

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 20 April 2023*

(published on 21 March 2023)



## ITEM 1 ON THE AGENDA

### 1. Financial statements at 31 December 2022:

- 1.1 Approval of the financial statements at 31 December 2022: related and consequent resolutions. Presentation of the consolidated financial statements at 31 December 2022.
- 1.2 Allocation of profits for the year and distribution of dividends to the shareholders with partial use of the reserves: related and consequent resolutions.

Dear Shareholders,

The Annual Financial Report of the Equita Group S.p.A. (“Equita” or the “Company”) for 2022 - containing the Management Report of the Board of Directors, the Financial Statements of Equita and the Consolidated Financial Statements of the Equita Group at 31 December 2022 and the certification as per article 154-bis, paragraph 5, of Italian Legislative Decree no. 58 of 1998 (“TUF”, the Italian Consolidated Finance Law) - accompanied by the Report of the Independent Auditing Company and 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](http://www.equita.eu) (Corporate Governance section, Shareholders’ Meetings area) and on the authorised storage mechanism eMarket Storage ([www.emarketstorage.com](http://www.emarketstorage.com)).

In accordance with the law, Equita’s 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. with regard to item 1.1 of the agenda (ordinary part), the Financial Statements of Equita at 31 December 2022 - 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 10,415,902**;
2. with regard to item 1.2 of the agenda (ordinary part), the proposal to:
  - allocate the profit of **Euro 366,854** to the legal reserve, thus fully constituting this legal reserve;
  - distribute a dividend of **Euro 0.35** for each outstanding ordinary share, for a presumed total amount of **Euro 17,000,065**;
  - that the aforesaid dividend is paid by two tranches respectively equal to (i) **Euro 0.20** per share, which will be paid in May 2023, for a total maximum amount of **Euro 9.714.323**, and (ii) **Euro 0.15** per share, which will be paid in November 2023, for a total maximum amount of **Euro 7,285,742**;
  - distribute (i) for the payment of the first dividend tranche, the outstanding 2022 profit, after the allocation to the legal reserve, equal to Euro 9,714,323, and (ii) for the payment of the second dividend tranche, the profit for the 2022 financial year (for an outstanding amount, after payment of the first tranche, of €334,725) and the distributable capital reserves (for a maximum amount of €6,951,017);
  - approve, for the first tranche, **22 May 2023** as ex-dividend date (ex-dividend date), **24 May 2023** as payment date (payment date) and **23 May 2023** as record date (record date);
  - approve, for the second tranche, **20 November 2023** as ex-dividend date (ex-dividend date), **22 November 2023** as payment date (payment date) and **21 November 2023** as record date (record date);

- grant to the Chairman of the Board of Directors and to the Managing Director, severally, every authority, with the right of sub-delegation, to carry out the legislative and regulatory requirements consequent to the adopted resolutions.

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