

GENENTA SCIENCE S.p.A.

Legal audit proposal
for the three-year period 2024, 2025 and 2026

Confidential

GENENTA SCIENCE S.p.A.

Via Olgettina, 58
20132 Milan (Italy)

To the kind attention of the Board of Directors

xxxxxx 2024

Dear Sirs,

further to your kind request, we would like to submit the following letter of proposal.

1 Object of the engagement

The scope of the engagement, pursuant to Legislative Decree no 14/2019 (named “*Code of business crisis and insolvency*”), Legislative Decree 18.4.2019 no 32 (converted into Law 14 June 2019 n. 55) and Article 2477, paragraph 3, of the Italian Civil Code, is as follows:

- the legally-required audit of the financial statements of GENENTA SCIENCE S.p.A. (hereinafter also only “GENENTA S.p.A.” or also the “Company”) as at and for the three years ending 31 December 2024, 2025 and 2026;
- verifying that Company’s accounts are kept properly and that accounting entries accurately reflect its operations in the abovementioned three years.

2 Nature of the engagement

2.1 *Legally-required audit of the financial statements*

We will perform our work:

- With respect to audit rules, in accordance with International Standards on Auditing (ISA) processed pursuant to Article 11, paragraph 3 of Legislative Decree January 27, 2010, no. 39 (ISA Italia).

The official documents issued by the National Professional Institutes (e.g. C.N.D.C.E.C.) on auditing will also be taken into account.

An audit involves performing procedures to obtain, on a sample basis, audit evidence about the amounts and disclosures in the financial statements and also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management in the financial statements.

The analysis of the internal control system, as stated by the International standard auditing (ISA), is performed on a sample basis and with the sole scope to identify the nature, the extent and the frequency of the significant controls for the audit of the financial statements. This analysis does not include all control procedures, but only those that have an impact on accounting data and that are considered relevant for auditing purposes.

We remind you that Company's directors remain responsible for the preparation and presentation

of financial statements in accordance with the applicable legislation and regulations. This includes the maintenance of adequate accounting records and internal controls, the selection and application of accounting policies, and the safeguarding of the assets of the company in compliance with Article 2381 of the Italian Civil Code.

- With respect to accounting principles, we will comply with the provisions of laws and regulations governing Italian financial statements, interpreted in the context of and integrated by the accounting principles promulgated by the O.I.C. (the Italian Accounting Committee).

For the purpose of performing the assignment, we shall have access to the company's accounting records and any other information deemed useful for the performance of the work.

The requested documents shall be provided to us in a timely manner so that we may examine them accurately and completely before the deadline for issuing the audit report.

2.2 *Check that the Company's accounts are kept properly and that accounting entries accurately reflect its operations*

The control that proper accounting records are kept and that accounting entries accurately reflects operations will be performed during the year substantially on a quarterly basis in accordance with first comma, point b) of article 14 of the Law n.39/2010.

The procedures for carrying out this verification, which will be carried out starting from the date of assignment, are indicated in the following chapter 4.2.

3 Approach to the audit

3.1 *Audit on the financial statements of GENENTA S.p.A.*

As previously indicated the nature, the extent and timing of the audit procedures will be determined on the basis of the financial statements' data significance and the evaluation of the internal control system and entity's operating procedures.

Audit standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

Our engagement generally is structured as follows:

- *Before the year-end*

This stage includes the knowledge of company procedures, the identification of related controls, the verification of their performance and the planning of the audit procedures which will be performed after the year end.

- *After the year-end*

In this stage the verification of the evidence supporting the financial accounts and all the necessary procedures for the purpose of expressing an opinion on the financial statements will be performed.

Audit procedures will include the selection and mailing of letters to third parties (customers, suppliers, banks and financial institutions, legal and tax consultants)

At the end of our audit process, we could request the management provide us with a representation letter confirming events, estimates and the completeness of the information supplied to us

Upon conclusion of our audit procedures, after the conclusions have been brought to the attention of the Company's management, we will issue our report on the financial statements.

3.2 *Check that the Company's accounts are kept properly and that accounting entries accurately reflect its operations*

To verify that proper accounting records are kept and that accounting entries accurately reflects operations will be performed during the year substantially on a quarterly basis in accordance with first comma, point b) of Article 14 of the law n.39/2010.

This activity will generally be carried out on a quarterly basis.

Legally-required audit of the financial statements include the risk assessment based on the following aspects:

- study/assessment of degree of reliability of those aspects of the management accounting system and related internal control system considered most significant for audit purposes. In order to provide a basis for determining the nature, extent and timing of the procedures to be carried out;
- analysis of all mandatory accounting books;
- verification of existence of formal documentation relating to tax and social security obligation and check, on a sample basis, of documents attesting to related payments;
- performance of checks, on a sample basis, to verify that operations are reported in accordance with the procedures required by the management accounting and internal control systems;
- verification that irregularities identified in previous checks have been dealt with;
- check, on a sample basis, of cash and cash equivalents (e.g. owned securities);
- check of the statutory books;
- examination of any objections raised by or disputes with the supervisory authorities;
- obtaining the most recent available interim report and analysis of this content;
- discussions with company management with a view to obtaining information regarding any significant transactions and events that took place during the period in question;
- discussions with a board of statutory auditors, with a particular view to obtaining information emerging from the board's monitoring (carried out for management control purposes) of the company's internal control system;
- analysis of any documentation related to transactions considered particularly significant or with a high level of risk.

Such checks have been defined on the basis of the instructions provided by Consob n. DAC/99023932 del 29 march 1999. As such, they may change to comply with any future provisions of law or instructions given by the relevant professional bodies which supervise audit firms in Italy.

If particularly significant problems should emerge from the checks, we will inform the Board of Directors.

Such periodic checks have the same limitations that are inherent in all other audit procedures. Such limitations include those associated with the use of the "sample basis" method and those related to all accounting/administrative and internal control systems. As a consequence, even errors and irregularities of a significant nature may go undetected.

4 Signing of tax returns and 770 Form

For the purposes of signing the tax returns and the 770 Form, the following verification procedures

will be carried out:

Tax Return Templates (SC, IRAP)

- compliance with the accounting records of the data set out in the tax return;
- analysis of the “bridge” prospectus between civil and tax values only in terms of the continuity of values with the corresponding values of the previous year.

770 Form

- checking, for some subjects chosen by the method of the sample, for which the deductions have been applied, the data resulting from 770 Form with the results in accounting;
- the accounting records of the data presented in 770 Form.

In relation to the nature of the assignment, we will not issue any report and the assignment will be concluded by signing the aforementioned tax returns.

It is understood that in no way such subscriptions represent the expression of a judgment of merit about the correctness and completeness of the aforementioned tax declarations, as well as compliance with the current tax legislation.

On the other hand, these evaluations remain the exclusive competence and responsibility of your Company.

In particular, in case of investigations by the tax authority it is understood that we do not assume any responsibility towards your Company, the members and the Directors.

Please note that this proposal does not include verification activities for the subscription of VAT returns and other tax returns for the purpose of offsetting the related tax claims.

5 Engagement team

The assignment will be directed by the undersigned and it will be carried out by personnel from our Milan office.

With regards to our personnel, we guarantee they own the general skills, knowledge, independence and confidentiality on information that may be disclosed in performing the assignment.

When considered appropriate (e.g. for legal, tax, IT particular aspects, etc.), we may also engage the services of external consultants. This will be duly communicated and agreed with the Company Management.

We will endeavour to maintain continuity of the audit team in future years.

6 Reports

Our audit reports on the financial statements of GENENTA S.p.A. will be prepared in accordance with ISA Italy, considering the indications issued by the professional institutional bodies.

7 Timetable and fees

The fees are estimated on the basis of time required to complete the engagement and on the professional skill of the personnel assigned.

On the basis of the matters described above, we estimate our fees and hours for the three years period 2024-2026 as follows (for each year):

	<i>Hours</i>	<i>Fees</i> <i>(In Euro)</i>
Controls on proper accounting records	45	3.000,00
Audit of the financial statements	135	9.000,00
Signing of tax forms (*)	---	---
Total	<u>180</u>	<u>12.000,00</u>

(*) fees included with the audit

These amounts relate only to professional services and exclude out-of-pocket expenses (if any) and Value Added Tax (22%). We suppose that these expenses should not exceed 5% of professional compensation.

Should exceptional or unforeseeable circumstances occur such that may result in more time being required to complete our engagement (e.g. modification of the company structure or size, events which impact the reliability of the accounting data, changes to legislation or accounting principles), the situation will be discussed with you before any additional work is performed.

8 Causes of ineligibility and disqualification (independence)

We undertake to ensure that our Company as a whole is not in any way ineligible or disqualified, in terms of independence, under Article 2409-quinquies of the Italian Civil Code.

9 Treatment of the information assumed

The information, documentation and data collected by us during the performance of the assignment will be considered strictly reserved and confidential, as they are covered by the obligation of confidentiality and professional secrecy pursuant to art. 9-bis of the Decree.

The partners and professional staff of our company annually sign a confirmation of the commitments of confidentiality and compliance with the internal procedures on the subject of confidentiality and confidentiality of the information and data acquired in the performance of their activity.

We are aware of the fact that, during the performance of the assignment, you may provide us with privileged information, as defined by art. 7 of Regulation (EU) no. 596/2014.

Privileged information to which our company may have access will be covered by the obligation of confidentiality pursuant to art. 9-bis of the Decree.

10 Revocation, termination and resignation

The assignment can be resolved before its natural expiration as a result of revocation, resignation or by consensus by the parties in the cases and in the manner provided by art. 13, paragraphs 3 and 4, of the Decree and its implementing regulation, without prejudice to the right of Revicom S.r.l. to the payment of the fees accrued for the activities carried out up to the date of effective termination of the assignment.

11 Compliance with the anti-money laundering regulations

As the recipient of the anti-money laundering legislation according to the Legislative Decree 21 November 2007, n. 231 and subsequent amendments and additions, we inform you that our assignment determines the following obligations:

- identification of the beneficial owner;

- adequate customer verification;
- data retention and recording;
- reporting of suspected money laundering and / or terrorist financing operations.

Your Company is obliged to provide us with relevant information, the absence of which would prevent us from proceeding with the mandate given.

Among the obligations imposed on us is also the obligation of communication provided for by Legislative Decree. 231/2007 and subsequent amendments and additions, in relation to infringements to the prohibition of cash and bearer securities.

12 Personal Data Protection

For the purpose of carrying out the assignment referred to in this letter, Revicom S.r.l. may become aware of personal data in the availability of your Company and relevant pursuant to the applicable legislation on the protection of personal data and, in particular, of Regulation (EU) No. 679/16 (General Data Protection Regulation - "GDPR" or "Privacy Regulation").

Your Company confirms that the Data (as defined below) in its availability are collected and transmitted to Revicom S.r.l. in compliance with the Privacy Policy and that interested parties have been provided with the information referred to in art. 13 of the GDPR, including the auditing company among the recipients of the Data.

Revicom S.r.l. will process the Data as Data Controller, in compliance with the obligations of professional secrecy pursuant to art. 9-bis of the Decree. Pursuant to art. 14, paragraph 5, lett. a), c) and d), of the GDPR, is not required to provide information to data subjects whose data are processed in relation to the assignment.

Furthermore, Revicom S.r.l. may become aware of personal data, as defined by the Privacy Policy and, in particular, by art. 4 of the GDPR ("Personal Data"), as well as data relating to criminal convictions and offences or related to security measures, as defined by art. 10 of the GDPR ("Criminal Data") and particular categories of personal data as defined by art. 9 of the GDPR ("Particular data"), hereinafter collectively referred to as "Data".

The Data may concern: employees, customers and suppliers' natural persons, counterparties in court proceedings, members of the administrative or control bodies, etc.: i) of your Company (or of the companies of your group) or ii) of third companies where the assignment includes the performance of the analysis of Data of such subjects.



We thank you for the opportunity to submit this engagement letter. In the meantime, should you require any further details, please do not hesitate to contact us.

Yours faithfully.

REVICOM S.r.l.

Michele Zingarelli

Dott. Michele Zingarelli

For acceptance:

Sign _____

Name and Surname _____

Title _____

Date _____

GENENTA SCIENCE S.p.A.

Annexes

Annex I - List of partners and directors of Revicom S.r.l.

Annex II - Anti-money laundering legislation

Annex I**List of quotaholders of Revicom S.r.l.
(as of Engagement letter date) ***

GIAN PAOLO CARNAGO	Born in Milano at 16.07.1959
ANTONELLO DE GENNARO	Born in Lecce at 18.02.1956
MARCO MORONI	Born in Milano at 10.05.1963
GIANLUCA OFFICIO	Born in Garessio at 24.11.1946
ROLANDO SINELLI	Born in Milano at 24.11.1961
ENRICO TAMBORINI	Born in Roma at 06.01.1967
MARIO WIEL MARIN	Born in Roma at 12.09.1969

**List of Directors of Revicom S.r.l.
(as of Engagement letter date) ***

MARCO MORONI (Chairman)	Born in Milano at 10.05.1963
DAVIDE GIAMPIERI	Born in Bollate at 27.11.1985
GIANLUCA OFFICIO	Born in Garessio at 24.11.1946

* Revicom S.r.l. has neither a Board of Statutory Auditors nor General Managers

Annex II

Anti-money laundering legislation Identification of the Customer and the Legal Representative

Client

Name	GENENTA SCIENCE S.p.A.
Address	Via Olgettina, 58
City	Milano (MI)
Postal Code	20132
Tax Code	08738490963
Sector	Research, development, production, industrialisation and trade of new therapeutic compounds of biotechnological, biological and chemical origin activities

Possible belonging to one of the categories
ex art. 25 D.Lgs. 231/2007

NO

Legal representative

Gender (Male/Female)

Surname

Name

Address

City

Postal Code

Title

Tax Code

Date of Birth

City of Birth

Identification Documents (*)

Type	_____
Number	_____
Release date	_____
Release Authority	_____
Place	_____
Validity	_____
Date	_____

(*) Identification document

For the identification of Italian subjects and community subjects, the identity and recognition documents referred to in articles 1 and 35 of the Presidential decree of December 28, 2000 are considered valid. 445 (ie the identity card and any other equivalent document of identification bearing the photograph of the holder and issued, on paper, magnetic or IT support, by a competent public administration of the Italian State or other States, with the prevailing purpose of proving the personal identity of its owner, having to consider the passport, the driving license, the nautical license, the pension book, the license to run thermal plants, the firearms license, the cards of recognition, provided they have a photograph and a stamp or other equivalent signature, issued by a State administration). For the identification of non-EU citizens, the provisions in force in the country of origin apply with respect to the documents valid for identification.