

DIRECTORS' REPORT
ON THE FIRST ITEM ON THE AGENDA

for the Ordinary Shareholders' Meeting
of EQUITA Group S.p.A.

18 April 2024

(report published on 19 March 2024)



Item 1 on the Agenda

1. Financial Statements at 31 December 2023:

1.1 Approval of the Financial Statements at 31 December 2023. Presentation of the Consolidated Financial Statements at 31 December 2023.

1.2 Allocation of profit for the year and distribution of dividends to shareholders.

Dear Shareholders,

the Annual Report of Equita Group S.p.A. ("**Equita**" or the "**Company**") relating to the 2023 financial year - containing the Report of the Board of Directors on operations, the Financial Statements of Equita and the Consolidated Financial Statements of the Equita Group at 31 December 2023, and the certification indicated in Article 154-bis(5) of Italian Legislative Decree No. 58 of 1998 ("**Consolidated Finance Law**") - together with the Report of the Auditing Company and the Report of the Board of Statutory Auditors, are made available to the public at the Company's registered office in Via Filippo Turati 9, Milan (MI), 20121 - Italy, on the Company website www.equita.eu (*Investor Relations - Corporate Governance* section, *Shareholders' Meetings* area) and on the authorised eMarket Storage mechanism www.emarketstorage.it.

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

1. with reference to item 1.1 on the Agenda, Equita's Financial Statements at 31 December 2023 - accompanied by the Report of the Board of Directors on operations, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm - which closes with a profit of **€18,162,913**;
2. with reference to item 1.2 on the Agenda, the proposal to:
 - allocate to the legal reserve **€18,157**;
 - distribute a unit dividend of **€0.35** for each outstanding ordinary share, for an estimated maximum total amount of **€17,195,205**, based on the profit for the 2023 financial year;
 - pay the above-mentioned dividend in **two tranches** respectively of (i) **€0.20** per share, which will be paid in May 2024 for an estimated maximum total amount of **€9,821,546**, and (ii) **€0.15** per share, which will be paid in November 2024, for an estimated maximum total amount of **€7,373,659**;
 - approve **20 May 2024** as the ex-dividend date for the first tranche, with payment date on **22 May 2024** and payment record date on **21 May 2024**;
 - approve **18 November 2024** as the ex-dividend date for the second tranche, with payment date on **20 November 2024** and payment record date on **19 November 2024**;
 - allocate the remaining part of the 2023 profit to a new profit reserve for an assumed minimum amount of **€949,551**;

- grant to the Chairman of the Board of Directors and to the CEO, 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