

DIRECTORS' REPORT
ON THE FIRST ITEM ON THE AGENDA
(ordinary part)

*for the Ordinary and
Extraordinary Shareholders' Meeting
of Equita Group S.p.A.
of 29 April 2021*

(published on 29 March 2021)



ITEM 1 ON THE AGENDA

1. *Financial statements at 31 December 2020:*

1.1 *Approval of the financial statements at 31 December 2020: related and consequent resolutions.*

Presentation of the consolidated financial statements at 31 December 2020.

1.2 *Allocation of financial year profit and distribution of dividend: related and consequent resolutions.*

Dear Shareholders,

The Annual Financial Report of Equita Group S.p.A. ("**Equita**" or the "**Company**") relating to the 2020 financial year - containing the Report of the Board of Directors on the management performance, the Financial Statements of Equita and the Consolidated Financial Statements of the Equita Group at 31 December 2020, and the certification indicated in Art. 154-*bis*, paragraph 5 of Italian Legislative Decree no. 58 of 1998 ("**Consolidated Finance Law**") - together with the Report of the Independent Auditing Company and the Report of the Board of Statutory Auditors, are made available to the public at the Company's registered office in Milan, Via Filippo Turati no. 9, on the Company website www.equita.eu (*Corporate Governance* section, *Shareholders' Meetings* area) and on the authorised storage mechanism *eMarket Storage* (www.emarketstorage.com).

In accordance with the law, the Equita Shareholders' Meeting, having examined the Annual Financial Report, the Report of the Independent Auditing Company and the Report of the Board of Statutory Auditors, is asked to approve:

1. the Financial Statements of Equita at 31 December 2020 - accompanied by the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Independent Auditing Company - which close with a financial year profit of **Euro 5,790,334**;
2. the proposal to allocate to the legal reserve **Euro 289,516.72** (equal to 5% of the financial year profit);
3. the proposal to distribute a unitary dividend of **Euro 0.20** for each outstanding share gross of taxes, for a total amount of **Euro 9,232,879.60**, to be paid in two tranches, in the same amount, respectively in May 2021 and in November 2021;
4. the proposal to use, for the payment of the dividend, (i) the residual profit, after the allocation of Euro 289,516.72 to the legal reserve, amounting to Euro **5,500,817.71**, (ii) the available profit reserves of **Euro 2,819,402.40** and (iii) the other reserves of **Euro 912,659.49**;

5. the proposal to approve, as the ex-dividend date for the first tranche **10 May 2021** (*ex-dividend date*), with payment date on **12 May 2021** (*payment date*) and payment record date (*record date*) on **11 May 2021**;
6. the proposal to approve, as the ex-dividend date for the second tranche **8 November 2021** (*ex-dividend date*), with payment date on **10 November 2021** (*payment date*) and payment record date (*record date*) on **9 November 2021**;
7. the granting to the Chairman of the Board of Directors and to the Managing Director, severally, every power, with the right of sub-delegation, to complete the legislative and regulatory fulfilments consequent to the resolutions adopted.

THE EQUITA GROUP S.P.A. BOARD OF DIRECTORS