

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

PREAMBLE

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

Item 1 on the Agenda

Amendment to Article 1 of the Company’s by-laws to change the corporate name from Genenta Science S.p.A. to Saentra Forge S.p.A.; inherent and consequent resolutions.

Dear Shareholders,

The Board of Directors has resolved to submit to the Extraordinary Shareholders’ Meeting a proposal for the modification of Article 1 of the Company’s by-laws concerning the change of the corporate name from Genenta Science S.p.A. to Saentra Forge S.p.A.

(a) Content and reasons of the proposal

The proposed change of the Company’s corporate name is part of a broader strategic expansion that the Company has undertaken in relation to evolving market dynamics and new industrial and commercial opportunities.

Following the amendment to the Company’s corporate purpose resolved by the Extraordinary Shareholders’ Meeting held on October 29, 2025, the Company has initiated a transition from a single-business operating model toward a diversified industrial platform, designed to pursue growth through industrial integration and operational coordination of other companies.

In this context, the Board of Directors believes that the current corporate name no longer adequately reflects the Company’s new strategic identity, scope of activities and long-term positioning. The proposed name “Saentra Forge” is intended to better represent the Company’s role as a new industrial aggregator, focused on the development and consolidation of industrial businesses operating in sectors of strategic relevance contemplated by the Italian legal framework commonly referred to as “Golden Power.”

The new name is also intended to emphasize the Company’s industrial and operational vocation, and to convey a clearer and more consistent identity to institutional investors, counterparties and public stakeholders, at both domestic and international level.

The proposed amendment to Article 1 of the Company’s by-laws, concerning exclusively the change of the corporate name from Genenta Science S.p.A. to Saentra Forge S.p.A., does not constitute a resolution giving rise to the right of withdrawal pursuant to Article 2437 of the Italian Civil Code.

(b) Amendments to Article 1 of the By-laws

Below are highlighted the proposed amendments to the text of Article 1 of the Company’s by-laws.

Current Article 1	New proposed Article 1
A joint stock company has been incorporated under	A joint stock company has been incorporated under

the name: "Genenta Science S.p.A.".	the name: " Genenta Science S.p.A. Saentra Forge S.p.A.".
-------------------------------------	--

(c) Proposal for resolution

Dear Shareholders,

In light of the foregoing, the Board of Directors submits for your approval the following resolution proposal:

“The Shareholders’ Meeting of Genenta Science S.p.A., convened in extraordinary session:

- (i) examined the illustrative Report of the Board of Directors and the proposal formulated therein;*
- (ii) shared the reasons for the proposal contained in such Report;*

RESOLVES

(1) to change the corporate name from "Genenta Science S.p.A." to "Saentra Forge S.p.A.", by amending Article 1 of the Company’s by-laws as follows:

“A joint stock company has been incorporated under the name: "Saentra Forge S.p.A.";

(2) to grant the Chairman of the Board of Directors a broad mandate to carry out everything necessary for the execution of the statutory amendments adopted today, and to fulfill all legal formalities, with the authority to make formal and non-substantial additions, changes, and deletions as may be necessary or required, including for the registration in the relevant Companies’ Register.”

Item 2 on the Agenda

Grant to the Board of Directors of a delegation pursuant to Article 2443 and Article 2420-ter of the Italian Civil Code to increase the share capital against payment and/or to issue convertible bonds, in one or more tranches and on a divisible basis, up to a maximum amount of Euro 300,000,000, including any share premium, through the issuance of up to no. 120,000,000 new ordinary shares with no par value and with regular dividend entitlement, also with exclusion of pre-emptive rights or on a gratuitous basis, also pursuant to Article 2441, paragraphs 4 and/or 5 and/or 8, of the Italian Civil Code, for a period of five years from the date of the resolution; consequent amendment to Article 6 of the Company’s by-laws; inherent and consequent resolutions.

Dear Shareholders,

Article 2443 of the Italian Civil Code allows the Shareholders’ Meeting to grant the Directors, through an amendment to the by-laws, the power to increase the share capital, in one or more tranches, also with exclusion of pre-emptive rights pursuant to Article 2441, paragraphs 4 and 5, of the Italian Civil Code, up to a specified amount and for a maximum period of five years from the date of the resolution. Article 2420-ter of the Italian Civil Code allows the Shareholders’ Meeting to grant the Directors, through an amendment to the by-laws, an analogous power to issue convertible bonds up to a specified amount and for a maximum period of five years from the date of the resolution. In such case, the delegation also includes the corresponding share capital increase.

In the case of a share capital increase, shareholders have pre-emptive rights pursuant to Article 2441, paragraph 1, of the Italian Civil Code, without prejudice to the possibility of excluding pre-emptive rights in the cases provided for by Article 2441, paragraphs 4, 5 and 8, of the Italian Civil Code.

Therefore, taking into account the expiry of the analogous delegation previously granted by the Shareholders’ Meeting to the administrative body, the Board of Directors deemed it appropriate to submit to the Shareholders’ Meeting for approval the proposal to grant a new delegation pursuant to Article 2443 and Article 2420-ter of the Italian Civil Code to increase the share capital for cash consideration and/or to issue convertible bonds, up to a

maximum amount of Euro 300,000,000, including any share premium, through the issuance of up to no. 120,000,000 new ordinary shares with no par value and with regular dividend entitlement, to be carried out also on a divisible basis, in one or more *tranches*, for a period of five years from the date of the shareholders' meeting resolution, also with exclusion of pre-emptive rights or on a gratuitous basis, also pursuant to Article 2441, paragraphs 4 and/or 5 and/or 8, of the Italian Civil Code (the "**Delegation**").

It is specified that the maximum number of shares indicated above refers to the share capital structure prior to the execution of any reverse stock split of the Company's ordinary shares that may be resolved by the Shareholders' Meeting pursuant to item 3 on the extraordinary agenda of this Meeting. In the event that such reverse stock split is approved and executed, the Board of Directors shall have the power, as indicated in the relevant resolution proposal, to adjust the maximum number of shares issuable under this Delegation in order to ensure consistency with the post-reverse stock split share capital structure, without prejudice to the maximum aggregate amount of the Delegation.

In particular, through the Delegation it is proposed to grant the Board of Directors:

- 1) pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital, against payment, in one or more tranches, also on a divisible basis, for a period of five years from the date of the shareholders' meeting resolution, up to a maximum amount of Euro 300,000,000, including any share premium, through the issuance of up to no. 120,000,000 new ordinary shares with no par value and with regular dividend entitlement, with recognition of pre-emptive rights pursuant to Article 2441, paragraph 1, of the Italian Civil Code or also, and alternatively, with exclusion of pre-emptive rights or, where the legal requirements are met, on a gratuitous basis, also pursuant to Article 2441, paragraphs 4 and/or 5 and/or 8, of the Italian Civil Code, also alternatively: (i) to be carried out in cash and/or through contributions in kind (real estate assets, equity interests and other financial instruments, *leasing* agreements, businesses and/or going concerns, industrial or intellectual property rights or assets), provided that the administrative body deems them instrumental to the pursuit of the corporate purpose, with the right to rely on the provisions of Article 2343-ter of the Italian Civil Code and, where applicable, to provide – in the event of the existence of any pre-emption rights over the assets subject to contribution – for any alternative contributions; and/or (ii) to be carried out in favor of persons identified by the administrative body among institutional and/or professional and/or other medium-to-long-term investors (natural and/or legal persons), whether or not already shareholders of the Company, or also in favor of employees of the Company or of parent companies or subsidiaries of the Company, as well as at the service of existing or future *equity* incentive plans; and/or (iii) at the service of the exercise of *warrants* and/or the conversion of convertible bonds (possibly also *cum warrant*) issued in execution of the delegation pursuant to Article 2420-ter of the Italian Civil Code;
- 2) pursuant to Article 2420-ter of the Italian Civil Code, the power to issue convertible bonds, possibly also *cum warrant* (granting the right, at the discretion of the Board of Directors, to receive ordinary shares and/or savings shares and/or bonds, including convertible bonds, possibly issued by the Board itself in exercise of a delegation, for no consideration or against payment, including newly issued instruments), in one or more tranches, also on a divisible basis, within five years from the date of the shareholders' meeting resolution, to be offered under pre-emptive rights to the entitled persons, or with exclusion or limitation – in whole or in part – of pre-emptive rights pursuant to paragraphs 4, first sentence, 5 and/or 8 of Article 2441 of the Italian Civil Code, always within the aforementioned maximum amount of Euro 300,000,000, including any share premium;
- 3) the broadest powers and authority to: (i) determine, for each individual *tranche*, all procedures, terms and conditions of the share capital increase and/or the issue of convertible bonds, including, by way of example, the power to determine, for each individual *tranche*, the addressees, whether it is divisible or indivisible, the number, issue price (including any share premium), type and characteristics of the shares and/or convertible bonds to be issued, any allocation of *warrants* (consistently with the share capital increase or the issue of convertible bonds), and the procedures and timing for subscription and payment,

in compliance with the criteria established by law and in accordance with the provisions of this illustrative report; (ii) implement and carry out the share capital increase and/or the issue of convertible bonds resolved from time to time and fulfill the formalities necessary to proceed with the subscription offer and/or the admission to listing (including in the form of American Depositary Shares) of the newly issued shares (and, where applicable, of any *warrants*), including the power to prepare and submit any document required, necessary or even merely appropriate, and to submit to the competent Authorities any application, petition or document required, necessary or even merely appropriate for such purpose; (iii) carry out the publications and communications required pursuant to law and regulations and make to the resolutions adopted any amendments and/or additions that may be necessary and/or appropriate, including following a request by any competent Authority or upon registration, and, in general, to carry out everything necessary for the complete implementation of such resolutions, including the mandate to file the updated by-laws with the competent Companies' Register.

(a) Reasons for the Delegation (also in relation to any exclusion of pre-emptive rights pursuant to Article 2441, paragraphs 4 and 5, of the Italian Civil Code)

The proposed Delegation is intended to support the Company's growth and development process and therefore to raise any financial resources and/or carry out extraordinary transactions, including share exchange transactions, necessary to achieve the strategic objectives of the Company's business plan.

To support the aforementioned growth and development process, it is crucial, among other things, that the Company be able to obtain the financial resources necessary to seize opportunities that may arise on the market promptly, acting in a timely manner to capture the most favorable moments for obtaining the necessary resources. The Delegation makes it possible to achieve the aforementioned benefits in terms of flexibility and speed of execution, enabling the Company to seize the most favorable conditions also for carrying out possible extraordinary transactions functional to the aforementioned growth and development process.

In addition, the Delegation instrument offers – in addition to the aforementioned benefits in terms of flexibility and speed of execution – advantages in terms of: (i) the economic conditions of the offer, as it entrusts the Board of Directors with determining them (including the maximum amount of the offer and the issue price of the financial instruments covered by it) depending on the market conditions prevailing at the time of the actual launch of the transaction, thereby reducing, among other things, the risk of fluctuations in stock market prices between the time of announcement and the start of the transaction, which would occur if the transaction were decided by the shareholders' meeting; (ii) free determination of the amount of convertible bond issues and/or share capital increases, also on a divisible basis, within the limits of the maximum amount of the Delegation; (iii) determination of the most suitable methods to seize any strategic opportunities, allowing the Company to proceed quickly with the acquisition of *assets* conducive to the pursuit of the Company's strategies through contributions in kind, with the right to rely on the provisions of Article 2343-ter of the Italian Civil Code, or through cash contributions, with an offer under pre-emptive rights or also with exclusion of pre-emptive rights.

The considerations set forth in this paragraph 1.1 shall be deemed extended as the basis for any exclusion of pre-emptive rights in relation to one or more *tranches* of the delegated capital increase.

(b) Amount of the Delegation and period provided for its exercise

As anticipated above, it is proposed to establish that the aggregate value – including share premium – of the share capital increase (or share capital increases) and/or the issue of convertible bonds of the Company carried out under the Delegation may not exceed Euro 300,000,000.

It is proposed to establish that the Delegation may be exercised at any time, in one or more tranches, within five years from the date of the resolution of the Shareholders' Meeting called to grant the Delegation.

Without prejudice to the foregoing, the timing for exercise of the Delegation, pursuant to Article 2443 and Article 2420-ter of the Italian Civil Code, as well as the terms and conditions of any issuances of shares and/or convertible bonds, will depend on the concrete opportunities that arise during the period for which the Delegation is granted.

(c) Criteria for determining the issue price

It is specified that the new shares issued in exercise of the Delegation will be offered at the price to be established from time to time by the Board of Directors (including any share premium), by reference to the legal provisions applicable from time to time in relation to the type of transaction, the most commonly recognized and used valuation methods, while also taking into account market practice and the specific features of the transaction.

It is specified that, for the valuation of any contributions in kind, the Board of Directors may also rely on the methods provided for by Article 2343-ter of the Italian Civil Code.

Without prejudice to the applicable provisions of the Italian Civil Code, it is appropriate to specify that the terms and conditions of the proposed share capital increase(s) and/or issues of convertible bonds under the Delegation, including the issue price, will be assessed against the circumstances affecting the Company and the market in general at the time the Delegation is exercised. The Delegation therefore authorizes the Board, in compliance with legal requirements, to identify a price that takes into account the foregoing and any other relevant circumstance at the time the Delegation is exercised and that, therefore, may also potentially be lower than the implicit accounting par value of the Company's shares at the time the Delegation is exercised and/or the relevant share capital increase is carried out.

(d) Amendment to the by-laws

Following the Delegation resolution, Article 6 of the Company's by-laws will be amended to reflect it.

The proposed amendment to Article 6 of the by-laws does not give rise to the right of withdrawal pursuant to Article 2437 of the Italian Civil Code for the Company's Shareholders who did not participate in the resolutions covered by this Report.

We therefore submit the following resolution proposal for your approval:

"The Extraordinary Shareholders' Meeting, having examined the report of the Board of Directors and the proposal formulated therein,

RESOLVES

1. *to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital, against payment, in one or more tranches, also on a divisible basis, for a period of five years from the date of this resolution, up to a maximum amount of Euro 300,000,000 (three hundred million/00), including any share premium, through the issuance of up to no. 120,000,000 new ordinary shares with no par value and with regular dividend entitlement, with recognition of pre-emptive rights pursuant to Article 2441, paragraph 1, of the Italian Civil Code or also, and alternatively, with exclusion of pre-emptive rights or on a gratuitous basis, also pursuant to Article 2441, paragraphs 4 and/or 5 and/or 8, of the Italian Civil Code, insofar as, also alternatively: (i) to be carried out in cash and/or through contributions in kind (real estate assets, equity interests and other financial instruments, leasing agreements, businesses and/or going concerns, industrial or intellectual property rights or assets), provided that the administrative body deems them instrumental to the pursuit of the corporate purpose, with the right to rely on the provisions of Article 2343-ter of the Italian Civil Code and, where applicable, to provide – in the event of the existence of any pre-emption rights over the assets subject to contribution – for any alternative contributions; and/or (ii) to be carried out in favor of persons identified by the administrative body among institutional and/or professional and/or other medium-to-long-term investors (natural and/or legal persons), whether or not already shareholders of the Company, or also in favor of employees of the Company or of parent companies or subsidiaries of the Company, and/or (iii) at the service of the exercise of warrants and/or the conversion of convertible bonds (possibly also cum warrant) issued in execution of the delegation pursuant to Article 2420-ter of the Italian Civil Code, as well as a delegation pursuant to Article 2420-ter of the Italian Civil Code to issue, in one or more tranches, bonds convertible into ordinary shares, always within the same maximum aggregate amount of Euro*

300,000,000 (including share premium), with a consequent share capital increase at the service of conversion, also always with exclusion of pre-emptive rights, also pursuant to Article 2441, paragraphs 4, 5 and 8, of the Italian Civil Code for a period of five years.

2. to add the following paragraph to Article 6 of the Company's By-laws: *"The Shareholders' Meeting held on [29] June 2026 resolved to grant the Board of Directors a delegation, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital against payment, in one or more tranches and also on a divisible basis, up to a maximum amount of Euro 300,000,000 (including share premium), through the issuance of up to no. 120,000,000 new ordinary shares with no par value and with regular dividend entitlement, with recognition of pre-emptive rights pursuant to Article 2441, paragraph 1, of the Italian Civil Code or also, and alternatively, with exclusion of pre-emptive rights or on a gratuitous basis, also pursuant to Article 2441, paragraphs 4, 5 and 8, of the Italian Civil Code for a period of 5 years, as well as a delegation pursuant to Article 2420-ter of the Italian Civil Code to issue, in one or more tranches, bonds convertible into ordinary shares, always within the same maximum aggregate amount of Euro 300,000,000 (including share premium), with a consequent share capital increase at the service of conversion, also always with exclusion of pre-emptive rights, also pursuant to Article 2441, paragraphs 4, 5 and 8, of the Italian Civil Code for a period of 5 years"*.
3. to grant the Board of Directors the broadest powers and authority to: (i) determine, for each individual tranche, all procedures, terms and conditions of the share capital increase and/or the issue of convertible bonds, including, by way of example, the power to determine, for each individual tranche, the addressees, whether it is divisible or indivisible, the number, issue price (including any share premium), type and characteristics of the shares and/or convertible bonds to be issued, any allocation of warrants (consistently with the share capital increase or the issue of convertible bonds), and the procedures and timing for subscription and payment, in compliance with the criteria established by law and in accordance with the provisions of the illustrative report of the Board of Directors; (ii) implement and carry out the share capital increase and/or the issue of convertible bonds resolved from time to time and fulfill the formalities necessary to proceed with the subscription offer and/or the admission to listing of the newly issued shares (and, where applicable, of any warrants), including the power to prepare and submit any document required, necessary or even merely appropriate, and to submit to the competent Authorities any application, petition or document required, necessary or even merely appropriate for such purpose; (iii) carry out the publications and communications required pursuant to law and regulations and make to the resolutions adopted any amendments and/or additions that may be necessary and/or appropriate, including following a request by any competent Authority or upon registration, and, in general, to carry out everything necessary for the complete implementation of such resolutions, including the mandate to file the updated by-laws with the competent Companies' Register.

Item 3 on the Agenda

Reverse stock split; consequent amendment to Article 6 of the Company's by-laws; inherent and consequent resolutions.

Dear Shareholders,

The Board of Directors has convened you in an Extraordinary Shareholders' Meeting to bring to your attention the proposal for a reverse stock split of the Company's ordinary shares (the **"Reverse Stock Split"**).

This Report is being published on 11 June 2026 and updates and replaces the illustrative report on the same agenda item made available to shareholders on May 30, 2026. Subsequent to that date, the trading price of the Company's ADSs has shown signs of recovery, with several consecutive trading days with a closing price above the USD 1.00 threshold (see below). In light of such circumstances, this Report proposes, primarily compared to the original version of the Reverse Stock Split proposal, to attach a condition precedent to the reverse stock split resolution

itself, as further illustrated below. This Report is being published with evidence of the amendments made to the previous resolution proposal on this matter.

(a) Reasons for the Reverse Stock Split

On April 10, 2026, the Company received from The Nasdaq Capital Market (“**Nasdaq**”) a deficiency notice (the *Deficiency Notice*) pursuant to Nasdaq Listing Rule 5550(a)(2) due to non-compliance with the minimum bid price requirement of USD 1.00 per American Depositary Share (“**ADS**”). The closing bid price of the Company’s ADSs was below USD 1.00 for thirty consecutive business days, from February 26 to April 9, 2026.

The ADSs continue to trade regularly on Nasdaq and, pursuant to the applicable provisions, the Company has a period of 180 calendar days from the date of the notice, i.e., until October 7, 2026, to regain compliance with the minimum bid price requirement. To this end, the closing bid price of the ADSs must be equal to or greater than USD 1.00 for at least ten consecutive business days.

The Board of Directors therefore considers it appropriate to submit this Reverse Stock Split proposal to the Shareholders’ Meeting for approval, which, if completed, as it would allow the unit value of the ordinary shares and, consequently, of the ADSs to increase, facilitating the Company’s return to compliance with Nasdaq listing ~~requirements, requirements (including where such compliance is not restored in the meantime automatically as a result of an increase in the market price of the ADSs).~~

(b) Proposed Reverse Stock Split ratio

The reverse stock split transaction is proposed at the ratio within a range of no. 1 new ordinary share with no par value and with regular dividend entitlement for every no. 10 to 20 existing ordinary shares, to be determined by the Board of Directors upon satisfaction of the condition precedent referred to below.

In determining ~~the actual reverse stock splits~~ ratio, the Board of Directors ~~will take~~ into account, among other things, the following factors: (i) the market conditions prevailing at the time the Reverse Stock Split is implemented; (ii) the target price of the ADSs after the Reverse Stock Split, which must be sufficiently above the USD 1.00 threshold to ensure an adequate compliance ~~margin; margin;~~ (iii) ~~the recommendations of the Company’s financial advisors, who indicated a ratio range of 15 to 25 as optimal for comparable companies;~~ (iv) ~~the Company’s new strategy in light of its new corporate purpose.~~

Considering that the Company’s ordinary shares have no par value, the Reverse Stock Split will result in an increase in their implicit accounting par value, without however changing the amount of share capital.

(c) Effective date of the Reverse Stock Split

If the Shareholders’ Meeting approves this proposal and the condition precedent referred to below is satisfied, the Reverse Stock Split will be carried out after registration ~~with~~ the competent Companies’ Register of the resolution ascertaining the satisfaction of the condition by the Board of Directors, shareholders’ meeting resolution with the competent Companies’ Register, at the times and in the manner to be determined by the Board of Directors, also in coordination with Euronext Securities Milan S.p.A. (formerly Monte Titoli S.p.A.) and with The Bank of New York (formerly Bank of New York Mellon), as depositary of the ADSs (“**Depositary**”) pursuant to the Deposit Agreement entered into with the Company on December 17, 2021. Timely notice of the execution of the Reverse Stock Split will be given pursuant to applicable law and Nasdaq Rules.

(d) Treatment of fractional shares

The Reverse Stock Split, if executed, may generate fractional shares for shareholders who do not hold a number of shares exactly divisible by the reverse stock split ratio. For the treatment of such fractions, a service will be made available to shareholders for the treatment of any non-consolidatable share fractions, based on the official market price and without additional costs or commissions to the shareholders.

The transactions relating to the Reverse Stock Split will be carried out by the authorized intermediaries participating in the centralized management system managed by Euronext Securities Milan S.p.A. (formerly Monte Titoli S.p.A.), pursuant to the applicable regulations and without any expense charged to the Shareholders.

In order to optimize the numerical ratios of the Reverse Stock Split, it will be necessary to cancel a minimum number of ordinary shares so that the shares outstanding before the reverse stock split are equal to a multiple of the selected reverse stock split ratio, on the basis of the waiver of shares to be made by one or more shareholders and/or by an intermediary available to provide a rounding service before the transaction is carried out, all without changing the amount of share capital.

(e) Effects on the ADSs

The Company's ADSs are admitted to trading on The Nasdaq Capital Market and are issued by The Bank of New York as Depositary pursuant to the Deposit Agreement. Currently, each ADS represents one (1) ordinary share of the Company. After the Reverse Stock Split, it is expected that the 1:1 ratio between ADSs and ordinary shares will be maintained, so that each ADS will continue to represent one (1) consolidated ordinary share. In such case, the number of outstanding ADSs will decrease proportionally to the reverse stock split ratio (for example, with a reverse stock split ratio of 20:1, a holder of 100 ADSs will hold 5 ADSs after the Reverse Stock Split).

Following the Reverse Stock Split, the procedure governed by the Deposit Agreement provides that the Depositary, once it has received the new consolidated shares, will call in the outstanding ADSs for exchange and issue new ADSs representing the reduced number of shares. In this case as well, if the number of ADSs held by a holder is not exactly divisible by the reverse stock split ratio, the Depositary will proceed with the aggregate sale of the fractional ADSs and distribute the net proceeds proportionally to the relevant holders.

(f) Amendment to the by-laws

Approval of the proposed resolution relating to the Reverse Stock Split will entail, upon satisfaction of the condition precedent and consequent execution of the Reverse Stock Split, an amendment to Article 6 of the Company's By-laws in order to reflect the new number of shares into which the share capital is divided following the transaction.

The proposed amendment to Article 6 of the Company's By-laws consequent to the Reverse Stock Split does not give rise to the right of withdrawal pursuant to Article 2437 of the Italian Civil Code for the Company's Shareholders who did not participate in the resolutions covered by this Report.

Finally, theThe resolution proposal further provides that the Reverse Stock Split resolution shall be subject to the condition precedent of the Board of Directors' ascertainment of the failure to achieve stable compliance with the Nasdaq listing requirements pursuant to Nasdaq Listing Rule 5550(a)(2). For the purposes of such ascertainment, to be made within twelve (12) months from the date of this Shareholders' Meeting, the Board of Directors will assess the following parameters: (i) whether the Company has received from Nasdaq formal communication attesting to the restoration of compliance (or the granting of any waivers or extensions); (ii) the trend of the closing price of the ADSs between the date of adoption of the Reverse Stock Split shareholders' meeting resolution and the date of ascertainment, with particular reference to the frequency and duration of trading sessions with a price equal to or greater than USD 1.00; (iii) the volatility of the ADS price and the margin with respect to the minimum threshold of USD 1.00; (iv) the general market conditions and the prospects for maintaining the price above the minimum threshold. The restoration of compliance with Nasdaq listing requirements shall be deemed "stable" if, on the basis of the foregoing parameters, the Board of Directors reasonably considers it unlikely that the ADS price may fall below the minimum threshold of USD 1.00 in the short-to-medium term. Upon expiry of the twelve (12) month period without the Board of Directors having ascertained the satisfaction of the condition precedent, the Reverse Stock Split resolution shall be deemed definitively ineffective.

The Board of Directors shall also be granted the power to adopt any resolution or measure necessary or appropriate to adjust, as a result of the Reverse Stock Split (if executed), the terms of the share capital increases and/or delegations to increase the share capital, already resolved and still pending but not fully executed at the time of

execution of the Reverse Stock Split, including the delegation to increase the share capital granted pursuant to item 2 on the extraordinary agenda of this Shareholders' Meeting, in order to ensure consistency with the share capital structure resulting from the Reverse Stock Split. This includes the power to adjust the maximum number of shares issuable and the relevant exercise, conversion or issue prices, all without prejudice to the maximum aggregate amount of such capital increases, with power to make any consequent material amendments and adaptations to Article 6 of the Company's by-laws as may be necessary or appropriate to reflect such adjustments.

We therefore submit the following resolution proposal for your approval:

"The Extraordinary Shareholders' Meeting, having examined the report of the Board of Directors and the proposal formulated therein,

RESOLVES

1. *to carry out a reverse stock split of the ordinary shares of Genenta Science S.p.A. at the ratio within a range of no. 1 new ordinary share with no par value and with regular dividend entitlement for every no. 10 to no. 20 existing ordinary shares with no par value, with consequent amendment to Article 6 of the Company's by-laws, all subject to the condition precedent consisting of the Board of Directors' ascertainment of the failure to achieve stable compliance with the Nasdaq listing requirements pursuant to Nasdaq Listing Rule 5550(a)(2); for the purposes of such ascertainment, to be made within twelve (12) months from the date of this Shareholders' Meeting, the Board of Directors will assess the following parameters: (i) whether the Company has received from Nasdaq formal communication attesting to the restoration of compliance (or the granting of any waivers or extensions); (ii) the trend of the closing price of the ADSs between the date of the Shareholders' Meeting and the date of ascertainment, with particular reference to the frequency and duration of trading sessions with a price equal to or greater than USD 1.00; (iii) the volatility of the ADS price and the margin with respect to the minimum threshold of USD 1.00; (iv) the general market conditions and the prospects for maintaining the price above the minimum threshold; for the purpose of better defining the condition precedent above, the restoration of compliance shall be deemed "stable" if, on the basis of the foregoing parameters, it is reasonably considered unlikely that the ADS price may fall below the minimum threshold of USD 1.00 in the short-to-medium term; upon expiry of the twelve (12) month period without the Board of Directors having ascertained the satisfaction of the foregoing condition, this resolution shall be deemed definitively ineffective;*
2. *if the condition precedent referred to in item 1 above is satisfied and the Reverse Stock Split is executed, in order to optimize the numerical ratios of the reverse stock split transaction, to cancel a minimum number of ordinary shares of the Company so that the shares outstanding before the reverse stock split are equal to a multiple of the selected reverse stock split ratio, on the basis of the waiver of shares to be made by one or more shareholders and/or by an intermediary available to provide a rounding service before the transaction is carried out, all without changing the amount of share capital, consequently amending the number of shares indicated in Article 6 of the By-laws;*
3. *if the condition precedent referred to in item 1 above is satisfied and the Reverse Stock Split is executed, to make available to shareholders, for the treatment of any fractional shares that may arise from the reverse stock split transaction, a service for the treatment of any non-consolidatable share fractions, based on the official market price and without additional costs or commissions;*
4. *to grant the Board of Directors, and on its behalf the Chairman of the Board of Directors, severally, the broadest powers to arrange, also through attorneys, whatever is required, necessary or useful for the implementation of the foregoing resolutions, including, by way of mere example and without limitation, the power and authority to:*

- (a) ~~establish~~ ascertain the satisfaction of the condition precedent, on the basis of the parameters referred to in par. 1 above, and execute the Reverse Stock Split, determining the specific ratio within the range approved above as well as establishing the effective date of the reverse stock split;
- (b) fulfill the formalities necessary to proceed with the reverse stock split of the shares, with the consequent reduction of the shares outstanding;
- (c) determine, in coordination with Euronext Securities Milan S.p.A. and any other competent Authority, the date on which the reverse stock split transactions will commence;
- (d) define, in coordination with Euronext Securities Milan S.p.A., The Bank of New York Mellon and any other competent body or Authority, the timing and procedures of the transactions relating and consequent to the reverse stock split, such as, for example, the treatment of fractional shares, all in compliance with applicable regulations in force;
- (e) make the filings, communications, disclosures and other formalities prescribed by the applicable regulatory and legislative provisions in force, as well as by any relevant document that may apply in relation to the foregoing;
- (f) make to the resolutions adopted above any non-substantial amendments, additions and deletions that may be required to obtain the approvals prescribed by law, as well as carry out any other act and/or activity that may be useful and/or appropriate in order to allow a more efficient and expeditious implementation of such resolutions;
- (g) file and publish, pursuant to law, the updated text of the Company's by-laws with the amendments to Article 6 set out in the narrative, consequent to the execution of the reverse stock split.
- (h) adopt any resolution or measure necessary or appropriate to adjust, as a result of the Reverse Stock Split, the terms of the share capital increases and/or delegations to increase the share capital, already resolved and still pending but not fully executed at the time of execution of the Reverse Stock Split, including the delegation to increase the share capital granted pursuant to item 2 on the extraordinary agenda of this Shareholders' Meeting, in order to ensure consistency with the share capital structure resulting from the Reverse Stock Split, including the power to adjust the maximum number of shares issuable and the relevant exercise, conversion or issue prices, all without prejudice to the maximum aggregate amount of such capital increases, with power to make any consequent material amendments and adaptations to Article 6 of the Company's by-laws as may be necessary or appropriate to reflect such adjustments.

Milan, ~~11 June~~^{30 May} 2026

The Board of Directors