

DIRECTORS' REPORT
ON THE FIRST ITEM ON THE AGENDA

*for the Shareholders' Meeting
of Equita Group S.p.A.
of 7th May 2020*

(Published on 30th March 2020)



Item 1 of the Agenda

- 1. Approval of the Financial Statements as of 31st December 2019, accompanied by the Management Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm. Allocation of the financial year profits. Related and consequent resolutions. Presentation of the Consolidated Financial Statements as of 31st December 2019.*

Dear Shareholders,

the Annual Report of Equita Group S.p.A. (“**Equita**” or the “**Company**”) for the 2019 financial year – containing the Management Report, the Financial Statements and the Consolidated Financial Statements of Equita for the year ending 31st December 2019, and the declaration under Article 154-bis, paragraph 5, of the Consolidated Finance Act (i.e. the Italian Legislative Decree no. 58/1998) – together with the Report of the Independent Auditors 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’s website www.equita.eu (Corporate Governance section, Shareholders’ Meetings area) and on the authorised storage mechanism “eMarket Storage” (www.emarketstorage.com).

Pursuant to the applicable law, the Shareholders’ Meeting, after examining the Annual Financial Report, the Report of the Independent Auditors and the Report of the Board of Statutory Auditors, shall be asked to approve:

1. the Financial Statements of Equita for the year ending 31 December 2019 – accompanied by the Management Report, the Report of the Independent Auditors and the Report of the Board of Statutory Auditors –, showing net profits equal to **Euro 12,058,187**;
2. the proposal to allocate **Euro 602,909** (equal to 5% of the net profits) to the legal reserve;
3. the proposal to allocate **Euro 2,819,402** to retained earnings;
4. the proposal to distribute a dividend of **Euro 0,19** for each outstanding share, gross of taxes, for a total amount of **Euro 8,635,875**, with payment date on **10th June 2020**, ex-dividend date on **8th June 2020** and record date on **9th June 2020**;
5. the granting to the Chairman of the Board of Directors and to the Chief Executive Officer, severally and with the authority to sub-delegate, of any power needed to meet the legislative and regulatory obligations resulting from the adopted resolutions.

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