

**ILLUSTRATIVE REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY
SHAREHOLDERS' MEETING OF GENENTA SCIENCE S.P.A. OF JUNE 29, 2026 IN FIRST CALL
AND JUNE 30, 2026 IN SECOND CALL**

PREAMBLE

Please note that this report (the “**Report**”) has been deposited at the registered office of Genenta Science S.p.A. (hereinafter referred to as the “**Company**”), with the right for Shareholders to request a copy, as well as published on the Company’s *website* www.genenta.com in the “*News & Events: Annual Shareholders Meeting*” section.

Item 1 on the Agenda

Approval of the financial statements for the fiscal year ended December 31, 2025; inherent and consequent resolutions.

Dear Shareholders,

With reference to the first item on the agenda, the Board of Directors of the Company has convened this Shareholders’ Meeting to approve the financial statements for the fiscal year ended December 31, 2025, which report a loss for the fiscal year amounting to Euro 9,094,809.

For further information, please refer to the financial statements package and to the reports of the Board of Statutory Auditors and of the independent auditors prepared pursuant to Article 14 of Legislative Decree No. 39/2010, which will be deposited at the registered office and published on the Company’s website www.genenta.com, in accordance with the terms and procedures provided by applicable law.

In light of the foregoing, we hereby submit for your approval the following resolution proposal:

“The Shareholders’ Meeting,

- having examined the draft financial statements for the fiscal year ended December 31, 2025 and the management report;
- having acknowledged the reports of the Board of Statutory Auditors and of the independent auditors;
- having acknowledged the illustrative report of the Board of Directors;

RESOLVES

1. to approve the financial statements for the fiscal year ended December 31, 2025 of the Company, in all its parts and results;
2. to carry forward the loss for fiscal year 2025, amounting to Euro 9,094,809;
3. to grant the Chairman of the Board of Directors the broadest powers to execute the present resolutions, including through attorneys-in-fact and in compliance with the terms and procedures required by law, as well as to make any formal additions, amendments and deletions that may be requested by the competent Authorities for the registration of this resolution in the Companies’ Register.”

Item 2 on the Agenda

Appointment of the Board of Directors; inherent and consequent resolutions. 2.1 Determination of the number of Board Members; 2.2 Determination of term of office; 2.3 Appointment of the Board members; 2.4 Appointment of the Chairman of the Board of Directors; 2.5 Determination of the related compensation.

Dear Shareholders,

With the approval of the financial statements for the year ended on 31 December 2025, the mandate granted to the Directors of your Company by resolution of Shareholders' Meeting of 29 April 2025 will expire.

In this respect, you are called upon to resolve, pursuant to Article 10 of the Bylaws, the appointment of the new Board of Directors, after determination of the number of members, which will remain in office for the term established by the Shareholders' Meeting.

The members of the Company's Board of Directors must be appointed by the Shareholders' Meeting pursuant to Article 10.1 of the Bylaws on the basis of the slate voting mechanism, i.e. by means of slates submitted by the eligible shareholders, as illustrated *infra*.

Finally, in light of the above and the following points, the Shareholders' Meeting will be called to resolve on the appointment of the Chairman of the Board of Directors.

2.1 Determination of the number of Board Members

Dear Shareholders,

Pursuant to Article 10.1 of the Bylaws, "*The company shall be managed by a Board of Directors composed of a minimum of three and a maximum of seven directors, as determined by the resolution of the shareholders at the time of the election*".

In light of the above, in inviting You to submit proposals and to resolve on the determination of the number of members of the Board of Directors, please note that the relevant text of the shareholders' meeting resolution will reflect the outcome of the vote.

2.2 Determination of term of office

Dear Shareholders,

Pursuant to Article 10.2 of the Bylaws, "*Directors shall be elected for a three-year term, except as otherwise resolved by Shareholders at the time of their election*."

In light of the above, in inviting You to submit proposals and to resolve on the determination of the term of office of the Board of Directors, please note that the relevant text of the shareholders' meeting resolution will reflect the outcome of the vote.

2.3 Appointment of the Board members

Dear Shareholders,

Pursuant to Article 10.1 of the Bylaws "*The Board of Directors is appointed on the basis of slates submitted by shareholders, on which candidates must be listed in order in which they will be elected on the basis of the requisite vote*."

Only shareholders who, alone or together with other shareholders represent at least 6% of the share capital with voting rights in the ordinary shareholders' meeting, to be proved by filing the appropriate certification, are entitled to submit a slate. The certification proving the ownership of the number of shares necessary for the presentation of the slate must be produced at the time the slate is filed or even at a later date, provided that it is within the deadline for filing the slate.

The slates must be deposited at the registered office no later than June 4, 2026, i.e., no later than the twenty-fifth day prior to the date set for the Shareholders' Meeting called to resolve on the appointment of the members of the Board of Directors on first call. The following documentation must accompany the slates; otherwise, they will be inadmissible:

- i. *curriculum vitae* of the candidates;
- ii. information on the identity of the shareholders submitting them, with an indication of the total percentage

of shareholding;

- iii. declarations by which the individual candidates accept their candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed by the laws in force to hold the office of director, as well as, if applicable, the possession of the requirements of independence;
- iv. any other statement or information required by law or applicable regulations.

The election of Directors shall be conducted as set forth in Article 10.1 of the Bylaws. If only one slate is presented, the Shareholders' Meeting shall vote on it and, if it obtains a relative majority of votes, all the members of the Board of Directors shall be appointed from that slate.

If, on the other hand, two or more slates are submitted, the election of the members of the Board of Directors shall proceed as follows: A) all the directors to be elected except one shall be selected from the slate that has obtained the majority of the votes cast by the shareholders ("**Majority Slate**") in the progressive order with which they are listed in the slate; B) the remaining director shall be selected from the slate that has obtained the second highest number of votes and that is not connected in any way, not even indirectly, with the shareholders who submitted or voted for the slate that obtained the highest number of votes (the "**Minority Slate**").

If the Majority Slate does not present a sufficient number of candidates to ensure the achievement of the number of directors to be elected pursuant to letter A) above, all the candidates listed therein shall be appointed from the Majority Slate, according to the progressive order indicated in said slate, and the remaining directors, for the positions not covered by the Majority Slate, shall be appointed from the Minority Slate.

In the event of a tie between several slates, a new vote shall be held by the shareholders' meeting and the candidates obtaining the majority of votes without application of the slate voting mechanism shall be appointed.

If no slates are presented, or if only one slate is presented and it does not obtain a relative majority of the votes, or if the number of directors elected on the basis of the slates presented is less than the number of members to be elected, or if the entire Board of Directors does not have to be renewed, or if it is not possible for any reason to appoint the Board of Directors in the manner set forth in Article 10 of the Bylaws, the members of the Board of Directors shall be appointed by the Shareholders' Meeting with the ordinary procedures and majorities, without application of the slate voting mechanism.

For all matters not expressly referred to in this Report, reference is made to Article 10 of the Bylaws.

In light of the foregoing, in inviting You to submit proposals and to resolve on the appointment of the members of the Board of Directors, after determining their number, by expressing your preference for one of the slates submitted by the parties entitled to do so in accordance with the above-mentioned provisions of the Bylaws, please note that the related text of the shareholders' meeting resolution will reflect the outcome of the vote.

2.4 Appointment of the Chairman of the Board of Directors

Dear Shareholders,

As a result of the appointment of the members of the Company's Board of Directors, you are called to resolve upon the appointment of one of the members as Chairman of the Board of Directors, it being understood that if the Chairman is not appointed at the time of the appointment by the Shareholders' Meeting, pursuant to Article 10.3 of the Bylaws, the Board of Directors shall provide for his appointment.

In light of the foregoing, in inviting You to submit proposals and to resolve on the appointment of the Chairman of the Board of Directors, please note that the related text of the shareholders' meeting resolution will reflect the outcome of the vote.

2.5 Determination of the compensation of the members of the Board of Directors

Dear Shareholders,

Pursuant to Article 10.11 of the Bylaws, *“The ordinary shareholders’ meeting may set an overall remuneration that the board of directors shall decide how to allocate, with reference both to the directors to whom particular offices are assigned and taking into account their participation in any committees set up by the board of directors”*.

In light of the foregoing, in inviting You to submit proposals and to resolve upon the emoluments to be attributed in particular to the members of the Board of Directors and the Chairman of the Board of Directors, please note that the relevant text of the Shareholders’ Meeting resolution will reflect the outcome of the proposals received and the resulting vote.

Item 3 on the Agenda

Authorization to purchase and dispose of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code; inherent and consequent resolutions.

Dear Shareholders,

With reference to the third item on the agenda, the Board of Directors of the Company has convened this Shareholders’ Meeting to approve the proposal to authorize the purchase and disposal of ordinary shares of Genenta Science S.p.A. (the **“Company”**), and/or American Depositary Shares (**“ADS”** and, together with the ordinary shares of the Company, the **“Treasury Shares”**), pursuant to Articles 2357 and 2357-ter of the Italian Civil Code.

The request for authorization to purchase and dispose of Treasury Shares covered by the authorization proposal to be submitted to the ordinary Shareholders’ Meeting is primarily intended to allow the Board of Directors to (i) have Treasury Shares available to service incentive plans, including those based on financial instruments, for the medium-to-long term implemented by the Company; (ii) use Treasury Shares as consideration in extraordinary transactions, including share exchange transactions with other parties, in the context of transactions in the interest of the Company; (iii) facilitate any divestments by shareholders and/or seize investment opportunities, it being understood that the Company reserves the right to carry out purchase and/or disposal transactions for other purposes permitted by applicable law in the interest of the Company itself, all in compliance with the regulations applicable from time to time, including, where applicable, the rules and procedures provided by Nasdaq and by applicable U.S. regulations in the case of purchase or disposal of ADS.

Authorization is requested for the purchase, also in several tranches, of Treasury Shares up to a maximum number that, taking into account the Treasury Shares held in portfolio from time to time by the Company and its subsidiaries, does not exceed in aggregate 30% of the share capital, hereby noting that the Company do not have access to the capital markets. It is therefore proposed to grant the Board of Directors a mandate to determine from time to time the amount of Treasury Shares to be purchased in relation to the specific purchase transaction, within the scope of the purposes indicated in the preceding paragraph, prior to the commencement of the purchase transaction itself, in compliance with the maximum limit set forth above.

Please note that, as of the date of this Report, the Company does not hold any Treasury Shares. The purchase of Treasury Shares must in any event take place within the limits of distributable profits and available reserves resulting from the last approved financial statements at the time the transaction is carried out and, upon purchase and sale of the Treasury Shares, the necessary accounting entries will be made in compliance with the provisions of law and applicable accounting standards.

Authorization to purchase Treasury Shares is requested for a period of eighteen months from the date of the resolution of the ordinary Shareholders’ Meeting. The Board of Directors may proceed with the authorized transactions in one or more tranches and at any time, in such amounts and at such times as it freely determines in compliance with the applicable rules, with the gradualism deemed appropriate in the interest of the Company. Authorization to dispose of Treasury Shares is requested without time limits.

Purchases of ordinary shares may also be made free of charge; in the case of purchases of ordinary shares for consideration, the unit price may not be (i) lower than €0.01 and (ii) exceed 20% of – at the discretion of the Board of Directors – the average of the official prices recorded by the ADS on Nasdaq in the six months and/or three months and/or one month and/or business day preceding the execution of the binding agreement. In the case of purchases of ADS, the unit price may not deviate downward or upward by more than 20% from the reference price recorded by the security in the trading session on the day preceding the completion of each transaction or, if the purchase takes place outside a trading venue, the execution of the binding agreement, without prejudice in any case to compliance with the terms, conditions (including price) and requirements provided by applicable regulations including, where applicable, the rules and procedures provided by Nasdaq and by applicable U.S. regulations.

With regard to disposal transactions, it is proposed to grant the Board of Directors the power to establish from time to time the criteria for determining the consideration and the procedures, terms and conditions, always in the best interest of the Company.

In any event, transactions involving the purchase or disposal of Treasury Shares will be carried out in compliance with the terms, conditions and requirements provided by the regulations applicable from time to time, including, where applicable, the rules and procedures provided by Nasdaq and by applicable U.S. regulations in the case of purchase or disposal of ADS.

The Board of Directors also proposes to authorize the use, pursuant to Article 2357-ter of the Italian Civil Code, at any time, in whole or in part, in one or more tranches, of the Treasury Shares purchased pursuant to this proposal or otherwise held in the Company's portfolio by disposing of them, on or off the market, also by means of the transfer of real and/or personal rights, including by way of example only, securities lending, with the terms, procedures and conditions of disposal of Treasury Shares deemed most appropriate in the interest of the Company, in compliance with the provisions of law in force *pro tempore* and for the pursuit of the purposes referred to in this resolution proposal, it being understood that (a) disposals carried out in the context of extraordinary transactions, including share exchange transactions with other parties or divestment by shareholders, may take place at the price or value deemed fair and in line with the transaction, based on the characteristics and nature of the transaction itself and also taking into account market trends; and that (b) disposals of Treasury Shares at the service of incentive plans will take place on the terms and conditions provided by the plans themselves.

Please note that this purchase proposal is not instrumental to any reduction of share capital.

In light of the foregoing, we hereby submit for your approval the following resolution proposal:

“The Shareholders’ Meeting of Genenta Science S.p.A., having reviewed and approved the Report of the Board of Directors,

RESOLVES

to authorize the purchase and disposal of Treasury Shares, pursuant to and for the purposes of Articles 2357 and 2357-ter of the Italian Civil Code, and therefore:

- 1. to authorize, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, in one or more tranches, for a period of eighteen months from the date of the resolution of the ordinary Shareholders’ Meeting, of an amount of ordinary shares and/or American Depositary Shares (“ADS”) that, taking into account the Genenta ordinary shares and/or ADS held in portfolio from time to time by the Company and its subsidiaries, does not exceed in aggregate 30% of the share capital; purchases of ordinary shares may also be made free of charge; in the case of purchases of ordinary shares for consideration, the unit price may not be (i) lower than €0.01 and (ii) exceed 20% of the average of the official prices recorded by the ADS on Nasdaq, determined – at the discretion of the Board of Directors – with reference to the six, three or one month preceding, or the business day preceding, the execution of the binding agreement. In the case of purchases of ADS, the unit price may not deviate downward or upward by more than 20% from the reference price recorded by the security in the trading session on the day preceding the completion of*

each transaction or, if the purchase takes place outside a trading venue, the execution of the binding agreement, without prejudice in any case to compliance with the terms, conditions, including price, and requirements provided by applicable regulations, including, where applicable, the rules and procedures provided by Nasdaq and by applicable U.S. regulations;

2. *to grant the Board of Directors, and on its behalf the Chairman, with the power to sub-delegate, a mandate to proceed with the purchase of ordinary shares and/or ADS, on the conditions set forth above, with the gradualism deemed appropriate in the interest of the Company and in compliance with the terms, conditions and requirements provided by the regulations applicable from time to time, including, where applicable, the rules and procedures provided by Nasdaq and by applicable U.S. regulations, granting the broadest powers for the execution of the purchase transactions referred to in this resolution, as well as any other formality related thereto, including the possible engagement of intermediaries authorized by law and with the power to appoint special attorneys;*
3. *to authorize the Board of Directors, and on its behalf the Chairman, with the power to sub-delegate, granting the broadest powers for the execution of the disposal transactions referred to in this resolution, as well as any other formality related thereto, including the possible engagement of intermediaries authorized by law and with the power to appoint special attorneys, so that, pursuant to and for the purposes of Article 2357-ter of the Italian Civil Code, they may dispose of the ordinary shares and/or ADS purchased pursuant to this resolution, or otherwise held in the Company's portfolio, at any time, in whole or in part, in one or more tranches, without time limits, also before having completed the purchases, (i) by allocation to the beneficiaries of medium-to-long term incentive plans implemented from time to time on the terms and conditions provided by the plans themselves; (ii) by use as consideration in extraordinary transactions, including share exchange transactions with other parties, in the context of transactions in the interest of the Company; it being understood that the Company reserves the right to allocate the shares covered by this authorization to other purposes permitted by applicable law in the interest of the Company itself and in light of the circumstances present from time to time, or otherwise by disposing of them, on or off the market, also by means of the transfer of real and/or personal rights, including by way of example only, securities lending, in compliance with the provisions of law in force pro tempore and for the pursuit of the purposes referred to in this resolution, with the terms, procedures and conditions of disposal deemed most appropriate in the interest of the Company; it being understood that (a) disposals carried out in the context of extraordinary transactions, including share exchange transactions with other parties or divestment by shareholders, may take place at the price or value deemed fair and in line with the transaction, based on the characteristics and nature of the transaction itself and also taking into account market trends; and that (b) disposals at the service of incentive plans will take place on the terms and conditions provided, from time to time, by the plans themselves; the authorization under this point is granted without time limits; and to provide, pursuant to law, that purchases under this authorization shall be made within the limits of distributable profits and available reserves resulting from the last approved financial statements, including interim, at the time the transaction is carried out and that, upon purchase and sale, the necessary accounting entries shall be made, in compliance with the provisions of law and applicable accounting standards.*

Milan, May 30, 2026

The Board of Directors