exchange.

Venture Capital

• VC investment in Dove.it

Assisted in structuring and negotiating two venture capital investments in Dove.it, an Italian proptech company, for an aggregate amount of EUR 5 million, led by Azimut SGR and Mamacrowd.

• VC investment in Tramundi

Assisted in structuring and negotiating two venture capital investments in Tramundi, an Italian tech company, for an aggregate amount of EUR 3 million, led by Azimut SGR and Mamacrowd.

• Investment of UTEC VC Fund in Piece Finance

Assisted in the VC round of Piece Finance subscribed by the Japanese VC fund UTEC.

• Assistance to Vento Ventures

Assisted Vento Ventures in structuring agreements for early-stage investments in top-tier Italian and foreign companies and start-ups.

INFORMAZIONI A LATERE

Education

- PhD in Company and Financial Market Law, University of Bologna
- LL.M in Corporation Law, New York University School of Law (Fulbright Scholar and Arthur T. Vanderbilt Scholar)
- Visiting Scholar, Columbia University (New York)
- Laurea in Giurisprudenza (*cum laude*), University of Palermo

Bar and Courts

- Milan Bar Association

Languages

- Italian
- English
- Spanish

Awards

- Lexology Index – Capital Markets
- IFLR1000 – Western Europe – Capital Markets: Equity and M&A | Notable Practitioner
- Chambers & Partners – Individual Europe Guide: Corporate/M&A: Mid-Market
- Chambers & Partners – Individual Global Guide: Corporate/M&A: Mid-Market

- Legal 500 Rankings Italy: Commercial, Corporate and M&A
- Legal 500 Rankings Italy: Capital Markets - Equity
- Best Lawyer of the Year (Italy) for M&A – Italian Top Legal Awards
- Best Lawyer of the Year (Italy) for Technology – Italian Top Legal Industry Awards
- Best Lawyer of the Year (Italy) for Fintech – Italian Top Legal Industry Awards