



FINANCIAL STATEMENTS

.....
as of December 31, 2024

GENENTA SCIENCE SPA

Registered Office: VIA OLGETTINA, 58, 20132 MILAN (MI)

Tax code: 08738490963

REA number: MI 2045555

VAT number: 08738490963

Share capital: Euro 464,646.80 fully paid-up

Legal status: SOCIETÀ PER AZIONI [JOINT STOCK COMPANY]

Main business sector (ATECO): 212009

Company in liquidation: No

Single-member company: No

Company subject to the management and coordination activities: No

Member of a group: No

This document is an English translation of a document in Italian language. In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Italian text will govern by law. In this translation, Italian legal concepts are expressed in English terms and not in their original Italian terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

All amounts are stated in Euro

FINANCIAL STATEMENTS

as of December 31, 2024

INDEX

BALANCE SHEET	6
INCOME STATEMENT	7
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024	10
NOTES TO THE ACCOUNTS, INITIAL PART	10
Principles of preparation	11
Evaluation criteria applied	13
ABBREVIATED DISCLOSURE NOTE, ASSETS	18
Subscribed capital unpaid	18
Fixed assets	18
Intangible Assets	19
Tangible assets	19
Financial assets	20
Current assets	22
Cash and cash equivalents	25
Accrued income and prepaid expenses	25
ABBREVIATED NOTES TO THE FINANCIAL STATEMENTS, LIABILITIES AND SHAREHOLDERS' EQUITY	27
Shareholders' equity	27
Provisions for risks and charges	28
Employee severance indemnities	28
Payables	29
Accrued expenses and deferred income	31
Condensed notes to the financial statements, income statement	32
Value of production	32

Financial income and expenses	33
Current, deferred and anticipated income taxes	34
ABBREVIATED NOTES TO THE FINANCIAL STATEMENTS, OTHER INFORMATION	35
Company Activities	35
Fiscal position	35
Exceptions pursuant to paragraph 4 art. 2423 Of the civil code	35
Relationships with subsidiaries, affiliated and parent companies	35
Employment data	35
Compensation, advances and credits granted to directors and statutory auditors and commitments made on their behalf	36
Compensation to the external auditor or audit firm	36
Details on other financial instruments issued by the company	36
Off-balance sheets commitments, guarantees and contingent liabilities	37
Information on assets and loans for a specific business	38
Information on related party transactions	38
Information on off-balance sheet agreements	43
Information on significant events occurring after the end of the financial year	43
Information related to startups, also with a social vocation, and innovative SMEs	45
Information pursuant to article 1, paragraph 125, of law n. 124 dated August 4, 2017	45
Proposal for allocation of profits or to cover losses	46
NOTES TO THE FINANCIAL STATEMENTS - FINAL PART	46
STATEMENT OF COMPLIANCE OF THE FINANCIAL STATEMENTS	47
EXTERNAL AUDITORS REPORT	48
REPORT OF THE BOARD OF STATUTORY AUDITORS	52

BALANCE SHEET

	as at 31/12/2024	as at 31/12/2023
Balance Sheet		
Assets		
A) Subscribed capital unpaid	-	-
B) Fixed Assets		
I - Intangible fixed assets	18,490	53,145
II - Tangible fixed assets	24,432	29,832
III - Financial fixed assets	4,350	4,350
Total fixed assets (B)	47,272	87,327
C) Current Assets		
I - Inventories	-	-
Tangible fixed assets held for sale	-	-
II - Receivables		
due within the next financial year	4,804,452	6,506,812
due beyond the subsequent year	3,291,635	4,105,811
deferred tax assets	-	-
Total receivables	8,096,087	10,612,624
III - Financial assets that are not fixed assets	6,998,931	11,033,334
IV - Cash and cash equivalents	2,408,054	3,035,982
Total current assets (C)	17,503,072	24,681,940
D) Accrued income and prepaid expenses	245,212	420,082
Total assets	17,795,555	25,189,349
Liabilities and shareholders' equity		
A) Shareholders' equity		
I - Share capital	378,987	371,696
II - Share premium reserve	23,477,788	33,833,862
III - Revaluation reserves	-	-
IV - Legal reserve	10,000	10,000
V - Statutory reserves	-	-
VI - Other reserves	-	-
VII - Reserve for hedging of expected cash flow operations	-	-
VIII - Retained earnings (losses)	-	-
IX - Profit (loss) for the year	(8,088,749)	(10,619,668)
Loss balanced during the year	-	-
X - Negative reserve for own shares in portfolio	-	-
Total shareholders' equity	15,778,026	23,595,890
B) Provisions for risks and charges	509,358	282,041
C) Employees severance indemnities	227,767	164,655
D) Payables		
due within the next financial year	1,280,055	1,146,653
due beyond the subsequent year	-	-
Total payables	1,280,055	1,146,653
E) Accrued expenses and deferred income	349	110
Total liabilities	17,795,555	25,189,349

INCOME STATEMENT

	as at 31/12/2024	as at 31/12/2023
Income Statement		
A) Value of production		
1) revenue from sales and services	-	-
2), 3) changes in inventories of work in progress, semi-finished and finished goods and contract work in progress	-	-
2) changes in inventories of work in progress, semi-finished and finished goods	-	-
3) Changes in work in progress contracts	-	-
4) increases in own work capitalized	-	-
5) other revenues and income		
operating grants	-	-
Others	406,011	465,708
Total other revenues and income	406,011	465,708
Total value of production	406,011	465,708
B) Costs of production		
6) for raw materials, consumables and goods	1,994,529	3,369,953
7) for services	5,435,792	6,240,259
8) for use of third party assets	36,741	38,591
9) for personnel		
a) wages and salaries	1,388,384	1,171,854
b) social security contributions	273,530	186,735
c), d), e) severance indemnity, pensions, other personnel expenses	93,288	84,953
c) severance pay indemnity	85,408	78,903
d) provision for indemnity pensions and similar obligations	7,194	6,050
e) other costs	686	-
Total personnel costs	1,755,201	1,443,542
10) depreciation and write-downs		
a), b), c) depreciation of intangible fixed assets and tangible assets, other write-downs of fixed assets	44,523	42,440
a) depreciation of intangible fixed assets	34,655	34,655
b) depreciation of tangible fixed assets	9,868	7,785
c) other write-downs of fixed assets	-	-
d) write-downs of receivables included in current assets and cash and cash equivalents	-	-
Total depreciation and write-downs	44,523	42,440
11) changes in inventories of raw materials, supplies consumables and goods for resale	-	-
12) provisions for risks	-	-
13) other provisions	-	-
14) other operating expenses	101,221	96,313
Total costs of production	9,368,006	11,231,098
Difference between value and cost of production (A - B)	(8,961,996)	(10,765,390)
C) Financial income and expenses		

15) Income from equity investments		
from subsidiary companies	-	-
from affiliated companies	-	-
from parent companies	-	-
from companies controlled by parent companies	-	-
Others	-	-
Total income from equity investments	-	-
16) other financial income		
a) from receivables included in fixed assets		
from subsidiary companies	-	-
from affiliated companies	-	-
from parent companies	-	-
from companies controlled by parent companies	-	-
Others	-	-
Total financial income from receivables included in fixed assets	-	-
b), c) from securities included in non-equity fixed assets and from securities included in current assets that are not equity investments	372,689	10,117
b) from securities included in fixed assets that are not equity investments	-	-
c) from securities recorded as current assets that are not equity investments	372,689	10,117
d) income other than the above		
from subsidiary companies	189,672	126,595
from affiliated companies	-	-
from parent companies	-	-
from companies subject to the control of parent companies	-	-
Others	121,964	283,747
Total income other than the above	311,636	410,341
Total other financial income	684,325	420,458
17) interest and other financial expenses		
from subsidiary companies	-	-
from associated companies	-	-
from parent companies	-	-
from companies controlled by parent companies	-	-
Others	52,071	4,222
Total interest and other financial expenses	52,071	4,222
17-bis) foreign exchange gains and losses	240,992	(216,904)
Total financial income and expenses (15 + 16 - 17 + - 17-bis)	873,246	199,333
D) Value Adjustments on Financial Assets and Liabilities		
18) Revaluations		
a) of equity investments	-	-
b) of financial assets that are not equity investments	-	-
c) of securities shown under current assets that are not equity investments	-	-
d) of derivative financial instruments of financial assets for centralised treasury management	-	-

Total revaluations	-	-
19) Write-downs		
a) of equity investments	-	-
b) of financial assets that are not equity investments	-	-
c) of securities included in current assets that are not equity investments	-	53,610
d) of derivative financial instruments	-	-
e) of financial assets for centralised management of treasury	-	-
Total write-downs	-	53,610
Total value adjustments of assets and financial liabilities (18 - 19)	-	(53,610)
Income before taxes (A - B + - C + - D)	(8,088,749)	(10,619,668)
20) Income taxes for the year, current, deferred and advanced		
current taxes	-	-
taxes related to previous years	-	-
deferred and advanced taxes	-	-
Income (charges) from joining the tax consolidation/tax transparency regime	-	-
Total income taxes for the year, current deferred and advanced	-	-
21) Profit (loss) for the year	(8,088,749)	(10,619,668)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

NOTES TO THE ACCOUNTS, INITIAL PART

These financial statements for the year ended 31/12/2024 show a loss for the year of €8,088,749 (compared to a positive Shareholders' Equity of €15,778,026, already including the loss).

Genenta Science S.p.A. (the 'Company' or 'Genenta') was founded in Milan, Italy, by Ospedale San Raffaele ('OSR'), Pierluigi Paracchi, Luigi Naldini and Bernhard Gentner, and was incorporated in July 2014. Its registered office is in Milan, at Dibit 1 of the San Raffaele Hospital. In May 2021, the Company established a wholly owned subsidiary, Genenta Science, Inc. incorporated in Delaware, for the purpose of establishing future operations in the United States ('US Subsidiary'). The subsidiary operates in United States dollars ('USD' or '\$'). As of December 2021, the Company completed an initial public offering ('IPO') of its shares, which began trading on the Nasdaq Capital Market through financial instruments called *American Depository Shares* ('ADSs') representing common shares in a 1:1 ratio. Through the IPO, approximately €29 million was raised, net of listing costs of approximately €3.9 million.

On 12 May 2023, the Company filed a *Shelf Registration Statement* with the Securities and Exchange Commission ('SEC'), effective 24 May 2023. This allows the Company to sell, from time to time, common shares, including ADSs representing common shares, in one or more offerings, with a total gross value of up to \$100 million. In June 2023, the Company's shareholders reduced the number of Board members from seven (7) to five (5). In July 2023, pursuant to a sales agreement ('*Sales Agreement*') entered into with the American merchant bank Cantor Fitzgerald & Co. ('Cantor'), the Company issued 100 ADSs for gross proceeds of approximately €531 (\$582), bringing the total outstanding shares to 18,216,958.

In March 2024, the Company issued 72,908 ADSs for net proceeds of approximately €270,885 (\$293,328), bringing the total number of ordinary shares outstanding to 18,289,866, pursuant to the Sales Agreement. On 28 March 2024, the Company and Cantor mutually agreed to terminate the Sales Agreement.

On April 26, 2024, the Company entered into a new Sales Agreement with Capital One Securities, Inc. and Virtu Americas LLC, for the sale of ADSs with an aggregate value of \$16,362,816, subject to terms and conditions set forth in the agreement and SEC regulations.

In May 2024, the Company's shareholders approved an amendment to Article 9 of the Company's Articles of Association, introducing a mechanism to increase voting rights. Each ordinary share held by the same person for a continuous period of at least 24 months confers double voting rights, with additional votes for each subsequent 12-month period, up to a maximum of 10 votes per share. This amendment applies only to ordinary shares, not to ADSs.

On 20 December 2024, the Company entered into an amendment to the latest Sales Agreement, replacing Capital One Securities with Rodman & Renshaw LLC as the selling agent. In addition, the agreement was updated to increase the total amount of ADSs the Company can sell to \$29,696,999.

Genenta is an early-stage company developing next-generation gene and cell therapies to address unmet medical needs, focusing on solid tumours. Currently, the Company is developing its lead product, Temferon™, for the treatment of glioblastoma multiforme (GBM), a brain tumour. The Company plans to continue its clinical trials in Italy and subsequently initiate others in Europe and the US to test Temferon™ in other types of tumours. In June 2023, the Board of Directors selected renal cell carcinoma (RCC) as the second clinical indication for Temferon.

The Company is subject to risks and uncertainties common to clinical-stage biotechnology companies, including risks related to completing preclinical and clinical studies, obtaining regulatory approvals, developing competing products, dependence on key personnel, protecting proprietary technology and the need to raise additional capital to fund operations. Even if development efforts are successful, it is uncertain when, or if, the Company will be able to generate significant revenues from the sales of its products.

PRINCIPLES OF PREPARATION

INTRODUCTION CONTENT AND FORMAT OF THE FINANCIAL STATEMENTS

The Financial Statements, a unitary and organic document consisting of the Balance Sheet, Income Statement and disclosure Notes to the Financial Statements, correspond to the results of the duly maintained accounting records and have been prepared in accordance with Articles 2423 et seq. of the Italian Civil Code, as well as with the accounting principles and recommendations issued by the Italian Accounting Organisation (O.I.C.).

These financial statements have been prepared in an abbreviated form pursuant to Article 2435-bis of the Italian Civil Code and without the preparation of the Directors' Report as the information required under points 3 and 4 of Article 2428 is contained in disclosure notes.

The criteria used in the preparation of the financial statements for the year ended 31.12.2024 do not differ from those used in the preparation of the financial statements for the previous period, particularly in the valuations and continuity of the same principles.

The Financial Statements as at 31/12/2024 are drawn up in Euro units, without decimal fractions.

The valuation of the items in the financial statements has been carried out taking into account the principle of prudence, the principle of inherent nature and in the perspective of the continuation of the activity and the substance of the transactions or contract, as well as taking into account the economic function of the asset and liability items considered. The accrual basis of accounting has also been followed, whereby the effect of transactions and other events was recognised in the accounts and attributed to the financial year to which these transactions and events refer, and not to the year in which the related financial movements (receipts and payments) materialise.

Pursuant to Article 2423, the amount for each item is presented along with the corresponding amount from the previous financial year.

Items not expressly reported in the Balance Sheet and Income Statement, as provided for in Articles 2424 and 2425 of the Civil Code, are understood to have a zero balance.

SIGNIFICANT EVENTS OCCURRING DURING THE FINANCIAL YEAR

In addition to what has been stated in the opening section of this disclosure note, the following are the other key significant events:

LIQUIDITY MANAGEMENT IN ITALY

In order to improve the return on surplus liquidity not immediately required for current operations, the Company made investments in short-term Italian BTPs, as it did in 2023. During the financial year 2024, approximately €14,199,630 of BTPs were purchased, while approximately €18,234,033 of BTPs were liquidated. The net profit realised during the financial year was approximately €270,356. As at 31 December 2024, the

balance of the short-term securities account was approximately €6,998,931 and no losses were expected, so no write-downs were made. See, the detail of Financial Assets that do not constitute Fixed Assets.

INTERCOMPANY RELATIONSHIPS AND CASH MANAGEMENT IN THE US

As already disclosed in the previous financial statements for the year ended 31 December 2023, in August 2023, \$6,000,000 had been transferred to the subsidiary Genenta Science Inc. based on the Intercompany loan already in place with the subsidiary. The same funds had been invested by the same Genenta Science Inc. in short-term US Government Treasury Bills. During 2024, the subsidiary Genenta Science Inc. invested approximately \$9,407,462 in short-term US Treasury Bills, while approximately \$11,083,090 was liquidated, generating a profit of approximately \$175,785. The residual liquidity given to financing is used for operational needs mainly related to the payment of salaries of US employees.

Following the transfer of the above funds to Genenta Science Inc., the balance of *Intercompany* receivables at 31 December 2024 was €3,151,755 (€4,217,898 at 31 December 2023).

AGC BIOLOGICS

UPDATES TO EXISTING AGREEMENTS

The Company has a non-cancellable *Master Service Agreement* in place with AGC Biologics, except in the event of breach of contract, which provides for a potential milestone of €0.3 million if a phase 3 study is approved by the competent authority, as well as potential royalties of between 0.5% and 1.0% based on annual net sales volume related to the first commercial sale and per named use of the product. In the agreement with AGC, the Company entrusts AGC with certain development activities that will allow the Company to carry out activities related to clinical research and manufacturing.

The agreement with AGC also includes a €0.5 million fee for technology transfer related to manufacturing know-how and a €1.0 million fee for marketability approval by regulatory authorities. This is a 'pay-as-you-go' agreement, in which all services are accounted for as expenses in the period in which they are performed.

In January 2023, the Company entered into a new *Development and Manufacturing Service Agreement*, which provides the framework within which AGC will offer services based on one or more work statements to be defined from time to time during the term of the agreement. Under this agreement, AGC will reserve manufacturing slots in its facility based on Genenta's requirements for the production of the product.

Both parties retain sole ownership of any intellectual property owned or controlled (i) on or before the Effective Date or prior to the commencement of the Services; or (ii) as a result of activities unrelated to the Services provided under the Agreement ('*Pre-Existing IPR*'). The agreement may be terminated on the later of (a) the completion of all steps set forth in all *work statements* and (b) ten (10) years from the effective date, unless terminated earlier in the event of a material default, liquidation or insolvency of either party. Genenta may also terminate the agreement or a phase of the services by giving at least sixty (60) days' written notice to AGC, specifying the phases to be terminated. In the event of early termination, payments are due to AGC for services performed up to the date of termination, including partially completed stages, calculated on a pro rata basis. Cancellation penalties for batches scheduled for production are 30% or 50% of the value of the relevant *work statement*.

Under the *Manufacturing Service Agreement*, work statements WS01, WS02 and WS03 have been issued with a total production value of approximately €4.8 million, of which, **as of 31 December 2024, approximately €0.9 million remains to be performed.**

NEW RELEVANT AGREEMENTS SIGNED IN 2024

During 2024, Genenta and AGC reached an agreement to renew the Master Service Agreement (MSA), originally signed in March 2019. The agreement was initially extended until June 2025 to allow for a better definition of the terms and scope of the new MSA, which was signed effective from 24 December 2024 and scheduled to commence in February 2025.

The new MSA is an agreement of indefinite duration, the term of which is linked to the completion of any service phase or *work statement* ('WS'), beginning with WS01. The services provided by AGC include the manufacture, testing and release of the cell therapy product using an exclusive GMP suite ('EGS') and a dedicated team ('EGS Team'). The service is remunerated through monthly fees that primarily cover the costs of the suite and the dedicated team, as well as direct manufacturing costs for materials and accessories, if applicable. AGC retains control over the logistical and organisational aspects of the service, as well as the operational aspects of hiring, training and coordinating staff, and is responsible for salary and social security obligations towards its employees.

WS01 includes two main phases:

Gradual Start-up Phase (Ramp-Up) with an estimated duration of 6 months, from 1 February 2025 to 1 August 2025.

Routine Phase, which will start on the first day of the month following the completion of the Ramp-Up Phase (after AIFA authorisation for the use of the exclusive suite and completion of training of dedicated staff).

Genenta may terminate this work statement upon twelve (12) months' written notice to AGC, but no earlier than the sixth (6th) month after the start of the start-up phase, i.e. no earlier than 1 August 2025.

See the section on *Commitments, Guarantees and Contingent Liabilities not reflected in the balance sheet*.

EVALUATION CRITERIA APPLIED

(ART. 2427, N. 1) ADOPTABLE EVALUATION CRITERIA

INTANGIBLE FIXED ASSETS (ART. 2426 CO. 1 NR. 1)

Intangible fixed assets are recorded at acquisition or internal production cost, including all directly attributable ancillary charges, and are systematically amortised on a straight-line basis in relation to the remaining useful life of the asset, with an explicit indication of the amortisation and write-downs carried out. Fixed assets whose value at the closing date of the financial year is permanently lower than the residual cost to be depreciated are recorded at this lower value; this value is not maintained if the reasons for the adjustment cease to exist in subsequent financial years. Recognition and valuation of items included in the category of intangible fixed assets were made with the consent of the Board of Statutory Auditors.

TANGIBLE FIXED ASSETS (ART. 2426 CO. 1 N. 1)

Tangible fixed assets are recorded in the financial statements according to the general criterion of production cost, including accessory charges and any other charges incurred to place the assets in the conditions of usefulness for the company, as well as indirect costs for the portion reasonably attributable to the asset. These items are shown net of the relevant depreciation provision and adjusted by monetary revaluations made in accordance with the law.

Fixed assets are systematically depreciated in each financial year on the basis of economic-technical rates

determined in relation to the remaining useful life of the asset.

In compliance with accounting standard OIC 16, depreciation is determined on the basis of a straight-line depreciation plan, adopting the rule of using half the normal depreciation rate for assets purchased during the year, in consideration of the fact that the resulting deviation from the rate calculated when the asset is available for use is negligible. The depreciation process set up in this way is applied consistently and systematically over time.

If necessary, the depreciation plan would only be readjusted if a residual useful economic life other than that originally estimated is ascertained. In particular, in addition to the considerations on the physical life of the assets, all other factors that affect the 'economic' useful life have been and will be taken into account, such as technical obsolescence, intensity of use, maintenance policy, any contractual terms to the duration of use, etc.

If, regardless of the depreciation already accounted for, there is a permanent impairment in value, the fixed asset is written down accordingly; if, in subsequent years, the reasons for the write-down no longer apply, the original value is reinstated. The causes that, if any, lead to recourse to such write-downs, must, however, be of an extraordinary and serious nature, over and above the events that instead require normal adjustments to the depreciation plan. There is no need, for the year under review, to make write-downs pursuant to Article 2426, first paragraph, no. 3, of the Italian Civil Code, in excess of the predetermined depreciation. Maintenance costs of an ordinary nature are charged in full to the profit and loss account. Any 'incremental' costs have been calculated on the acquisition cost only in the presence of a real and 'measurable' increase in productivity, in the useful life of the assets or a tangible improvement in the quality of the products or services obtained, or finally an increase in the safety of use of the assets.

Any other costs relating to the assets in question were instead charged in full to the profit and loss account. Assets with a unit value of less than € 516.46 are fully charged to the profit and loss account in the year of acquisition in view of their low future utility.

Grants are recognised in the Balance Sheet on an accrual basis only when there is certainty of disbursement by the issuing body. Capital grants, referring to fixed assets, are recorded as a reduction of the cost of the fixed assets to which they refer. Operating grants are recognised in the income statement as income components.

Leased assets are capitalised in the year in which the right of redemption is exercised. During the lease period, the lease cost contributes towards determining the result for the financial year by charging the lease payments recorded on an accrual basis to the income statement.

LAND AND BUILDINGS

There are no land and buildings in the Balance Sheet.

FINANCIAL FIXED ASSETS (ART. 2426 CO. 1 NR. 4)

Financial fixed assets only include assets that are intended to be used on a long-term basis. The accounting principles and valuation criteria for the most significant items are set out below.

Investments in subsidiaries, associates and companies controlled by the parent company and Investments in other companies are recorded at acquisition cost including any accessory subscription charges or at appraisal value for those resulting from contribution transactions. The cost is adjusted in the event of impairment losses.

The original value is reinstated if the reasons for previous write-downs no longer apply.
Financial fixed assets consisting of receivables are valued at their estimated realisable value.

There are no other long-term investment securities in the Balance Sheet.

INVENTORIES

There are no closing inventories in the Balance Sheet.

FINANCIAL ASSETS THAT DO NOT CONSTITUTE FIXED ASSETS

To improve the yield of surplus cash not immediately required for current operations, the company invests in short-term Italian BTPs.

The securities are initially recognised in the Balance Sheet at acquisition cost, which includes the actual acquisition price, transaction costs and other acquisition-related incidental expenses. The acquisition costs were entirely immaterial for the investments in question.

Subsequently, securities are valued at the lower of acquisition cost and market value to reflect any impairment losses.

Any impairment of securities is recognised as a loss and reflects management's estimate of the securities' future prospects.

RECEIVABLES

Receivables are recognised according to their estimated realisable value obtained by adjusting the nominal value with the relative (taxed and untaxed) allowance for doubtful accounts considered adequate for reasonably foreseeable losses and not according to the amortised cost method, since the financial statements are prepared in abbreviated form pursuant to Article 2435-bis of the Italian Civil Code, even though the company does not exceed the limits set forth by Article 2435-ter of the Italian Civil Code.

The impairment of receivables therefore takes into account all individual situations that have already arisen, or can be inferred from certain and precise elements, that may give rise to losses.

By way of example, any insolvencies and settlements of disputed receivables are considered, even if known after the end of the financial year and up to the date of preparation of these financial statements.

Receivables in foreign currencies are originally accounted for at the exchange rate of the day on which the transaction takes place. These receivables in foreign currencies outstanding at the end of the financial year are valued at the exchange rates prevailing on that date and the related exchange rate gains and losses must be charged to the profit and loss account

CASH AND CASH EQUIVALENTS

The positive balances of bank deposits and current accounts essentially take into account credits, cheques and transfers with a value date no later than the end of the financial year, and are recorded at nominal value.

Accrued interest is recognised on an accrual basis.

Cash and other valuables also include bank cheques that have not yet been cashed, for which there is reasonable certainty that they are payable, and are valued at nominal value.

Foreign currency balances in bank accounts and at cash desks are stated at year-end exchange rates.

ACCRUALS AND DEFERRALS

These items include portions of costs and revenues, common to two or more financial years, the amount of which varies over time, in compliance with the principle of temporal competence and the principle of correlation of costs/revenues.

PROVISIONS FOR RISKS AND CHARGES

Provisions for risks and charges are allocated to cover presumed costs, losses or debts, of certain or probable existence, the amount or date of occurrence of which, however, could not be determined at the end of the financial year.

The provisions reflect the most accurate estimate possible on the basis of the available elements.

In assessing risks and charges whose actual materialization is subject to the occurrence of future events, information that became available after the end of the financial year and up to the date of preparation of these financial statements has also been taken into account.

DEFERRED TAXATION

In preparing the financial statements, the principle of economic competence was respected, according to which, in the financial statements, income taxes must be computed and recorded in such a way as to achieve full temporal correlation with the costs and revenues that give rise to the economic result of the period.

Therefore, both “current” taxation, i.e. that calculated according to tax rules, and “deferred” taxation, where present, have been recorded.

Therefore, deferred and prepaid taxes were allocated, where present, on temporary differences between the book values of assets and liabilities in the Balance Sheet and the related values recognized for tax purposes (capital gains, tax losses, etc.), in compliance with the principle according to which provisions for risks and charges must be allocated only for events whose existence is deemed certain or probable.

In particular, deferred taxes are recognized when there is reasonable certainty of the existence, in the financial years in which the temporarily deductible differences will be reversed, of a taxable income not less than the amount of the differences that will be cancelled.

Deferred taxes, on the other hand, are not recognized when there is little probability that the related debt will arise. Deferred taxes may be recognized in the financial statements, i.e. taxes that, although pertaining to future financial years, are payable in the current financial year, as well as deferred taxes, i.e. those that, although pertaining to the financial year, will become payable only in subsequent financial years.

At the end of each financial year, the Company verifies whether, and to what extent, the conditions still exist for keeping the deferred tax assets and liabilities recognized in previous financial statements, or whether the conditions for recording assets and liabilities excluded in the past can be considered satisfied.

EMPLOYEES SEVERANCE INDEMNITY

The severance pay is allocated to cover the entire liability accrued towards employees in accordance with current legislation and collective labor agreements and supplementary company agreements.

This liability is subject to revaluation by means of indices.

The severance pay for subordinate employment is determined in accordance with the provisions of art. 2120 of the Civil Code and current labor agreements and covers the employees’ entitlements accrued at the Balance Sheet date. This liability is subject to revaluation as required by current legislation.

PAYABLES

Payables are recorded at their nominal value, corresponding to the presumed extinction value and not at the amortized cost method, since the Balance Sheet is prepared in an abbreviated form pursuant to art. 2435 bis of the Italian Civil Code, even though the company does not exceed the limits set by 2435-ter of the Italian Civil Code.

Debts in foreign currency are originally recorded at the exchange rate on the day the transaction occurs. Such debts in foreign currency outstanding at the closing date of the financial year are valued at the exchange rates in effect on that date and the related exchange gains and losses must be charged to the income statement.

REGISTRATION OF COSTS AND REVENUES

Costs and revenues are presented in the financial statements according to the principles of prudence and on an accrual basis with recognition of the relative accruals and deferrals. Revenues and profit are recognised net of returns, discounts, allowances and premiums as well as taxes directly related to the sale of products and the provision of services.

Costs and charges are recorded net of any returns, discounts, allowances and premiums, as well as taxes directly related to the purchase of goods or services.

Extraordinary income and expenses are separately indicated by amount and nature.

Revenues from the sale of finished products are recognised at the time of transfer of ownership, which is normally identified with the delivery or shipment of the goods.

Revenues for services are recognised only when the services are rendered.

Revenues of a financial and service nature are recognized on an accrual basis.

DIVIDEND

Dividends are accounted for in the year in which they are resolved.

TAXES ON OPERATING INCOME

Taxes are recorded based on the estimate of taxable income in accordance with the provisions in force, taking into account the applicable exemptions and the tax credits due.

Income taxes for the financial year are determined on the basis of a realistic forecast of the tax burdens to be paid, in application of the current tax legislation; the expected debt, taking into account the advances paid and the withholding taxes suffered pursuant to the law, is recorded under the item "Tax Debts" if it results in a net debt and under the item "Tax Credits" if it results in a net credit.

VALUATION OF MONETARY ASSETS AND LIABILITIES IN CURRENCY OTHER THAN EURO (ART. 2426 NR. 8BIS)

Monetary assets and liabilities in foreign currency, other than fixed assets (intangible, tangible and equity investments), already accounted for during the financial year at the exchange rates in force on the date of the transaction, were recorded at the spot exchange rate at the end of the financial year.

This adjustment resulted in the recognition of the "differences" (gains or losses on exchange rates) in the income statement, in the specific item "C17-bis profits and losses on exchange rates".

In compliance with the provisions of article 2426, no. 8-bis), of the Civil Code, the profit for the financial year, for the portion attributable to the net profit on exchange rates, must be set aside in a specific non-distributable reserve until it is actually realized.

In order to determine the above “differences”, the following exchange rates recorded as of 12/31/2024 were used:

- 1 EURO = 1.04131 USD
- 1 EURO = 0.82964 GBP

Fixed assets in foreign currency (non-monetary assets and liabilities in foreign currency) are recorded at the exchange rate in effect at the time of their acquisition.

Finally, it is useful to highlight how the above valuations were carried out with a view to the continuation of the business activity and on the basis of a homogeneous currency scenario in terms of maturity with the assets and liabilities in question.

It should also be noted that there are no receivables and payables not originally expressed in non-accounting currency “covered” by “forward transactions”, “domestic swaps”, “options” etc.

ABBREVIATED DISCLOSURE NOTE, ASSETS

SUBSCRIBED CAPITAL UNPAID

There is no subscribed capital unpaid against subscribed share capital.

FIXED ASSETS

MOVEMENTS IN FIXED ASSETS

ANALYSIS OF MOVEMENTS IN FIXED ASSETS

	Intangible assets	Tangible assets	Fixed assets	Total fixed assets
Value at the beginning of the year				
Cost	87,800	48,976	4,350	141,126
Depreciation and amortization (Accumulated depreciation and amortization)	(34,655)	(19,144)	-	(53,799)
Book value	53,145	29,832	4,350	87,327
Changes during the year				
Increases for acquisitions	-	4,468	-	4,468
Decreases for alienation and disposals (of balance sheet value)	-	-	-	-
Depreciation and amortization for the year	(34,655)	(9,868)	-	(44,523)
Other changes	-	-	-	-
Total changes	(34,655)	(5,400)	-	(40,055)
Year-end value				
Cost	87,800	53,444	4,350	145,594
Depreciation and amortization (Accumulated depreciation and amortization)	(69,310)	(29,012)	-	(98,322)
Book value	18,490	24,432	4,350	47,272

INTANGIBLE ASSETS

CHANGES IN INTANGIBLE ASSETS

ANALYSIS OF CHANGES IN INTANGIBLE ASSETS

	Intangible assets in progress and advances	Intangible assets	Total intangible assets
Value at the beginning of the year			
Cost	87,800	-	87,800
Depreciation (Accumulated depreciation)	-	(34,655)	(34,655)
Book value	-	53,145	53,145
Changes during the year			
Depreciation for the year	-	(34,655)	(34,655)
Other changes	-	-	-
Total changes	-	(34,655)	(34,655)
Year-end value			
Cost	-	87,800	87,800
Depreciation (Accumulated depreciation)	-	(69,310)	(69,310)
Book value	-	18,490	18,490

Intangible assets mainly refer to the implementation costs of the Oracle NetSuite management platform that came into operation in 2023, and are amortized over the duration of the license agreement. Other intangible assets are attributed to software and amortized at 33% based on the duration of the license agreement (approximately 3 years).

TANGIBLE ASSETS

CHANGES IN TANGIBLE ASSETS

ANALYSIS OF CHANGES IN TANGIBLE ASSETS

	Other tangible assets	Total tangible assets
Value at the beginning of the year		
Cost	48,976	48,976
Depreciation (Accumulated depreciation)	(19,144)	(19,144)
Book value	29,831	29,831
Changes during the year		
Increases for acquisitions	4,468	4,468
Decrease for sales and disposals (of the book value)	-	-
Depreciation for the year	(9,868)	(9,868)
Other changes	-	-
Total changes	(5,400)	(5,400)
Year-end value		
Cost	53,444	53,444
Depreciation (Accumulated depreciation)	(29,012)	(29,012)
Book value	24,432	24,432

The increases in the financial year mainly refer to the purchase of laptops for use by new employees hired during the year and the purchase of company cell phones.

FINANCIAL LEASE TRANSACTIONS

(ART. 2427, NR. 22) - FINANCIAL LEASE TRANSACTIONS

There are no financial lease transactions on the balance sheet.

FINANCIAL ASSETS

Financial fixed assets refer to the investment in the subsidiary Genenta Science Inc. with registered office in the USA (State of Delaware) established during the month of May 2021, 100% controlled and registered at a value of € 1,000 and security deposits of € 3,350 paid to Ospedale San Raffaele as a guarantee for the office rental contract.

CHANGES IN EQUITY INVESTMENTS, OTHER SECURITIES AND DERIVATIVE FINANCIAL ASSETS CLASSIFIED AS FIXED ASSETS

ANALYSIS OF CHANGES IN EQUITY INVESTMENTS, OTHER SECURITIES, DERIVATIVE FINANCIAL ASSETS CLASSIFIED AS FIXED ASSETS

	Equity Investments in subsidiaries	Total equity investments
Value at the beginning of the year		
Cost	1,000	1,000
Book value	1,000	1,000
Year-end value		
Cost	1,000	1,000
Book value	1,000	1,000

Equity investment in the subsidiary Genenta Science Inc. is valued at subscription cost. The cost shall, where appropriate, be reduced for durable losses in the event that the subsidiary has incurred losses, and foreseeable future profits are not expected to absorb these losses in the immediate future. The original value is restored in subsequent years if the reasons for the write-down are no longer valid.

The main information and summary financial data relating to the balance sheet as of December 31, 2024 of Genenta science Inc. are reported below:

- Company name: GENENTA SCIENCE INC.
- Registered Office: 8 The Green, Ste A 19901 Dover Delaware (DE) USA
- Share Capital: USD 1,000
- Net Asset Value at 12/31/2024 is negative for: \$ (368,058) including the loss of the last fiscal year
- Profit (Loss) for the fiscal year at 12/31/2024: \$ (218,740)

Genenta Science Inc. reported a loss for the year as of December 31, 2024, mainly due to the fact that the provisions relating to employee bonuses estimated at the end of the year were not recharged to the parent company as they were discretionary and uncertain in amount and payment date. They will be recharged to Genenta Science S.p.A., including the markup provided for by the *Service Level Agreement* contract, once the Board of Directors of Genenta Science S.p.A. has definitively resolved them as liquidable.

For this reason, the loss for the year is considered only temporary.

In fact, Genenta Science Inc. is destined in the long term to achieve economic and financial equilibrium thanks to a contractual system with the parent company as described below. Therefore, there are no grounds for any write-down.

An intercompany interest-bearing loan agreement is in place between Genenta Science S.p.A. and Genenta Science Inc., granted by the Parent Company to the Subsidiary, the dynamic balance of this loan may fluctuate during the financial year based on the financial needs of the latter, mainly related to the payment of salaries of employed personnel, and a commercial *Service Level Agreement* for the recharging of that part of the labor cost incurred directly by Genenta Science Inc. but pertaining to Genenta Science S.p.A. as the ultimate beneficiary of the activity carried out mainly by the employees and any collaborators.

The loan is subject to the federal rate (AFR) applicable as the minimum interest rate that the *Internal Revenue Service* (IRS - the federal agency responsible for collecting taxes and applying tax laws in the United States) allows for private loans. For the purposes of applying this interest rate, the loan granted is considered short-term since at least every six months, the amounts disbursed are compensated in application of the *Service Level Agreement*.

Furthermore, the duration of the financing was originally set until December 31, 2022 with automatic renewal for annual periods, and is therefore still in place as of December 31, 2024.

If the financing were repaid (or offset) in whole or in part before the expiration of an annual period, the interest would be calculated pro-rata temporis.

Under the *Service Level Agreement*, Genenta Science Inc. recharges Genenta Science S.p.A. on a quarterly basis for the cost of the latter's work plus a 7% mark-up and any other general and administrative costs if incurred on behalf of Genenta Science S.p.A.

As a result of the existing financing and service agreements with the Parent Company, Genenta Science Inc. is expected to remain in financial and economic equilibrium over time, limiting the risks of potential write-downs. The Company's business continuity is substantially linked to the business continuity of the Parent Company.

Following the transfer of the aforementioned funds to Genenta Science Inc., the net balance of the Intercompany positions at 31 December 2024 is equal to a financial receivable of €3,151,755.

During the 2024 financial year, the costs for Intercompany services recognized in the Income Statement of Genenta Science S.p.A. amount to approximately €1,345,826, while the revenues for interest income on Intercompany financing amount to approximately €189,672.

Pursuant to art. 10 of Law 19 March 1983 n°72 and art. 2427 of the Civil Code, it is certified that no economic or monetary revaluation has ever been made on the investment existing in the Company's assets as of 31 December 2024.

The Company does not hold shares in other companies that entail unlimited financial liability.

CHANGES AND MATURITY OF NON-CURRENT RECEIVABLES

The other fixed assets, recorded at historical cost and related additional charges pursuant to the provisions of Article 2426 of the Civil Code, consist of security deposits of €3,350 to guarantee the office rental contract in force with Ospedale San Raffaele.

ANALYSIS OF CHANGES AND MATURITY OF FINANCIAL FIXED ASSETS: RECEIVABLES

	Value at the beginning of the year	Changes during the year	Value at the end of the year	Portion due beyond the year
Non-current receivables from subsidiaries	-	-	-	-
Non-current receivables from other	3,350	-	3,350	3,350
Total non-current receivables	3,350	-	3,350	3,350

BREAKDOWN OF NON-CURRENT RECEIVABLES BY GEOGRAPHICAL AREA**BREAKDOWN OF NON-CURRENT RECEIVABLES BY GEOGRAPHICAL AREA**

Geographical area	Non-current receivables from other	Total non-current receivables
ITALY	3,350	3,350
Total	3,350	3,350

NON-CURRENT RECEIVABLES RELATED TO REPURCHASE TRANSACTIONS**NON-CURRENT RECEIVABLES WITH REPURCHASE TRANSACTIONS**

There are no non-current receivables with repurchase transactions.

CURRENT ASSETS**TANGIBLE FIXED ASSETS INTENDED FOR SALE**

There are no tangible fixed assets intended for sale.

CURRENT RECEIVABLES**CURRENT ASSETS: RECEIVABLES**

The following tables show, separately for each item, the amount of receivables with specific indication of their nature and with specific distribution according to geographical areas. In addition Credits are divided according to their maturity

CHANGES AND MATURITY OF CURRENT RECEIVABLES**ANALYSIS OF CHANGES AND MATURITY OF CURRENT RECEIVABLES**

	Value at the beginning of the year	Changes during the year	Year-end value	Portion due within the year	Portion due beyond the year
Current trade receivables	-	-	-	-	-
Current receivables from subsidiaries	4,501,920	(1,350,165)	3,151,755	3,151,755	-
Current tax receivables	6,109,445	(1,168,261)	4,941,184	1,649,549	3,291,635
Other current receivables	1,258	1,889	3,148	3,148	-
Total current receivables	10,612,624	(2,516,536)	8,096,087	4,804,452	3,291,635

Receivables from subsidiaries consist of the year-end balance of the Intercompany loan for €3,151,755.

Tax receivables mainly refer to annual VAT credit for €878,111, VAT credit for previous years for €110,774, tax credits for research and development expenses for €3,751,161, credits for Super Ace 2021 for €180,000. The decrease compared to the previous year is mainly due to the short- and long-term VAT refund obtained in 2024 for a total amount of approximately €1,700,000.

In determining the short-term portion of tax credits, the expected reimbursement of the annual VAT credit at the end of the 2024 financial year for a total of approximately €698,735 and the estimate of the portion of the research and development credit that is believed to be used shortly to offset the payment of taxes and contributions for approximately €750,000 were taken into account.

During the 2024 financial year, the research and development credit was used to offset taxes and contributions to be paid for approximately €750,000.

From year to year, the Company obtains the certification of the research and development tax credit issued in accordance with the law by an independent auditor.

The other credits recorded in current assets for €3,148 refer to minor credits of various kinds.

BREAKDOWN OF CURRENT RECEIVABLES BY GEOGRAPHICAL AREA

BREAKDOWN OF CURRENT RECEIVABLES BY GEOGRAPHICAL AREA

Geographical area	Current receivables from subsidiaries	Current tax receivables	Other current receivables	Total current receivables
ITALY	-	4,941,184	2,769	4,943,953
EXTRA EU	3,151,755	-	379	3,152,134
Total	3,151,755	4,941,184	3,148	8,096,087

Receivables are recorded in the Balance Sheet at their estimated realizable value. As of December 31, 2024, no need for any write-down fund was identified.

RECEIVABLES IN FOREIGN CURRENCY

Receivables from subsidiaries in current assets refer to the Intercompany loan originally disbursed in US dollars. This loan is moved during the financial year exclusively by transactions in US dollars. These transactions consist of the offsetting of invoices issued by the subsidiary in US dollars, and payments made in the same currency; in both cases, the transactions are recorded at the exchange rate in force on the date of execution. Subsequently, the accounting balances at the end of the period are shown in the balance sheet after a conversion process, based on the exchange rate in force on the closing date of the financial year.

The profits and losses resulting from the conversion of individual short-term receivables and payables are respectively credited and debited to the income statement as components of financial income (items C.17 – bis).

OTHER RECEIVABLES FROM THIRD PARTIES

Receivables from third parties, such as the tax authorities, employees, other debtors reported in the balance sheet schedules, are valued at nominal value.

The same are summarized below with an indication, in the case of tax credits, of the year of formation. With regard to the research and development credit, as indicated above, a short-term use is estimated, during the next financial year equal to approximately €750,000, while the remainder is expected to be usable beyond the financial year.

These are summarized below:

TAX RECEIVABLES €4,941,184

R&D Credit 2024	372,943
R&D Credit 2023	285,002
R&D Credit 2022	356,996
R&D Credit 2021	-
R&D Credit 2020	27
R&D Credit (pre-2000)	2,736,193
Tax Credit for investment in capital goods	288
Super Ace Credit	180,000
Credit for withholding tax on interest income	20,850
VAT Credit	988,885

CURRENT RECEIVABLES RELATED TO REPURCHASE TRANSACTIONS

There are no current receivables related to repurchase transactions.

CURRENT ASSETS: FINANCIAL ASSETS THAT DO NOT CONSTITUTE FIXED ASSETS

The following table summarizes the changes in the movement of securities with a short-term maturity recorded in current assets.

CHANGE IN SECURITIES RECORDED IN CURRENT ASSETS

	Other Securities	Portion maturing within the financial year	Portion maturing beyond the financial year
Starting value of the financial year			
Cost	11,086,945	11,086,945	-
Write-downs (Securities Write-down Provision)	(53,610)	(53,610)	-
Book value	11,033,334	11,033,334	-
Changes in the financial year			
Increases for acquisitions	14,199,630	14,199,630	-
Decreases for disposals	(18,234,033)	(18,234,033)	-
Total changes	(4,034,404)	(4,034,404)	-
End of financial year value	6,998,931	6,998,931	-
Cost	6,998,931	6,998,931	-
Write-downs (Securities Write-down Provision)	-	-	-
Book value	6,998,931	6,998,931	-

As previously stated, the securities summarized are Italian short-term BTPs; during the 2024 financial year, new securities were purchased for a total value of €14,199,630 and securities were sold for a total value of €18,234,033; the value of the sales was presented as a reduction in the purchase value, net of the impairment provision set aside in 2023, which was used during the year 2024.

At the end of the financial year, the total value of the securities, valued at the lower of purchase cost and market value at the date of this financial statement, amounted to €6,998,931, recording a reduction compared to the initial value dictated by the liquidity needs of the company's management.

CASH AND CASH EQUIVALENTS

CHANGES IN CASH AND CASH EQUIVALENTS

ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS

	Value at beginning of year	Change during year	Year-end value
Bank and postal deposits	3,035,982	(627,928)	2,408,054
Cash and equivalents on hand	-	-	-
Total cash and cash equivalent	3,035,982	(627,928)	2,408,054

Bank deposits consist of the current account balance with Banca Intesa amounting to €1,023,276; the current account with Mediobanca amounting to €32,169; the current account with J.P. Morgan Chase Bank in USD whose corresponding amount in Euro as of 31 December 2024 was approximately €391,894, from the Intesa San Paolo NY current account in USD whose corresponding amount in Euro as of 31 December 2024 was approximately €58,317, from the Banca Intesa current account in USD whose corresponding amount in Euro as of 31 December 2024 was approximately €254, as well as from the Eurizon deposit account for approximately €898,142.

The decrease in the balance of cash and cash equivalents is partly attributable to the use of cash determined by current operations and the investments made by the Company in government securities, both in Italy and the US.

The cash balances of current accounts are converted at 31 December 2024 at the spot exchange rate on this date, which was USD/Euro 0.9603.

ACCRUED INCOME AND PREPAID EXPENSES

The breakdown of accrued income and prepaid expenses is shown below.

ANALYSIS OF CHANGES IN ACCRUED INCOME AND PREPAID EXPENSES

	Value at the beginning of the year	Change during year	Year-end value
Accrued income	45,098	(36,358)	8,740
Prepaid expenses	374,984	(138,513)	236,471
Total accrued income and prepaid expenses	420,082	(174,871)	245,212

Accrued income of €8,740 posted as of 31 December 2024 relates to the accrued portion of an accrued coupon on BTPs.

Prepaid expenses consist of multiple items mainly referring to services invoiced and/or paid, but whose cost accrual is partially referable to the next financial year(s). The decrease in prepaid expenses with respect to the previous year was mainly due to an offsetting transaction between prepaid expenses and invoices to be received from the supplier AGC amounting to approximately €105,956, which represented the net position with respect to the supplier relative to payables and receivables in the year-end adjustment items.

There are no long-term prepaid expenses of a significant amount, however, for the long-term prepaid expenses recognised in the financial statements, the conditions that had led to their recognition still existed as of December 31, 2024.

CAPITALISED FINANCIAL CHARGES

(ART. 2427, NR. 8) - FINANCIAL CHARGES ALLOCATED TO VALUES INCLUDED IN ASSETS

There are no financial expenses allocated to the values entered under assets in the Balance Sheet.

ABBREVIATED NOTES TO THE FINANCIAL STATEMENTS, LIABILITIES AND SHAREHOLDERS' EQUITY

SHAREHOLDERS' EQUITY

CHANGES IN SHAREHOLDERS' EQUITY ITEMS

Share capital

As of 12/31/2024, the share capital of Genenta Science S.p.A. was fully subscribed and paid for €378,986.60 and divided into 18,289,866 dematerialized ordinary shares with no nominal value.

Share premium reserve

In compliance with art. 2431 of the Civil Code, the share premium reserve was partially used for €10,619,668 to cover the loss recorded in 2023. Furthermore, it increased by €263,594 due to the capital payments obtained in March 2024 thanks to the activation of the so-called ATM program.

Legal reserve

No change.

Loss for the year

The 2024 loss for the year amounts to €8,088,749. The lower loss for the year compared to the previous period was essentially determined by a decrease in research and development costs, mainly due to the completion of some production phases and activities that had a greater impact on the previous year, and by the lower fees paid to Ospedale San Raffaele in line with the end of the payment plan provided for by the ARLA contract. Some savings were also generated with respect to general and administrative costs, with particular regard to audit fees and insurance costs.

The items that make up the Net Equity are shown below, indicating the possibility of their utilisation and distribution and their utilisation in previous years.

ANALYSIS OF CHANGES IN SHAREHOLDERS' EQUITY ITEMS

	Value at beginning of year	Increases/decreases	Profit (loss) for the year	Year-end value
Capital stock	371,696	7,291	-	378,987
Share premium reserve	33,833,862	(10,356,073)	-	23,477,788
Legal reserve	10,000	-	-	10,000
Miscellaneous other reserves	-	-	-	-
Total other reserves	-	-	-	-
Retained earnings (losses)	-	-	-	-
Profit (loss) for the year	(10,619,668)	10,619,668	(8,088,749)	(8,088,749)
Total shareholders' equity	23,595,890	270,885	(8,088,749)	15,778,026

AVAILABILITY AND UTILISATION OF SHAREHOLDERS' EQUITY

ORIGIN, POSSIBILITY OF UTILISATION AND DISTRIBUTABILITY OF SHAREHOLDERS' EQUITY ITEMS

	amount	origin/ nature	available quota	possibility of utilisation	Summary of uses made in the three previous financial years	
					to cover losses	for other reasons
Capital	378,987	C		-	-	-
Share premium reserve	23,477,788	C	A B C	23,477,788	22,774,835	22,401
Legal reserve	10,000	C	B	10,000	-	-
Other reserves	-			-	-	-
Total	23,866,775			23,487,788	22,774,835	22,401
Non-distributable share				10,000		
Residual distributable portion	-			23,477,788	-	-

Legend of uses A - Nominal increase in share capital
 B - Coverage of operating losses
 C - Reserves distributable to members

Legend of origin C = Capital reserve
 U = Profit reserve.

PROVISIONS FOR RISKS AND CHARGES

ANALYSIS OF CHANGES IN EMPLOYEE SEVERANCE INDEMNITIES

	Provision for Performance Bonus
Value at the beginning of the year	282,041
Allocation for the year	329,598
Use for the year	(102,281)
Year-end value	509,358

As of December 31, 2023, an employee bonus fund of €282,041 was set aside, corresponding to the best estimate of the bonuses relating to the 2023 performances. These bonuses were paid to employees in the amount of €102,281 during the 2024 financial year and at the same time the 2024 performance bonuses were allocated for an amount equal to €329,598. These latter bonuses together with the residual portions of 2023 will subsequently be better defined by the board of directors, both in terms of amount and payment date.

EMPLOYEE SEVERANCE INDEMNITIES

INFORMATION ON EMPLOYEE SEVERANCE INDEMNITIES

The provision set aside represents the Company's actual debt as of 12/31/2024 to employees in force at that date, net of advances paid. The increase compared to the previous year is due to the increase in staff.

ANALYSIS OF CHANGES IN EMPLOYEE SEVERANCE INDEMNITIES

	Employee severance indemnity
Value at the beginning of the year	164,655
Allocation for the year	85,408
Use for the year	(22,295)
Year-end value	227,767

PAYABLES

CHANGES AND MATURITY OF PAYABLES

The payables recorded in the Balance Sheet all have short-term maturity.

ANALYSIS OF CHANGES AND MATURITY OF PAYABLES

	Value at the beginning of the year	Change during the year	Year-end value	Portion due within the year	Portion due beyond the year
Payables to banks	2,609	2,155	4,764	4,764	-
Trade payables	1,032,643	101,924	1,134,566	1,134,566	-
Payables to subsidiaries	-	-	-	-	-
Tax payables	3,143	(3,050)	93	93	-
Payables to social security institutions	1,820	20,283	22,102	22,102	-
Other payables	106,438	12,091	118,530	118,530	-
Total Payables	1,146,653	133,402	1,280,055	1,280,055	-

Payables due to banks € 4,764: consisting of debts to credit card issuers.

Trade payables:

	Value at the beginning of year	Change during year	Year-end value
Trade payables	294,907	175,807	470,714
Invoices to be received from third party suppliers	152,913	202,634	355,547
Payables to Related Party Suppliers (OSR)	170,888	9,228	180,116
Invoices to Be Received Related Parties (OSR)	413,935	(285,746)	128,188
Total trade payables	1,032,643	101,924	1,134,566

Tax payables € 93: Liabilities to tax authorities for Substitute Taxes and withholding taxes.

Payables to social security institutions €22,102: This mainly concerns debts to INPS and supplementary pension funds. Within this grouping, a reclassification of the INPS debt relating to deferred wages is noted in the balance sheet, compared to the previous year: this item was reclassified from section D) 14) to section D) 13), considered more correct given the nature of this debt. The increase in the table data is mainly due to this reclassification.

Payables to others €118,530: This item essentially refers to debts to employees for deferred wages.

Debts to suppliers are recorded net of trade discounts; cash discounts are instead recorded at the time of payment. The value of these debts is adjusted, in the event of any billing adjustments, to the extent corresponding to the amount agreed with the counterparty.

The item Tax debts includes only liabilities for certain and determined taxes.

There are no debts supported by real guarantees.

TRADE PAYABLES IN FOREIGN CURRENCY

	Original exchange rate value at invoice date	Valuation at 31.12.24 exchange rate	Gain/(Loss) from valuation
Foreign currency payables (USD)	201,127	201,506	(379)
Foreign currency payables (GBP)	29,150	29,154	(4)
TOTAL	230,277	230,660	(383)

BREAKDOWN OF PAYABLES BY GEOGRAPHICAL AREA

BREAKDOWN OF PAYABLES BY GEOGRAPHICAL AREA

Geographical area	Payables to banks	Trade payables	Payables to subsidiaries	Tax payables	Payables to social security institutions	Other payables	Payables
ITALY	4,764	783,456	-	93	22,102	118,530	928,945
UE	-	43,727	-	-	-	-	43,727
EXTRA EU	-	307,383	-	-	-	-	307,383
Total	4,764	1,134,566	-	93	22,102	118,530	1,280,055

PAYABLES WITH A DURATION EXCEEDING FIVE YEARS AND LIABILITIES SECURED BY GUARANTEES ON COMPANY ASSETS

PAYABLES BEYOND 5 YEARS

There are no payables due in more than 5 years.

PAYABLES SECURED BY GUARANTEES

There are no payables secured by guarantees.

PAYABLES TO CREDIT INSTITUTIONS SECURED BY GUARANTEES

There are no payables to credit institutions secured by guarantees on the Balance Sheet.

PAYABLES RELATED TO REPURCHASE TRANSACTIONS

(ART. 2427, NR. 6-TER) - TRANSACTIONS WITH REVERSE REPURCHASE AGREEMENTS

There are no transactions with reverse repurchase agreements in the financial statements.

LOANS FROM COMPANY SHAREHOLDERS

(ART. 2427, NR. 19-BIS) - LOANS FROM SHAREHOLDERS

There are no loans from shareholders in the balance sheet.

ACCRUED EXPENSES AND DEFERRED INCOME

The composition of Accrued liabilities is shown below while there are no deferred income.

In the case of the existence of accrued liabilities and deferred income of multi-year duration, the conditions that had determined their original registration are verified, adopting, where necessary, the appropriate variations.

There are no accrued liabilities of multi-year duration.

ANALYSIS OF CHANGES IN ACCRUED EXPENSES AND DEFERRED INCOME

	Value at the beginning of year	Change during year	Year-end value
Accrued expenses	110	238	349
Total accrued expenses and deferred income	110	238	349

The end-of-period balance of €349 is given by the accrued liability relating to the 2024 portion of the insurance policy instalment in force on the company car that was paid in January 2025.

CONDENSED NOTES TO THE FINANCIAL STATEMENTS, INCOME STATEMENT

VALUE OF PRODUCTION

BREAKDOWN OF REVENUES FROM SALES AND SERVICES BY ACTIVITIES CATEGORY

REVENUES BREAKDOWN (ART. 2427 NR. 10)

Financial income and revenue from service activities are recognized on an accrual basis.

In the financial statements as of 31.12.2024, other revenues include recognition of the 2024 R&D tax credit for approximately €372,943, recognition of the tax credit for withholding taxes on interest income from the previous year for approximately €3,647, and adjustment of prior-year provisions for approximately €29,420.

PRODUCTION COSTS

	Value for the year ended 31.12.2024	Value for the year ended 31.12.2023	Change
Production Costs	1,994,529	3,369,953	(1,375,424)
Costs for services	5,435,792	6,240,259	(804,467)
Costs for use of third-party assets	36,741	38,591	(1,850)
Wages and salaries	1,388,384	1,171,854	216,530
Social Security contributions	273,530	186,735	86,794
Employee severance indemnity	85,408	78,903	6,505
Retirement benefit	7,194	6,050	1,144
Other personnel costs	686	-	686
Depreciation and Write-downs	44,523	42,440	2,083
Other operating expenses	101,221	96,313	4,909
Total Production Costs	9,368,006	11,231,098	(1,863,092)

Production costs mainly refer to the production of the clinical trial drug, Temferon, and related materials and reagents used in trial activity. The decrease in costs is primarily due to the completion of many of the activities started in the previous year by the most important suppliers (production of plasmids and additional cell banks and introduction of a new production process), as well as to the completion of the transfer of the material to the new Bresso production site of the supplier AGC Biologics, which began in 2023.

Costs for services refer mainly to:

- clinical costs and related scientific consulting expenses. The decrease is mainly due to the reduction in fees to Ospedale San Raffaele as outlined in the contractual plan included in the ARLA and the associated SRA, as well as a decline in activities related to subcontracted services provided by third-party suppliers.

- administrative and general costs. The decrease was mainly determined by: lower reversal of management costs by the subsidiary Genenta Inc, due to a reduction in staff (one administrative employee); reduction in audit costs and reduction in insurance premiums.

Personnel costs increased as a result of new hires in 2023 who worked for the full 12 months of 2024.

FINANCIAL INCOME AND EXPENSES

BREAKDOWN OF INTEREST AND OTHER FINANCIAL COSTS BY TYPE OF PAYABLES (ART. 2427 NR. 12)

Financial income amounted to approximately €684,325, approximately €420,450 as of December 31, 2023. They are composed by: financial income for capital gains on the liquidation of government bonds for approximately €372,689, interest income from investments in government bonds and on bank accounts and deposits for approximately €121,964 and interest income accrued on *Intercompany* financing for approximately €189,672.

The increase in balance compared to the previous year was generated by the good performance of investments made in government bonds.

Financial expenses for approximately €48,722 refer to realised losses on securities not included in fixed assets, and approximately €3,348 refer to interest, mainly on operating leasing contracts for company vehicle.

Item C.17.bis shows the net balance of realized and unrealized foreign exchange rate gains and losses, represented by a net profit of €240,992, mainly attributable to the effect of the fluctuation of Euro/Dollar exchange rate that occurred during the year. In this regard, the realized foreign exchange rate gain amounts to approximately €4,620, the realized foreign exchange rate loss amounts to approximately (€11,439) while the unrealized foreign exchange rate gains from valuation amounts to approximately €247,811.

AMOUNT AND NATURE OF INDIVIDUAL REVENUE/COST ITEMS EXTRAORDINARY IN SIZE OR IMPACT

AMOUNT AND NATURE OF REVENUE OF EXTRAORDINARY SIZE OR IMPACT (ART. 2427 NR. 13)

There are no revenues of extraordinary size or impact on the financial statement.

AMOUNT AND NATURE OF COSTS OF EXTRAORDINARY SIZE OR IMPACT (ART. 2427 NR. 13)

There are no costs of extraordinary size or impact on the financial statement.

CURRENT, DEFERRED AND ANTICIPATED INCOME TAXES

RECOGNITION OF CURRENT, DEFERRED AND ANTICIPATED INCOME TAXES

Income taxes amount to € zero.

Deferred taxes are not recognized as no taxable profits are expected in the short term.

Deferred tax assets amount to approximately €14,323,554 and are mainly composed by tax loss carryforwards of approximately €57,167,652 which can be used to offset future IRES taxable income in addition to an insufficient ACE of €2,004,464.

With regard to the ACE carried forward from the previous year, it should be noted that the amount reported in the notes to the financial statements as of December 31, 2023 (€2,065,384) was adjusted during the submission of the Unico 2024 tax return, where the ACE taxable base was recalculated in decrease with respect to the initial estimate. This occurred in light of a more accurate assessment of receivables from the subsidiary, which was deemed more appropriate to exclude from the calculation base.

Tax losses can be carried forward indefinitely and even the unused ACE can be carried forward indefinitely. The activity deriving from deferred tax assets was not recorded in the balance sheet, in compliance with the prudence principle, as there is no reasonable certainty that, in the years when deductible temporary differences will reverse, there will be sufficient taxable income to offset them.

ABBREVIATED NOTES TO THE FINANCIAL STATEMENTS, OTHER INFORMATION

COMPANY ACTIVITIES

Company's activity consists in the research and development of gene therapies for the treatment of solid tumors as described in the introductory part of this Supplementary Note.

FISCAL POSITION

There are currently no disputes in progress and the fiscal years starting from 2020 remain open for tax definition.

EXCEPTIONS PURSUANT TO PARAGRAPH 4 ART. 2423 OF THE CIVIL CODE

It should also be noted that no exceptions have been made in the financial statements under the terms of paragraph 4 of Article 2423 of the Italian Civil Code.

RELATIONSHIPS WITH SUBSIDIARIES, AFFILIATED AND PARENT COMPANIES

Pursuant to art. 2435 bis and with reference to art. 2428, numbers 3 and 4, at the date of this financial statements, the company does not hold any shares of parent companies or treasury shares, including through trust companies or through an intermediary. Nor shares or quotas of parent companies have been acquired or sold during the year nor treasury shares also through a trust company or through a third party.

Relationships with the 100% controlled company Genenta Science Inc. have already been previously described.

EMPLOYMENT DATA

(ART. 2427 NR. 15)

During the financial year ended December 31, 2024, the average number of employees employed was 11 (12 as of December 31, 2024), during the previous financial year the average number of employees employed was 8.

	31.12.2024	31.12.2023
Managers	2	2
Employees	10	9
Total	12	11

COMPENSATION, ADVANCES AND CREDITS GRANTED TO DIRECTORS AND STATUTORY AUDITORS AND COMMITMENTS MADE ON THEIR BEHALF

(ART. 2427 NR. 16)

AMOUNT OF COMPENSATION, ADVANCES AND CREDITS GRANTED TO DIRECTORS AND STATUTORY AUDITORS AND COMMITMENTS MADE ON THEIR BEHALF

	Compensation
Directors	627,227
Statutory Auditors	43,713

The total amount of €627,227 of directors' compensation includes the compensation paid to the CEO Pierluigi Paracchi for approximately €420,000.

The fee of €43,713 includes the supervisory activity carried out by the Board of Statutory Auditors.

The amounts do not include social security contributions.

There are no advances and credits granted to directors and auditors nor commitments undertaken on their behalf.

COMPENSATION TO THE EXTERNAL AUDITOR OR AUDIT FIRM

(ART. 2427 NR. 16BIS)

AMOUNT OF FEES PAYABLE TO THE EXTERNAL AUDITOR OR AUDIT FIRM

	Value
External audit of annual accounts	12,350
Other services other than auditing	4,000
Total fees payable to the external auditor or audit firm	16,350

The item does not include the fees paid to non-statutory auditors who performed activities on the consolidated financial statements prepared in accordance with USGAAP accounting principles arranged for compliance with the regulations for companies listed on the Nasdaq market. Services other than auditing are related to the issuing of research and development credit certification issued during the 2024 financial year and relating to research expenses incurred during the 2023 financial year.

DETAILS ON OTHER FINANCIAL INSTRUMENTS ISSUED BY THE COMPANY

(ART. 2427, NR. 19) - FINANCIAL INSTRUMENTS

The company did not issue any equity financial instruments.

OFF-BALANCE SHEETS COMMITMENTS, GUARANTEES AND CONTINGENT LIABILITIES

COMMITMENTS, GUARANTEES AND CONTINGENT LIABILITIES (ART. 2427 NR. 9)

The following contractual commitment are observed, not resulting from the balance sheet:

	Total	Less than 1 year	From 1 to 3 years	From 4 to 5 years	Beyond 5 years
OSR office rent	16,012	16,012	-	-	-
OSR-SRA ARLA	83,400	83,400	-	-	-
AGC manufacturing	4,036,518	2,414,851	1,621,667	-	-
Insurances policies	7,597	6,996	600	-	-
Total	4,143,527	2,521,260	1,622,267	-	-

Commitments with OSR concern the office rental agreement while the commitments with AGC Biologics concern the activities arising from production contracts and activities related to the execution of stability studies on different batches of plasmids.

The commitments made relating to insurance contracts concern the missing installments of financed policies that cover the risks on the car granted in operating lease until the expiration of the lease itself.

Based on its ongoing contracts with Ospedale San Raffaele, the Company has commitments relating to the payment of milestones and royalties based on the stages of progress of research and clinical trial phases. The Company has not included future milestone and royalty payments in the table above because the payment obligations under these agreements are subject to future events, such as the achievement by the Company of specific milestones or the generation of product sales, and the amount, timing and probability of such payments are unknown and are not yet considered probable.

AGREEMENTS WITH CMOS AND CROS

The Company enters into agreements in the ordinary course of business with Contract Manufacturing Organizations (CMOs), Contract Research Organizations (CROs) and other third parties for exploratory studies, manufacturing, clinical trials, testing and services (shipping, travel logistics, etc.). These agreements do not have minimum purchase commitments and, except as described below, can be terminated by the Company upon written notice.

Payments due in the event of cancellation consist solely of payments for services provided or expenses incurred, including non-cancellable obligations of the Company's third party suppliers or service providers, up to the date of cancellation. These payments are not included in the table above, as the amount and timing of such payments are unknown.

OSR - OSPEDALE SAN RAFFAELE

Under the ARLA, the Company is obligated to carry out development activities using qualified and experienced professionals with a sufficient level of resources. Specifically, in line with the terms of the Original License Agreement with OSR, ARLA requires the Company to invest (a) at least €5,425,000 in the development of the licensed products and (b) at least €2,420,000 in the manufacturing of such products (subject to certain adjustments).

The Company incurred expenses of €1.8 million, €2.5 million and €1.3 million for the periods ended Decem-

ber 31, 2024, 2023 and 2022, respectively. Cumulative expenses to date is approximately €10.0 million, so as of December 31, 2024, there are no outstanding commitments for the Company. The Company has agreed to pay OSR royalties equal to 4% of the net sales of each licensed product. The royalty may be reduced if generic competition or patent stacking occurs, but in no event will the royalty be less than one-half of the original royalty, even if generic competition or patent stacking occurs. The Company has also agreed to pay OSR a royalty on net sublicensing income for each licensed product and to make payments tied to the achievement of certain milestones, such as the initiation of multiple phases of clinical trials of a licensed product, approval of a marketing authorization application (“MAA”) in a significant market, approval of a MAA in the United States, first commercial sale of a licensed product in the United States and certain EU countries, and achievement of certain levels of net sales.

No events or milestones have occurred (and none are considered likely) that would trigger contingent payments under the ARLA during the period ended December 31, 2024.

AGC BIOLOGICS

Due to these contractual provisions, provided for in the new Master Service Agreement, signed with AGC Biologics in December 2024, as described in the section SIGNIFICANT EVENTS OCCURRING DURING THE YEAR, as of December 31, 2024, Genenta has a commitment of approximately €3.5 million.

There are no other commitments, guarantees or contingent liabilities.

INFORMATION ON ASSETS AND LOANS FOR A SPECIFIC BUSINESS

(ART. 2427, NR. 20) - ASSETS DESTINED FOR A SPECIFIC BUSINESS

The company has not established any assets destined exclusively for a specific business, pursuant to letter a) of the first paragraph of Article 2447-bis.

(ART. 2427, NR. 21) - LOAN FOR A SPECIFIC BUSINESS

The company has not signed any financing agreements for a specific business pursuant to letter b) of the first paragraph of Article 2447-bis.

INFORMATION ON RELATED PARTY TRANSACTIONS

(ART. 2427, NR. 22-BIS) - RELATED PARTY TRANSACTIONS

The company has not carried out transactions with related parties and/or intragroup that are significant and not concluded under normal market conditions.

Transactions with the subsidiary Genenta Inc. have been described above, in addition, the Company has identified the following related parties:

- **Pierluigi Paracchi** (General Manager, CEO, co-founder of the Company);
- **Luigi Naldini** (co-founder of the Company and executive chairman of the scientific committee);
- **Bernard Rudolph Gentner** (co-founder of the Company and member of the scientific committee);

- **Carlo Russo** (Chief Medical Officer, employee of the subsidiary Genenta Science Inc.);
- **Richard Slansky** (Chief Financial Officer, employee of the subsidiary Genenta Science Inc.);
- **Ospedale San Raffaele** (co-founder of the Company, shareholder, main service provider for clinical trial activity and licensor of trademark for any product obtainable through research).

Below is a description of the nature of transactions between the Company and these related parties:

Pierluigi Paracchi

Pierluigi Paracchi, Chairman of the Company, is the Chief Executive Officer and co-founder. His annual compensation as an executive for the financial year ended December 31, 2024, was approximately €420,000. This does not include any annual performance bonus.

Luigi Naldini

The consulting agreement with Dr. Naldini was signed on December 12, 2019, for an annual fee of €50,000. On June 20, 2022, a new agreement was signed with Dr. Naldini for an annual fee of €100,000 starting July 1, 2022. As of December 31, 2024, Dr. Naldini invoiced €100,000 and all invoices issued were paid by December 31, 2024.

Bernard Rudolph Gentner

The last agreement with Dr. Gentner, was signed on October 26, 2017, for an annual fee of €30,000. A new agreement began on July 1, 2022, which provides for a fee of €45,000 per year. As of December 31, 2024, Dr. Gentner invoiced the Company €45,000 plus an additional €5,000 for other consulting activities performed during the year and terminated. All invoices issued have been paid by December 31, 2024.

Carlo Russo

Dr. Russo is responsible for the clinical development of *Temferon*[™], the Company's gene therapy platform. Since the IPO date, December 15, 2021, Dr. Russo has been employed by Genenta Science Inc. with the same role and responsibilities under a new employment agreement. Dr. Russo's annual gross salary as an employee is \$500,000 per year + an annual bonus of 30% subject to the Board of Directors approval. For the year ended December 31, 2024, Dr. Russo's cost has been recharged through the *Service Level Agreement* in place with the Subsidiary, plus a 7% mark-up as provided in the agreement.

Richard Slansky

Dr. Slansky is the Company's Chief Financial Officer and was hired by Genenta Science Inc. following the IPO. Under his employment agreement, Dr. Slansky is entitled to receive gross annual compensation of \$375,000 per year + an annual bonus of 30% subject to the Board of Directors approval. For the year ended December 31, 2024, Dr. Slansky's cost has been recharged through the *Service Level Agreement* in place with the Subsidiary, plus a 7% mark-up as provided for in the agreement.

OSR – San Raffaele Hospital

San Raffaele Hospital ("OSR") is a co-founder of the Company, indeed, the Company is a spin-off of part of OSR's research activities. OSR is a leading biomedical research institute in Italy and Europe, with a 45-year history of developing innovative therapies and procedures. The Company has agreements for licensing technology,

for carrying out research, pre-clinical and clinical activities, as well as for renting facilities and obtain certain other support functions. Additionally, the Company's headquarters are currently located in an OSR facility.

During 2024, the Company recognized research and development costs attributable to ongoing activities with Ospedale San Raffaele for €603,679, while it recognized costs related to the rental of office space and parking for €16,047.

Amended and Restated License Agreement with Ospedale San Raffaele (OSR)

The Company entered into an amended and restated license agreement (the "Amended and Restated OSR License Agreement" or "ARLA") with OSR in March 2023. The ARLA has replaced the Company's original License Agreement, initially signed with OSR on December 15, 2014, and subsequently amended on March 16, 2017, February 1, 2019, December 23, 2020, September 28, 2021, January 22, 2022, September 29, 2022, and December 22, 2022 (the "Original OSR License Agreement").

The effectiveness of the ARLA was subject to Italian Decree-Law No. 21 of 15 March 2012 (i.e. the Italian Golden Power regulations), subsequently amended and supplemented, and it would not have become effective until the competent Italian government authority granted its approval for the ARLA. On 20 April 2023, this approval was received and the ARLA became effective.

Pursuant to the terms of the ARLA, OSR has granted the Company an exclusive, royalty-free, non-transferable (except with OSR's prior written consent), sublicensable, worldwide, subject to certain retained rights, license to (1) certain existing patents, patent applications and know-how for use in the field(s) of interferon ("IFN") gene therapy by lentivirus-based hematopoietic stem and progenitor cell ("HSPC") gene transfer with respect to any solid cancer indication (including glioblastoma and solid liver cancer) and/or (b) any lymphopoietic indication for which the Company exercises an option (described below); and (2) certain gene therapy products (subject to certain specified exceptions relating to replication competent viruses) developed during the license period for use in the foregoing field(s) consisting of any lentivirus or other viral vector regulated by miR126 and/or miR130 and/or other miRs with the same expression pattern as miR126 and miR130 in hematopoietic cells for the expression of IFN under the control of a Tie2 promoter. Lymphopoietic indication means any indication relating to lymphopoietic malignancies and solid cancer indication means any solid cancer indication (e.g., without limitation, breast cancer, pancreatic cancer, colon cancer), with each affected human organ counted as a specific solid cancer indication.

The retained rights by OSR, extended to its affiliates, include the right to use the licensed technology for internal research in the fields of use, the right to use the licensed technology in fields of use other than the licensed products, and the right to use the licensed technology for any other use outside the fields of use, but subject to the options described below. In addition, the Company has granted OSR a perpetual, worldwide, royalty-free, non-exclusive license to any improvements generated by the Company with respect to the licensed technology, to conduct internal research in the fields of use directly or in collaboration with third parties; and, for any use outside the fields of use, in which case the license is sublicensable by OSR. Finally, the worldwide rights for the fields of use granted to the Company regarding the Lentigen knowledge are non-exclusive and cannot be sublicensed due to a pre-existing non-exclusive sublicense of these rights between OSR and GlaxoSmithKline Intellectual Property Development Limited.

Under the ARLA, the Company has an exclusive option exercisable until April 20, 2026 (the “OPI Option Period”) for any improvement of the OSR products at no additional cost, which may be useful for the development and/or commercialization of the licensed products in the field of use (the “OPI Option”). The Company also has an exclusive option exercisable until April 20, 2026 (the “LHI Option Period”) for any lymphopoietic indication to be included as part of the field of use, on an indication-by-indication basis, subject to the payment of specified optional fees and milestone payments (the “LHI Option”):

- €1.0 million for the first lymphopoietic indication;
- €0.5 million for the second lymphopoietic indication;
- €0.3 million for the third lymphopoietic indication.

No optional fee is payable for the fourth lymphopoietic indication and any subsequent lymphopoietic indication.

The Company has the right to extend the LHI Option Period twice for additional 12-month periods, subject to the payment of specified extension fees.

Prior to the effective date of the ARLA, the Company paid OSR an initial payment of €250,000 under the Original OSR License Agreement.

Under the terms of the ARLA, as consideration, the Company has agreed to pay OSR additional license fees of up to €875,000 in the aggregate.

Additionally, the Company has agreed to pay royalties to OSR upon the occurrence of certain milestone events.

As part of the ARLA, the Company has agreed to use any reasonable effort to involve OSR in Phase I clinical trials for the licensed products in the field of use, provided that OSR maintains the required quality standards and provides its services on customary and reasonable terms and in accordance with applicable market standards.

OSR retains control over the preparation, continuation and maintenance of the licensed patents. The Company is obligated to cover these costs unless other licensees benefit from such rights, in which case the costs will be shared proportionally. OSR controls the enforcement of patents and know-how rights, at its own expense. In the event that OSR does not bring a lawsuit to enforce such rights after notification by the Company, the Company has the right to enforce the licensed technology in the field of use. Both parties, Company and OSR, must consent to the settlement of any related dispute, and all proceeds recovered shall be divided, after reimbursement of expenses, based on the damages suffered by each party, or, if there is no good faith agreement between Company and OSR, on a 50%-50% split.

The ARLA expires upon expiration of the “License Rights Term” for all Licensed Products and all countries, unless terminated earlier. The License Rights Term begins upon the first commercial sale of a Licensed Product in each country, on a country-by-country basis, and ends upon the expiration of the longer of (a) the expiration of commercial exclusivity for such Product in that country (where commercial exclusivity refers to any remaining valid patent claims covering such Licensed Product, any remaining regulatory exclusions to market and sell such Licensed Product, or any remaining regulatory exclusions on data for such Licensed Product), and (b) 10 years from the first commercial sale of such Licensed Product in such country.

The parties may terminate the Agreement if the other party breaches its obligations, termination will be effective 60 business days after written notice to the breaching party. The defaulting party shall have the right to cure such breach or default during such 60 business days. OSR may terminate the Agreement for non-payment if Company fails to pay any initial payments, additional license fees, sublicense income or milestone payments within 30 days of their due dates. In addition, OSR may terminate (upon 60 business days' written notice) Company's rights in certain fields of use if Company fails to achieve certain development milestones for specific Licensed Products within certain time periods, which may be subject to extension. In addition, OSR may terminate the Agreement if commercialization of a Licensed Product begin commence within 24 months from both MAA approval and pricing approval for such Licensed Product are granted, provided that such term relates solely to such Licensed Product and such country or region for which both MAA approval and pricing approval have been granted.

Sponsored Research Agreement with OSR (SRA)

On August 1, 2023, the Company entered into a Sponsored Research Agreement ("CP1 SRA"), provided for under the ARLA, according to which the Company will fund feasibility studies for certain gene therapy products consisting of lentiviral vectors regulated by miR126 and/or miR130 and/or other miRs with the same expression pattern as miR126 and miR130 in hematopoietic cells for the expression of IFN under the control of a Tie2 promoter, in combination with any immunotherapy ("Candidate Products 1"), together with three additional research projects, to be conducted at OSR. If OSR determines that additional funding is needed, OSR will notify the Company and provide an estimate to complete the research.

During the period from the date of execution of the CP1 SRA until six months after the last report delivered to the Company under the CP1 SRA (the "CP1 Option Period"), the Company has the exclusive option to include certain intellectual property relating to the Candidate Products 1 and the Candidate Products 1 as part of the licensed patents and licensed products under the ARLA. To exercise this option, the Company must pay an option exercise fee. The Company also has the right to extend the CP1 Option Period twice for additional 24-month periods. The extension requires the payment of an extension fee for each 24-month extension.

As of December 31, 2024, the Company has registered and paid approximately €0.4 million for studies related to the CP1 SRA.

Amendment to Amended and Restated License Agreement with OSR

On September 28, 2023, the Company and OSR entered into an amendment to the ARLA, under which the Company and OSR agreed that the Company has fulfilled the obligations set forth in the ARLA specifically for Candidate Products 1 under the CP1 SRA. In addition, the amendment provides that the Company and OSR have no further obligations to negotiate and execute a sponsored research agreement to conduct feasibility studies relating to certain gene therapy products consisting of lentiviral vectors regulated by miR126 and/or miR130 and/or other miRs with the same expression pattern as miR126 and miR130 in hematopoietic cells for the expression of cytokines and variants thereof (other than IFN or in addition to IFN) under the control of a Tie2 promoter, alone or in combination with any immunotherapy ("Candidate Products 2"). Despite the removal of the obligation to execute a sponsored research agreement regarding the Candidate Products 2, OSR has granted the Company an exclusive option, to be exercised by written notice to OSR by September 30, 2025, to include certain intellectual property relating to Candidate Products 2 and Candidate Products 2

as part of the patents licensed and products under the ARLA. The option fee and the Company's fee to extend the option period, if necessary, remain consistent with the prior fees for such costs reflected in the ARLA specifically for Candidate Products 2. OSR will also have the right to prepare, file and prosecute patents and patent applications with respect to the results of Candidate Products 2. The amendment provides that the costs of the above activities will be borne by the Company.

As of December 31, 2024, the total cumulative amount of expenses related to the clinical trial activity with OSR from the beginning amounted to approximately €11.5 million and includes the cost of exercising the options on the first and second indication of solid cancer for an amount of €1.0 million, as well as the costs of the ARLA fees for approximately €0.4 million. As of December 31, 2024, there were no pending activities with OSR related to contracts signed before the effective date of the ARLA, with the exception of the project called "Residual TEM-MM budget reallocated to the TEM-GBM study", for which the last tranche of activities, corresponding to 20% of the total project, has yet to be completed, for a total amount of approximately €0.2 million.

INFORMATION ON OFF-BALANCE SHEET AGREEMENTS

(ART. 2427, N. 22-TER) - OFF-BALANCE SHEET AGREEMENTS

The Company has not entered into any off-balance sheet agreements other than those disclosed in the previous section *Off-balance sheet commitments, guarantees and contingent liabilities*.

INFORMATION ON SIGNIFICANT EVENTS OCCURRING AFTER THE END OF THE FINANCIAL YEAR

(ART. 2427, NR. 6-BIS) - CHANGES IN CURRENCY EXCHANGE RATES AFTER THE END OF THE YEAR

There are no changes in currency exchange rates that occurred after the end of the year that would have significant effects.

The following significant events occurred after the end of the year:

On February 18, 2025, the Company and AGC Biologics S.p.A. entered into *Project Change Order (PCO)* No. 6 relating to *Work Statement 02 (WS02)*, project No. 1486-04, under the *Master Service Agreement (MSA)* of January 20, 2023 and WS02 of February 2, 2023.

The order provides for the addition of a GMP LVV (*Lentiviral Vector*) 24CF/48 L production and release process, which will be performed according to the AGC platform with an estimated completion time of six months, including the reporting phase. The activity is expected to be completed by June 2025 and the order is not cancellable.

The service cost, which includes production, release of an additional batch, materials, external testing and other ancillary costs, is estimated at approximately 600,000 euros.

On March 12, 2025, Genenta Science S.p.A. ("the Company") and Fondazione Enea Tech e Biomedical ("Enea"), a private law foundation supervised by the Ministry of Enterprises and Made in Italy, entered into a Subscription Agreement for the issuance of a convertible bond loan called "Mandatory Convertible Loan

Genenta 2025-2028” (“Convertible Bonds”), subscribed by Enea for a total nominal value of up to 20 million euros, divided into 2,000 bonds, each with a nominal value of 10,000 euros. The loan will be issued in two tranches at 100% of the nominal value and governed by a specific Loan Regulation.

Convertible Bond Structure

The Convertible Bonds will be issued in two tranches:

- First Tranche: €7.5 million, issued on March 19, 2025.
- Second Tranche: €12.5 million, to be issued by September 19, 2026, subject to three conditions:
 1. Achievement of safety and tolerability in the Phase 1 clinical trial of the Temferon gene and cell therapy for the treatment of renal cell carcinoma, verified by an independent scientific consultant appointed by Enea.
 2. Approval by AIFA of a Phase 2 clinical trial.
 3. Investments for a total of €32.5 million in the Company’s capital through shares, convertible bonds, warrants or similar instruments.

Conversion of the Bonds

The Convertible Bonds will automatically convert into ordinary shares of the Company on the closest date between:

1. Early Conversion Date, which occurs in the event of:
 - Change of control (an individual or group acquires more than 50% of the voting capital or launches a public tender offer on the shares and ADSs of the Company).
 - Conclusion of an investment round of at least 50 million euros.
2. Natural maturity after 3 years (March 19, 2028).

The conversion will take place at a price determined on the basis of:

- Weighted Average Price of Genenta shares on Nasdaq in the 90 days preceding the conversion.
- Market valuation of the shares, determined by an independent financial advisor appointed by Enea.
- Discounts on the conversion (between 3% and 6%) depending on the stock’s performance.

The conversion may never exceed 29% of the share capital of the Company and the converted shares will be subject to a two-year lock-up.

Interest and Payment Options

The bonds accrue annual interest with two payment options:

- 6% per annum in ordinary shares of the Company.
- 4% per annum in cash.

Project Committee and Governance

The agreement provides for the creation of a project committee to monitor the development of research on renal cell carcinoma therapy until the conversion of the bonds. In addition, Enea will have the right to appoint an observer to the Company’s Board of Directors during the lock-up period, without voting rights.

Default Events

Enea may request early repayment of the bonds at 100% of the nominal value in the event of:

- Failure of the Company to invest 7.5 million euros according to the operational plan.
- Suspensions or interruptions of the research project.
- Violations of the Company's reporting obligations.
- Delisting of the Company's ADSs.
- Negative statements by the auditor.
- Cross default exceeding 1.5 million euros or events that compromise the continuity of the project.

On March 20, 2025, the Company issued 856,602 ADSs for net cash of approximately €2,977,100 (equal to approximately \$3,222,900), bringing the total number of ordinary shares outstanding to 19,146,468 and the share capital to €464,646.80, in accordance with the Sales Agreement in place with Rodman & Renshaw and Virtu Capital.

INFORMATION RELATED TO STARTUPS, ALSO WITH A SOCIAL VOCATION, AND INNOVATIVE SMES

The Company remains in the phase of no revenue and therefore of recurring loss. Following the listing on Nasdaq in December 2021, the Company is no longer registered in the special section of Innovative SMES at the Companies Register, having lost the requirements.

RESEARCH AND DEVELOPMENT ACTIVITIES

During the 2024 financial year, the Company carried out research and development activities for preclinical research and focused its efforts on the project carried out at the Milan headquarters, called: **“Preclinical research activities aimed at an innovative treatment of solid tumors”**.

Part of the same is still ongoing.

A tax credit of € 372,943 was determined on the expenses relating to research and development activities incurred in the 2024 financial year, pursuant to Law 160, 27/12/2019.

INFORMATION PURSUANT TO ARTICLE 1, PARAGRAPH 125, OF LAW N. 124 DATED AUGUST 4, 2017

With reference to Art. 1 paragraph 235 of Law 124/2017, the following summarizes the subsidies received in the year from the public administration:

- R&D tax credit for expenses incurred during 2024 financial year, € 372.943

PROPOSAL FOR ALLOCATION OF PROFITS OR TO COVER LOSSES

ALLOCATION OF THE ANNUAL RESULT (ART. 2427-NR. 22 – SEPTIES)

Shareholders,

We propose to approve the Company's financial statements closed on 12/31/2024, including the Balance Sheet, the Income Statement and the Notes to the Financial Statements.

As regards coverage of the loss for the financial year, amounting as already specified to (€ 8,088,749), it is proposed to use the share premium reserve.

APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2024

Attached to these notes, the Board of Directors wishes to underline that the approval of these financial statements has taken place in accordance with the provisions of the Italian Civil Code and the related articles. The Board of Directors has called the Shareholders' Meeting to approve the financial statements within the ordinary timeframes provided by law, ensuring transparency and compliance with the accounting principles established by national regulations.

NOTES TO THE FINANCIAL STATEMENTS - FINAL PART

These financial statements, consisting of the Balance Sheet, Income Statement and Notes to the Financial Statements, represent in a true and correct manner the financial and equity situation as well as the economic result of the financial year and correspond to the results of the regularly kept accounting records.

The President of the Board of Directors
and Managing Director
Signed **PIERLUIGI PARACCHI**

STATEMENT OF COMPLIANCE OF THE FINANCIAL STATEMENTS

The undersigned director declares that this electronic document is a true copy of the document transcribed and signed in the company's books.

The electronic document in XBRL format containing the Balance Sheet and the Income Statement is a true copy of the corresponding original documents filed with the company.

The managing body.
The President of the Board of Directors
and Managing Director
Signed **PIERLUIGI PARACCHI**



GENENTA SCIENCE S.p.A.

Headquarter in Milan (MI) – Via Olgettina, 58

Shareholders Capital Euro 464.646,80 c.p..

Registered at REA n. MI-2045555

Reg. Imprese Milano Monza Brianza Lodi – VAT Code n. 08738490963

Independent auditor’s report

in accordance with article 14 of Legislative Decree 39 of 27 January 2010

To the Shareholders of

GENENTA SCIENCE S.p.A.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of GENENTA SCIENCE S.p.A. for the year then ended at 31 December 2024 (*Total Assets Euro 17.795.555; Net Equity Euro 15.778.026; Loss of the period Euro 8.088.749; Total revenues Euro 406.011*) prepared in abbreviated form according to art. 2435-bis of Civil Code which comprise the Balance Sheet at 31 December 2024, the Income Statements for the year then ended and the Notes.

In our opinion, the financial statements give a true and fair view of the financial position of GENENTA SCIENCE S.p.A. at 31 December 2024 and the economical result for the year then ended in accordance with the Italian regulations governing financial statements.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in section “*Auditor’s Responsibilities for the Audit of the Financial Statements*” of this report. We are independent to GENENTA SCIENCE S.p.A. pursuant to the regulations and standards on ethics and independence applicable to audits of financial statements under Italian law. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis on matters – Convertible bond issuance

We draw attention to paragraph *Information on significant events occurring after the end of the financial year* of the Notes, where Directors describe the issuance of a convertible bond issuance for a total amount up to Euro 20 million, specifying that:

“On March 12, 2025, Genenta Science S.p.A. (“the Company”) and Fondazione Enea Tech e Biomedical (“Enea”), a private law foundation supervised by the Ministry of Enterprises and Made in Italy, entered into a Subscription Agreement for the issuance of a convertible bond loan called “Mandatory Convertible Loan Genenta 2025-2028” (“Convertible Bonds”), subscribed by Enea for a total nominal value of up to 20 million euros, divided into 2,000 bonds, each with



a nominal value of 10,000 euros. The loan will be issued in two tranches at 100% of the nominal value and governed by a specific Loan Regulation”).

Convertible Bond Structure

The Convertible Bonds will be issued in two tranches:

1. First Tranche: €7.5 million, issued on March 19, 2025.
2. Second Tranche: €12.5 million, to be issued by September 19, 2026, subject to three conditions:
 1. Achievement of safety and tolerability in the Phase 1 clinical trial of the Temferon gene and cell therapy for the treatment of renal cell carcinoma, verified by an independent scientific consultant appointed by Enea.
 2. Approval by AIFA of a Phase 2 clinical trial.
 3. Investments for a total of €32.5 million in the Company's capital through shares, convertible bonds, warrants or similar instruments.

Conversion of the Bond

The Convertible Bonds will automatically convert into ordinary shares of the Company on the closest date between:

1. Early Conversion Date, which occurs in the event of:
 - Change of control (an individual or group acquires more than 50% of the voting capital or launches a public tender offer on the shares and ADSs of the Company).
 - Conclusion of an investment round of at least 50 million euros.
2. Natural maturity after 3 years (March 19, 2028).

The conversion will take place at a price determined on the basis of:

- Weighted Average Price of Genenta shares on Nasdaq in the 90 days preceding the conversion.
- Market valuation of the shares, determined by an independent financial advisor appointed by Enea.
- Discounts on the conversion (between 3% and 6%) depending on the stock's performance.

The conversion may never exceed 29% of the share capital of the Company and the converted shares will be subject to a two-year lock-up.

Interests and Payment Options

The bonds accrue annual interest with two payment options:

- 6% per annum in ordinary shares of the Company.
- 4% per annum in cash.”

Our opinion is not modified in respect of this matter.

Responsibilities of the Directors and the Board of Statutory Auditors for the Financial Statements

The Directors are responsible for the preparation of the financial statements that give a true and



fair view in accordance with the Italian regulations governing financial statements and, in the terms prescribed by law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Directors are responsible for assessing the Company ability to continue as a going concern and, in preparing the financial statements, for the appropriate application of the going concern basis for accounting, and for disclosing matters related to going concern. In preparing the financial statements, the Directors use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Board of Statutory Auditors is responsible for overseeing, in the terms prescribed by law, the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit conducted in accordance with International Standards on Auditing (ISA Italia), we exercised our professional judgment and maintain professional skepticism throughout the audit. Furthermore:

- we identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error; we designed and performed audit procedures responsive to those risks; we obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of control;
- we obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company internal control;
- we evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors;
- we concluded on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company ability to continue as a going concern. If we conclude that a material uncertainty exists, we are

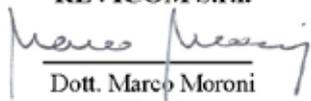


required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

- we evaluated the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicated with those charged with governance, identified at an appropriate level as required by ISA Italia regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

Milan, 10 April 2025

REVICOM S.r.l.

Dott. Marco Moroni
(Socio)

GENENTA SCIENCE S.p.A.
Headquarters in Milan (MI) – Via Olgettina, 58
Share capital: Euro 464,646.80 fully paid
Registered with the REA under number MI-2045555
Milan Monza Brianza Lodi Business Register - Tax Code and VAT number: 08738490963

REPORT OF THE BOARD OF STATUTORY AUDITORS TO THE SHAREHOLDERS' MEETING FOR THE APPROVAL OF THE FINANCIAL STATEMENTS AS OF DECEMBER 31, 2024, PREPARED PURSUANT TO ARTICLE 2429, PARAGRAPH 2, OF THE ITALIAN CIVIL CODE.

To the Shareholders of Genenta Science S.p.A.

During the financial year ending on December 31, 2024, our activities have been guided by the legal provisions and the Code of Conduct for the Board of Statutory Auditors of unlisted companies issued by the National Council of Chartered Accountants and Accounting Experts.

We hereby inform you of the activities carried out and the results achieved through this report.

The financial statements of Genenta Science S.p.A. as of December 31, 2024, prepared in accordance with the Italian regulations governing their preparation, have been submitted for your examination. The financial statements show a net loss of €8,088,749. The financial statements were made available to us within the legal deadline.

The Board of Statutory Auditors, not being responsible for the statutory audit, carried out the supervisory activities outlined in Standard 3.8 of the "Conduct Rules for the Board of Statutory Auditors of Unlisted Companies," which involve a general, synthetic review aimed at verifying that the financial statements have been properly prepared. In fact, the verification of compliance with accounting data is the responsibility of the appointed statutory auditor.

The entity responsible for the statutory audit of the accounts, Revicom S.r.l., has delivered its report dated April 10, 2025, containing an unmodified opinion, with an emphasis of matter regarding the issuance of the convertible bond, specifying that the opinion is not expressed with any qualifications concerning this aspect.

Therefore, according to the report of the auditor, the financial statements as of December 31, 2024, truthfully and accurately represent the financial and asset position, the economic result, and the cash flows of your company, and have been prepared in accordance with the regulations governing their preparation.

1) Supervisory activities pursuant to Articles 2403 et seq. of the Civil Code.

We have monitored compliance with the law and the statute, the respect for the principles of proper administration, and, in particular, the adequacy of the organizational, administrative, and accounting structure adopted by the company and its actual functioning.

We attended the Shareholders' meetings and the Board of Directors' meetings, and, based on the available information, we have no specific remarks to report.

We have obtained from the management body, with adequate advance notice and also during the meetings held, information on the general performance of the management and its foreseeable evolution, as well as on the most significant transactions, due to their size or characteristics, carried out by the company. Based on the information acquired, we have no particular observations to report.

We have promptly exchanged relevant data and information with the party responsible for the statutory audit for the performance of our supervisory activities.

We met with the supervisory body, and no issues regarding the correct implementation of the organizational model have emerged that need to be highlighted in this report.

We have gained knowledge and supervised the adequacy of the organizational, administrative, and accounting structure and its actual functioning, also through the collection of information from the heads of the relevant functions. In this regard, we have no particular observations to report.

We have gained knowledge and, within the scope of our responsibilities, supervised the adequacy and functioning of the administrative-accounting system, as well as its reliability in correctly representing management activities, through the collection of information from the heads of the relevant functions and the examination of company documents. In this regard, we have no particular observations to report.

No complaints have been received from the shareholders pursuant to Article 2408 of the Civil Code or Article 2409 of the Civil Code.

We have not made any reports to the management body pursuant to and for the purposes of Article 25-octies of Legislative Decree No. 14 of January 12, 2019.

We have not received any reports from the party responsible for the statutory audit pursuant to and for the purposes of Article 25-octies of Legislative Decree No. 143 of January 12, 2019.

We have not received any reports from public creditors pursuant to and for the purposes of Article 25-novies of Legislative Decree No. 14 of January 12, 2019.

During the financial year, no opinions or observations required by law were issued by the Board of Statutory Auditors.

2) Observations on the financial statements

We have verified that the directors have declared compliance with the applicable regulations governing the preparation of the financial statements.

According to the report of the party responsible for the statutory audit, 'the financial statements provide a true and fair view of the financial and asset situation of Genenta Science S.p.A. as of December 31, 2024, of the economic result, and of the cash flows for the year ending on that date, in compliance with the Italian regulations governing the preparation criteria.

To the best of our knowledge, the directors, in the preparation of the financial statements, have not departed from the legal provisions pursuant to Article 2423, paragraph 5, of the Civil Code.

3) Observations and proposals regarding the approval of the financial statements.

Considering the results of the activities we have carried out and the opinion expressed in the audit report issued by the party responsible for the statutory audit, we find no reasons that would prevent the approval of the financial statements for the year ended December 31, 2024, as prepared by the directors, by the shareholders.

Milan, April 10, 2025

Dr. Carlo-Alberto Nicchio (Chairman of the Board of Statutory Auditors)

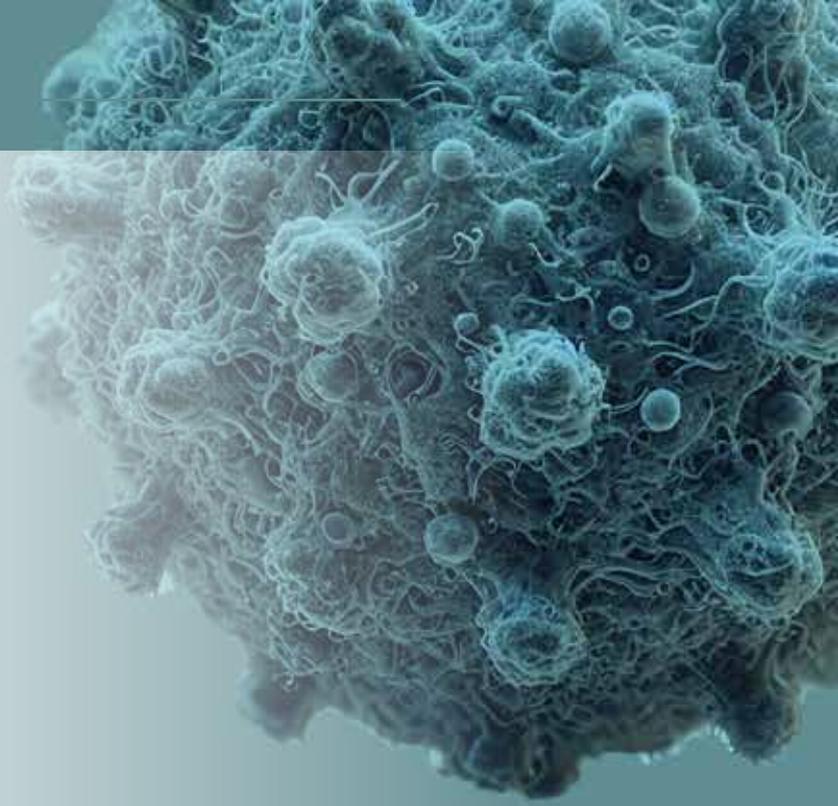


Dr. Jacopo Doveri (Statutory Auditor)



Dr. Giuseppe Gentile (Statutory Auditor)





GENENTA SCIENCE SPA

Via Olgettina, 58, 20132 Milan (Mi)

www.genenta.com