



**REPORT ON CORPORATE GOVERNANCE AND
OWNERSHIP STRUCTURE
OF EQUITA GROUP S.P.A.
PREPARED IN ACCORDANCE WITH
ART. 123-BIS OF LEGISLATIVE
DECREE 24 FEBRUARY 1998, NO. 58
2023 FINANCIAL YEAR**

(Traditional administration and control model)

Approved by the Company's Board of Directors on 14 March 2024

*Available on the Company's website www.equita.eu
(Investor Relations section, Corporate Governance subsection,
Corporate Documents area)*

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Introduction

Since 23 October 2018 (the "**Trading Starting Date**"), the ordinary shares (the "**Shares**") of Equita Group S.p.A. ("**Equita Group**" or the "**Company**") were admitted to trading on the Euronext Milan market – formerly the Mercato Telematico Azionario – (hereinafter "**EXM**") organised and managed by Borsa Italiana, Euronext STAR Milan segment – formerly the STAR segment – (hereinafter "**STAR**").

This Report on corporate governance and ownership structure (the "**Report**") was prepared in conformity with current regulations and the Corporate Governance Code (as defined below), taking into account, in relation to the nature and content of the information, the latest version of the "*Format for the report on corporate governance and ownership structure*" prepared by Borsa Italiana (Edition IX, January 2022).

The Report was approved by the Company's Board of Directors on 14 March 2024 and is available on the Company's website www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Corporate Documents* area).

Glossary

"**Shareholders' Meeting**" means the meeting of the Shareholders of Equita Group;

"**Shares**" means the ordinary shares of Equita Group;

"**Shareholders**" means the holders of the Shares;

"**Borsa Italiana**" means Borsa Italiana S.p.A.;

"**Corporate Governance Code**" or "**Code**" means the Corporate Governance Code of listed companies approved in January 2020 by the Corporate Governance Committee promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria, and available to the public at the following link: <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>;

"**Board of Statutory Auditors**" means Equita Group's Board of Statutory Auditors;

"**Board of Directors**" means Equita Group's Board of Directors;

"**CONSOB**" means the National Commission for Companies and the Stock Exchange;

"**SME**" means a small or medium-sized enterprise in accordance with and for the effects of Article 1, paragraph 1, letter w-quater.1) of the Consolidated Finance Law;

"**Paragraph**" means each paragraph of the Report;

"**Shareholder Agreement**" means the Equita Group Shareholder Agreement;

"**Report**" means the report on corporate governance and ownership structure of Equita Group, in accordance with Art. 123-*bis* of Legislative Decree no. 58 of 24 February 1998;

"**Articles of Association**" means the Articles of Association of Equita Group, as most recently amended on 14 December 2023 following partial subscription of the increase in the Company's share capital resolved by the Extraordinary Shareholders' Meeting on 29 April 2021, document available at www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Articles of Association* area);

"**TUF**" means the Consolidated Law on Finance, Legislative Decree no. 58 of 24 February 1998.

1. Issuer Profile

The Company is the head of a group (the "**Equita Group**") that offers a wide range of products, services and investment activities, characterised by a distinctive business model.

The Equita Group is an independent Italian institution with a consolidated presence on the capital markets through the "*Global Markets*," "*Investment Banking*" and "*Alternative Asset Management*" business lines. The Research Team supports and completes the activities of the other business lines thanks to the broad research coverage on companies with financial instruments listed mainly on Italian markets.

The Company is the parent company of the SIM group – "Equita Group" – listed on the specific register of the Bank of Italy and subject to consolidated supervision pursuant to Art. 12 of the TUF, consisting of, in addition to the Company itself, Equita SIM

S.p.A. ("**Equita SIM**"), Equita Capital SGR S.p.A. ("**Equita Capital SGR**"), Equita Investimenti S.p.A. ("**Equita Investimenti**")¹ - wholly-owned subsidiaries of Equita Group - and Equita K Finance S.r.l. ("**Equita K Finance**" or "**EKF**"), a 70% subsidiary of Equita Group. Equita Group carries out direction and coordination of its subsidiaries. Furthermore, on 21 December 2023, the Company acquired a 30% stake in the share capital of Equita Real Estate S.r.l. (formerly Sensible Capital S.r.l.).

As indicated below, the Company is characterised by a significant participation by its management (represented by managers and employees) in the Equita Group's share capital. In particular, as of the date of this Report, based on the information available to the Company, 27 managers, employees, former employees and collaborators of the Equita Group who signed, on 10 February 2022 a voting syndication agreement referred to as the "Equita Group Shareholder Agreement" (the "**Shareholder Agreement**"), which were subsequently joined (i) on 27 September 2022 by a further two Shareholders and (ii) on 21 December 2023 by a further two Shareholders (see Paragraph 2.7), hold a total of 46.7% of the voting rights exercisable at the Shareholders' Meeting (net of treasury shares) under the Shareholder Agreement, also taking into account the increased voting rights already obtained thereby. The Shares held by the managers who joined the aforementioned Shareholder Agreement are subject to lock-up commitments, consequently aligning the interests of Equita Group management with those of the market investors. It should also be noted that one of the two Shareholders who joined the Shareholder Agreement on 21 December 2023 also signed, on the same date, a separate lock-up agreement with the Company (see Paragraph 2.7).

The corporate governance system of the Equita Group, which adopts the traditional administration and control system, is characterised by the presence of the following corporate bodies:

- (i) the Board of Directors, in charge of managing the enterprise, also promoting sustainable success, as detailed in Paragraph 4.1 below;
- (ii) the Board of Statutory Auditors, instructed to oversee (i) compliance with the law and the Articles of Association and respect of correct management principles, (ii) the adequacy of the internal control system and the administrative-accounting system, as well as the reliability of the latter to represent correctly the management events, (iii) the practical implementation of the corporate governance rules envisaged by the Corporate Governance Code, (iv) the adequacy of the provisions imparted to subsidiaries in relation to the communication obligations of inside information, and (v) the financial reporting process, the effectiveness of the internal control, internal audit and risk management systems, the independent audit on the annual and consolidated accounts, the independence of the independent auditing company;

¹ On 20 September 2023, Equita Group - at the time already the owner of 80% of the share capital of Equita Investimenti S.p.A. - acquired the remaining 20% from Equita SIM S.p.A.

- (iii) the Shareholders' Meeting, which resolves on matters reserved to it by law, regulations and the Articles of Association.

Following articles 155 et seq. of the TUF, auditing is entrusted to a company registered in the register of auditors, proposed by Board of Statutory Auditors and appointed by the Shareholders' Meeting.

The Shares of Equita Group are admitted to trading on the EXM - STAR segment.

It should be noted that, for the purposes of the correct application of the Corporate Governance Code, also taking into account the principle of proportionality which is a key principle of the Code itself, as from May 2022 (the date on which certain shareholders of Equita Group sold a portion of Equita Group's share capital held by such shareholders to families of entrepreneurs, investors and institutions) Equita Group, while still qualifying as a "non-large company" (in that it does not reach the capitalisation levels described in the Code), no longer meets the conditions to be a "concentrated ownership company" (in which several shareholders participating in a shareholder agreement hold the majority of the votes that can be cast at the ordinary shareholders' meeting).

Since the company ceased to be a "concentrated ownership" company in May 2022, the Company's Board of Directors, in its meeting of 22 February 2023, acknowledged this circumstance and conducted a gap analysis to identify which provisions of the Code would apply to Equita Group and what actions, if any, were to be implemented in compliance with the aforesaid Code provisions. On this point, it should be recalled that, pursuant to the Code itself, Equita Group will no longer be able to avail itself of the proportionality measures provided for "concentrated ownership" companies as from 2024 (*i.e.* from the second financial year following occurrence of the relevant size condition).

Finally, it is noted that Equita Group is classifiable as an SME in accordance with Art. 1, paragraph 1, letter *w-quarter* 1) of the TUF. In particular, at 31 December 2023 the turnover of the Company and the consolidated turnover amounted respectively to Euro 22,698,627 and Euro 87,525,527, while the capitalisation of the Company was Euro 177.3 million.

2. Information on ownership structure

At the date of this Report, no shareholder controls the Company in accordance with Art. 93 TUF.

2.1. Share Capital Structure

At the date of 31 December 2023, the subscribed and fully paid-up share capital was Euro 11,678,162.90 split into 51,324,020 ordinary shares with no par value.

From the end of financial year 2023 to the date of approval of this Report by the Board of Directors, no changes occurred to the company's capital structure. Therefore, on this Report's date the fully subscribed and paid-in share capital of Equita Group is Euro 11,678,162.90, divided into 51,324,020 ordinary shares with no par value. This can be seen in Table 1 (*Information on ownership structure*). In relation to the share capital increases related to the implementation of incentive plans, see the content of Paragraph 2.9 of this Report.

2.2. Restrictions on the transfer of securities

All shares, which are registered, grant the same capital and administrative rights envisaged by law and by the Company's Articles of Association, subject to what is indicated in Paragraph 2.4 of this Report on the increase of voting rights.

At the date of this Report, there are no restrictions in the Articles of Association on the transfer of Company Shares.

Some shareholders of the Company (managers, employees, former employees and collaborators of the Equita

Group) have, however, assumed particular lock-up commitments. For information on those *lock-up* commitments, see Paragraph 2.7 below.

2.3. Major shareholdings

At this Report's date, the Shareholders who hold, directly or indirectly, shareholdings exceeding 5% of the share capital with voting right in Equita Group, as recorded by the communications in accordance with Article 120 of the Consolidated Finance Law received by the Company, are reported in Table 1 (*Information on ownership structure, major shareholdings*).

2.4. Securities granting special rights

No securities with special control rights have been issued.

In derogation of the general rule that each Share is entitled to one vote, the Company's Articles of Association envisage that each Share is entitled to two votes upon the occurrence of certain circumstances, as indicated in Article 6-bis of the Articles of Association.

The assessment of the presuppositions for the purposes of attributing the increased vote is carried out by the Board of Directors - and, for it, by the Chairperson or by the Managing Director, even using specifically instructed assistants - in respect of existing regulatory and legislative rules, according to the methods described in the Articles of Association.

On 20 December 2018, the Equita Group approved the regulation for the increased vote, which governs the procedures for requesting registration in the list for attribution of the increased vote. This documentation is available on the Company's website www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Increased Vote* area). It is noted that, in November 2019, several Shareholders of Equita Group invoked the right, envisaged by Art. 6-bis of the Articles of Association, to have the period of 24 (twenty-four) months of possession of the Shares (required to achieve the increase of voting rights) run from the trading start date of the Shares on AIM Italia – Alternative Capital Market and therefore they obtained the increase of voting rights with reference to the Shares held by each of them at that date. Each Share held thereby is therefore attributed two voting rights that can be exercised at all ordinary and extraordinary Company Shareholders' Meetings.

In view of the aforementioned achievement of increased voting rights for the Equita Group Shareholders, the Company, in November 2019, in conformity with the obligations deriving from existing regulations, communicated to the market the change of share capital in terms of voting rights.

2.5. Employee shareholding: mechanism for exercising voting rights

No employee shareholding system is envisaged at the date of this Report.

For completeness, it is noted that the composition of the Equita Group's share capital includes a significant shareholding by management of the Group (represented by managers, employees, former employees and collaborators). In particular, at the date of publication of this Report, the managers, employees, former employees and collaborators who signed the Equita Group Shareholder Agreement hold 46.7% of the voting rights exercisable in the Shareholders' Meeting (that percentage also takes account of the number of voting rights referring to the Shares held and granted in the said Shareholder Agreement by the last two Shareholders who joined that agreement on 21 December 2023). The Shares held by the managers, employees, former employees and collaborators who signed the Equita Group Shareholder Agreement are subject to lock-up commitments contained in that agreement, consequently aligning the interests of management with those of the Equita Group. It should also be noted that one of the two Shareholders who, on 21 December 2023, joined the Shareholder Agreement also signed a separate lock-up agreement with the Company on the same date.

2.6. Restrictions on voting right

There are no voting rights restrictions in accordance with the Articles of Association. Some shareholders of the Company (managers, employees, former employees and collaborators of the Equita Group) have, however, assumed particular voting commitments, on certain matters, in the Shareholders' Meeting. For information on those voting commitments, see Paragraph 2.7 below.

2.7. Agreements between shareholders

At the date of this Report, the Shareholder Agreement concerning shareholdings in total equal to or greater than the threshold indicated in Article 120, paragraph 2, of the Consolidated Finance Law has been signed.

Equita Group Shareholder Agreement

On 10 February 2022, 27 shareholders of Equita Group S.p.A., including managers, employees, former employees and collaborators of the Company - namely Vincenzo Abbagnano, Fabio Carlo Arcari, Gianmarco Bonacina, Marco Clerici, Fulvio Comino, Marcello Daverio, Martino De Ambroggi, Luigi De Bellis, Fabio Enrico Deotto, Edward Giuseppe Duval, Stefano Gamberini, Matthew Jeremiah Geran, Domenico Ghilotti, Matteo Ghilotti, Stefano Giampieretti, Giuseppe Renato Grasso, Filippo Guicciardi, Stefano Lustig, Giuseppe Mapelli, Sergio Martucci, Stefania Milanese, Francesco Michele Marco Perilli, Claudio Pesenti, Cristiano Rho, Simone Riviera, Andrea Attilio Mario Vismara, and Carlo Andrea Volpe (jointly, the "**First Agreement Participants**" and, individually, the "**First Agreement Participant**") - signed the Shareholder Agreement concerning all the Equita Group Shares held by them, directly and/or indirectly, as of the effective date of the Agreement (i.e. 1st August 2022) as well as all other future Equita Group shares, if any, that will be held by them, directly and/or indirectly, from the effective date of the Agreement (i.e. 1st August 2022) until the expiration date of the Agreement.

The Agreement came into effect on 1st August 2022 and will expire on 31 March 2025.

Subsequently, on 27 September 2022, in accordance with Article 11) of the Shareholder Agreement, Paolo Pendenza and Fabrizio Viola (the "**Second Participants**" and, individually, the "**Second Participant**") joined the Shareholder Agreement. In particular, the Second Participants adhered to all the provisions of the aforementioned Shareholder Agreement, thus becoming themselves Agreement participants.

The Second Participants transferred to the Shareholder Agreement (i) all the Equita Group shares held by them respectively as of the date of joining the Agreement (i.e., as of 27 September 2022), and (ii) in general, in accordance with the provisions of the Shareholder Agreement, all other possible future Equita Group shares to be held by them directly and/or indirectly until the expiration date of the Agreement.

Subsequently, on 21 December 2023, in accordance with Article 11) of the Shareholder Agreement, Silvia Maria Rovere and Antonio Scarabosio (jointly, the "**New Participants**" and, individually, the "**New Participant**") also joined the Shareholder Agreement, becoming Agreement participants (jointly, together with the First Agreement Participants and the Second Participants, the "**Agreement Participants**" and, individually, the "**Agreement Participant**").

The New Participants transferred to the Shareholder Agreement (i) all the Equita Group shares held by them respectively as of the date of joining the Agreement (i.e., as of 21 December 2023), and (ii) in general, in accordance with the provisions of the Shareholder Agreement, all other possible future Equita Group shares to be held by them directly and/or indirectly until the expiration date of the Agreement.

With regard to the commitments undertaken by the New Participants, it should be noted that the New Participants have undertaken all the commitments and obligations contained in the Agreement, except, in the case of Silvia Maria Rovere, for the lock-up provisions set forth in Article 5) of the Agreement, which have been replaced in respect of the latter by the lock-up commitments undertaken by the latter in a separate agreement.

At the date of signing the Shareholder Agreement, the First Agreement Participants represented a total of 45.5% of the share capital, 57.5% of the voting rights (including treasury shares) and 60.6% of the voting rights exercisable at the Equita Group shareholders' meeting (with 22,857,734 Equita Group ordinary shares). Following the changes that took place in 2023, at the date of this Report the Agreement Participants represent a total of 32.8% of the share capital, 44.7% of the voting rights (including treasury shares) and 46.7% of the voting rights exercisable at the Equita Group shareholders' meeting (with 16,847,986 ordinary shares and 31,960,176 voting rights).

Parties to the Agreement and financial instruments held by them

Each First Agreement Participant has transferred to the Agreement all Equita Group shares directly and/or indirectly held thereby on the effective date of the Agreement (i.e. as of 1st August 2022) as well as all other possible future Equita Group shares that will be directly and/or indirectly held thereby from the effective date of the Agreement (i.e. as of 1st August 2022) until the expiration date of the Agreement.

The Second Participants transferred to the Shareholder Agreement (i) all the Equita Group shares held by them respectively as of the date of joining the Agreement (i.e., as of 27 September 2022), and (ii) in general, in accordance with the provisions of the Shareholder Agreement, all other possible future Equita Group shares to be held by them directly and/or indirectly until the expiration date of the Agreement.

The New Participants transferred to the Shareholder Agreement (i) all the Equita Group shares held by them respectively as of the date of joining the Agreement (i.e., as of 21 December 2023), and (ii) in general, in accordance with the provisions of the Shareholder Agreement, all other possible future Equita Group shares to be held by them directly and/or indirectly until the expiration date of the Agreement.

Agreement contents

Attendance and voting at shareholders' meetings

Pursuant to the provisions of the Agreement, each Agreement Participant that holds Shares indirectly shall be the only party entitled to participate and vote (i) in the Equita Group shareholders' meeting on behalf of the shareholder of Equita Group that is invested in by such Agreement Participant and that is a holder of Shares, in any event without prejudice to the right to attend and vote in the Equita Group shareholders' meeting through the so-called "designated representative" that may be appointed by Equita Group, and (ii) in the shareholders' meeting of the company invested in by said Agreement Participant and which is the holder of Shares, with reference to resolutions concerning Equita Group.

Intermediary designated for the deposit and transfer of the Shares

Each Agreement Participant agrees to entrust Credito Emiliano Banca S.p.A (hereinafter "CREDEM") or any other intermediary selected by the Agreement Participants representing at least the majority of the total votes for the Shares covered by the Agreement with the deposit and transfer of the Shares, including in the event of exercise of the purchase option discussed below. It is understood that the Agreement Participants representing at least the majority of the total votes pertaining to the Shares under the Agreement itself may decide that the Agreement Participants that may be interested may appoint – for the deposit and transfer of their Shares that are not subject to the lock-up restrictions referred to below) – an intermediary other than CREDEM or other previously designated intermediary.

Exercise of the right to vote on certain matters

With regard to the Equita Group Shareholders' Meeting, each Agreement Participant agrees to exercise the voting right pertaining to the Shares held and conferred in the Shareholder Agreement in accordance with the will expressed in writing by the Agreement Participants representing at least the majority of the total votes

pertaining to the Shares covered by the Shareholder Agreement on the following matters: a) approval of the financial statements, b) appointment of the corporate management and control bodies, c) extraordinary operations under the remit of the shareholders' meeting (including but not limited to: capital operations other than those serving the incentive plans adopted by the Equita Group, modification of the nature and/or characteristics of the Equita Group shares, mergers, demergers and transformations directly concerning the Equita Group).

Prohibition against purchasing financial instruments (including shares) issued by Equita Group and performing other acts

Furthermore, without prejudice to what is described below, each Agreement Participant agrees not to purchase financial instruments issued by Equita Group (with the exception of any financial instruments assigned/purchased in the context of incentive plans adopted by the Group or in any event assigned/allocated by the Group), and/or in any event not to perform any act and/or enter into any shareholder agreement having as its object financial instruments issued by Equita Group.

Agreement Participants may perform the above prohibited acts only if: (i) such Agreement Participant shall give prior written notice to the Agreement President and Vice President – as defined in the Agreement and in accordance with the procedures set forth therein – of their intention to perform one of the aforementioned acts in order to allow the assessment of the actual absence of conditions that may give rise to the obligation of such Agreement Participant, also possibly in agreement with other Agreement Participants, to launch a public tender offer on Equita Group; and (ii) shall perform the acts covered by the notice only upon the favourable outcome of the aforementioned assessment.

In any event, should the breach of the aforesaid prohibition give rise to an obligation on the part of the other Agreement Participants who are not in breach to launch a public tender offer for Equita Group, each Agreement Participant agrees to take all necessary steps to be able to subsequently avail themselves, where possible, of any of the exemptions from the obligation to launch a public tender offer envisaged by the laws and regulations in force from time to time.

Agreement Participants who violate the aforementioned prohibition shall be required to bear the full costs and expenses of promoting a takeover bid, without prejudice to the obligations of each Agreement Participant described above.

Prohibition against selling Shares (lock-up) and other transactions

With the Shareholder Agreement, from the date of entry into force of the Agreement² and until its expiration date, each Agreement Participant agrees:

- (i) not to complete "acts of transfer and/or disposition" by deed between living persons concerning the Shares, as further detailed in the following paragraphs;
- (ii) not to enter into any type of simple or complex derivative contract based on the Shares having any maturity, as detailed in the following paragraphs;
- (iii) not to carry out securities lending activities concerning the Shares, as further detailed in the following paragraphs.

For the purposes of this paragraph, "transfer and/or dispositive acts" means any transaction or act, whether for consideration or not, whether in rem or compulsory (including but not limited to sale, donation, exchange, contribution in kind, forced sale, block sale, transfers resulting from merger, demerger or

² It should be noted that, in view of the fact that the Second Agreement Participants and the New Participants joined the Agreement on 27 September 2022 and 21 December 2023, respectively, becoming Agreement Participants as of those dates, the lock-up provisions of the Agreement shall apply with respect to such Second Agreement Participants and New Participants as of the respective dates of joining the Agreement.

liquidation of companies, carry-over, securities lending and forward transfers, the constitution of a trust or an estate fund), whereby the result of the whole or partial transfer to a third party of the ownership or bare ownership of, or the constitution or transfer of the right of usufruct in respect of, one or more Shares may be achieved (or the right to be achieved by a third party), directly or indirectly, immediately or deferred, permanently or even only temporarily, by one or more acts.

Specifically, the above lock-up commitments:

- a) for each Agreement Participant who is less than or equal to 49 years of age, shall exclusively concern 60% of the total Shares held by such Agreement Participant as of the date the Shareholder Agreement is signed (i.e. 10 February 2022)³ (therefore, for the purposes of calculating the aforementioned 60% share, only the Shares held on the date the Shareholder Agreement⁴ is signed will be taken into account, and no other Shares that may be purchased/allotted and/or transferred after the date the Shareholder Agreement is signed);
- b) for each Agreement Participant who is between 50 and 60 years of age (inclusive), shall only concern 40% of the total Shares held by such Agreement Participant as of the date the Shareholder Agreement is signed (i.e. 10 February 2022)⁵ (therefore, for the purposes of calculating the aforementioned 40% share, only the Shares held on the date the Shareholder Agreement is signed, i.e. 10 February 2022, will be taken into account, and no other Shares that may be purchased/allotted and/or transferred after the date the Shareholder Agreement is signed);
- c) shall not apply to any Agreement Participant who is more than 60 years of age.

In any case, each Agreement Participant may perform one of the acts covered by the aforesaid prohibitions only with the written consent of the Agreement Participants representing at least 67% of the total votes pertaining to the Shares covered by the Shareholder Agreement, at their sole discretion, having regard also to the reasons for the waiver as well as – where applicable – to the possible buyer of the Shares to be transferred and, more generally, to the proposed transaction.

The Agreement Participants representing at least the majority of the total votes pertaining to the Shares covered by the Shareholder Agreement may also establish that the commitments and prohibitions described above do not apply with respect to the Shares that the Agreement Participants intend to transfer in the context of strategic or extraordinary transactions concerning Equita Group and/or the Group (such as, by way of example, M&A transactions, mergers, demergers, takeover bids, other transactions mentioned in the Shareholder Agreement, etc.).

Finally, each Agreement Participant who intends to sell Shares that are not subject to lock-up restrictions under the terms of the Shareholder Agreement must inform the Agreement President and Vice President (as defined in the Agreement) in writing no later than the day following the placement of the order to sell, also specifying the number of Shares offered for sale.

It should be noted that, in view of the separate lock-up agreement signed by Silvia Maria Rovere, the commitments set out in this paragraph do not apply to her.

Purchase option in the case of an Adverse Event

In the case of permanent invalidity or death of one of the Agreement Participants (hereinafter "**Adverse**

³ It should be noted that, in view of the fact that the Second Agreement Participants and the New Participants joined the Agreement on 27 September 2022 and 21 December 2023, respectively, becoming Agreement Participants as of those dates, the date the Shareholder Agreement is signed, with respect to such Second Agreement Participants and New Participants, means the respective date when they joined the Agreement.

⁴ See note 2 above.

⁵ See note 2 above.

Event"), each of the other Agreement Participants shall have, in proportion to the Shares held thereby under the Agreement (without prejudice to the provisions of letter d) below) and not jointly with the other Agreement Participants and in relation to the Agreement Participant affected by the Adverse Event or, if appropriate, in relation to the heirs thereof, a purchase option, in one or more tranches, for themselves or for a person to be appointed in accordance with Art. 1401 of the Civil Code, concerning the shares owned by the same Agreement Participant affected by the Adverse Event, under the following terms and conditions:

- a) the purchase option may be exercised – for themselves or for a person to be appointed pursuant to Article 1401 of the Civil Code – within three (3) months of written notice of the Adverse Event being sent by the Agreement President or Vice President to each Agreement Participant not affected by such event;
- b) the purchase option – for themselves or for a person to be appointed pursuant to Article 1401 of the Civil Code – must be exercised by each Agreement Participant that may be interested by means of a written communication to be sent to the intermediary referred to above specified by the Agreement President or Vice President in the communication referred to in letter a) above, cc'ing the Agreement President and Vice President;
- c) in the case of the exercise of the purchase option by a person to be appointed pursuant to Article 1401 of the Civil Code:
 - i) the appointment of such person must be approved by the Agreement Participants not affected by the Adverse Event representing at least the majority of the total votes pertaining to the Shares covered by the Shareholder Agreement; in the context of such approval, the Agreement Participants not affected by the Adverse Event representing at least the majority of the total votes pertaining to the Shares covered by the Shareholder Agreement shall also determine whether or not such person shall also be subject to this Shareholder Agreement;
 - ii) in the event of non-approval pursuant to letter c)(i) above, such person may not legitimately purchase the Shares of the Agreement Participant affected by the Adverse Event in whole or in part, and the Agreement Participant who has exercised the purchase option for a person to be appointed pursuant to article 1401 of the Civil Code may alternatively propose another person, for whose appointment the provisions of letter c)(i) above shall apply;
 - iii) where the Agreement Participants not affected by the Adverse Event representing at least the majority of the total votes pertaining to the Shares covered by the Shareholder Agreement have established – pursuant to letter c)(i) above – that the appointee must also be subject to this Shareholder Agreement, the Agreement Participant who has exercised the purchase option per person to be nominated shall ensure, pursuant to art. 1381 of the Civil Code, that the person nominated thereby sends to the Agreement President and Vice President (as defined in the Agreement) a written adhesion to the Agreement itself, an adhesion that must be signed for acceptance by the Agreement Participants not affected by the Adverse Event representing at least the majority of the total votes pertaining to the Shares covered by the Shareholder Agreement and who have approved the takeover of such person in this Shareholder Agreement pursuant to letter c)(i) above;
- d) when exercising the purchase option, the Agreement Participant concerned must declare if they intend to also exercise the purchase option – for themselves or for a person to be appointed pursuant to Article 1401 of the Civil Code – due to other Agreement Participants who may not exercise their purchase option. It is understood that if the declaration of wanting to benefit from the purchase option of others is made by several Agreement Participants, this purchase option shall automatically increase by an equal number of Shares to each Agreement Participant who made such declaration;
- e) in the case that the purchase option is exercised for themselves (and not for another appointee), the Shares transferred to each Agreement Participant who has exercised such purchase option shall be conferred in this Shareholder Agreement;

- f) the purchase price shall be equal to the weighted average market share price for volumes, discounted by 10% (ten per cent), calculated based on the month prior to the date the communication exercising the purchase option is sent;
- g) the price due following the exercise of the purchase option must be paid without interest by bank transfer upon transfer of the Shares.

It is understood that if none of the Agreement Participants exercises the purchase option – for themselves or for a person to be appointed – within the terms of letter a) above, or if for any reason the exercise of the purchase option is not in any case successful, the Shares belonging to the Agreement Participant affected by the Adverse Event or, where appropriate, to the heirs thereof shall no longer be the subject of this Shareholder Agreement.

Dissolution of the Agreement

The Agreement shall be permanently terminated:

- a) with respect to Francesco Perilli, Andrea Vismara and Fabio Deotto, as well as with respect to any other Agreement Participants who no longer have an employment relationship with the Group but who are members of the Group's corporate bodies, in the event of revocation without just cause in whole or in part of, or in the event of resignation for just cause from, or in the event of expiry/forfeiture without renewal of the current assignments and/or corporate positions in the Group respectively held by each⁶;
- b) with respect to one of the other Agreement Participants (other than those specified in letter a) above), in the event of dismissal without just cause or without subjective justification or without a justified subjective reason, or in the event of resignation for just cause of such Agreement Participant from the employment relationship with the Group;
- c) with respect to any Agreement Participant affected by an Adverse Event, or if appropriate with respect to the heirs thereof, without prejudice to the provisions of letter c)(iii) of the previous paragraph, "*Purchase option in the case of an Adverse Event*", in the case of exercise of the purchase option for a person to be appointed;
- d) with respect to any Agreement Participant who, in full compliance with the provisions of this Shareholder Agreement, has fully transferred by deed between living persons the Shares held and conferred thereby to the Shareholder Agreement;
- e) with respect to any Agreement Participant, even at the request of such Agreement Participant, where such termination is (i) resolved and resulting from a written document signed by Agreement Participants representing at least 67% of the total votes pertaining to the Shares covered by the Shareholder Agreement, and (ii) is justified (for example, with the termination by such Agreement Participant of its employment relationship with the Group);

⁶ On 20 April 2023, the Agreement Participants (excluding Silvia Rovere and Antonio Scarabosio who joined the Agreement at a later date), in view of Francesco Perilli's role within the Equita Group, agreed in writing that the Shareholder Agreement would continue to apply to Francesco Perilli himself, notwithstanding the fact that the latter was not re-appointed by the Shareholders' Meetings of the Equita Group companies held in April 2023 as a member of any of their respective Boards of Directors.

At Francesco Perilli's request, the Agreement Participants also agreed that, in consideration of the personal needs manifested thereby, Francesco Perilli could instruct an intermediary other than Credem to deposit and transfer his Shares not subject to the lock-up restrictions under the Agreement.

Therefore, Francesco Perilli will continue to be an Agreement Participant together with the other Agreement Participants as well as to be bound by the provisions contained therein, assuming all commitments and obligations set out therein and accepting its provisions, except for the obligation to instruct Credem to deposit and transfer his shares.

- f) among all the Agreement Participants where such termination is resolved and it results from a written deed signed by the Agreement Participants representing at least 67% of the total votes pertaining to the Shares covered by the Shareholder Agreement.

General provisions

Waivers and exceptions to the application of the Agreement's provisions

Where justified, the Agreement Participants representing at least 67% of the total votes pertaining to the Shares covered by the Shareholder Agreement may establish waivers and/or exceptions to the application of the provisions of the Shareholder Agreement with respect to all the other Agreement Participants or exclusively of the Agreement Participants who so request.

Amendments to the Agreement

Any amendment to the Agreement must be agreed to in writing by all the Agreement Participants. However, the Agreement Participants representing at least 67% of the total votes pertaining to the Shares covered by the Shareholder Agreement may establish, by written deed signed by such Agreement Participants and with binding effect with respect to all Agreement Participants:

- (i) amendments to art. 3 of the Shareholder Agreement that do not concern (a) the quorum and/or (b) the expansion of the matters subject to voting or prohibitions/obligations and/or (c) the strengthening of the processes envisaged therein; and
- (ii) amendments to the remaining articles of the Shareholder Agreement that do not concern (a) quorums and/or (b) the extension of prohibitions/obligations and/or (c) the strengthening of the processes envisaged therein.

Addition to the Agreement of other shareholders

Without prejudice to the provisions of letter c)(iii) of the previous paragraph, "Purchase option in the case of an Adverse Event", the entry of additional shareholders into the Shareholder Agreement is subject to the existence of both of the following conditions: a) written accession of the third party to the aforementioned Agreement, sent to the Agreement President and Vice President; and b) approval and signature for acceptance of the aforementioned written accession by the Agreement Participants representing at least the majority of the total votes pertaining to the Shares covered by this Shareholder Agreement.

Nullity / voidability / inapplicability / unenforceability of provisions of the Agreement

If one or more of the provisions of the Shareholder Agreement should be found to be contrary to mandatory legal provisions or declared null and void, or objectively unenforceable/applicable, the remaining provisions of the Shareholder Agreement shall remain in force to preserve the purpose and spirit of the Shareholder Agreement to the extent possible. Furthermore: (i) the provisions that have been declared null and void or that have objectively become unenforceable/applicable because they are contrary to law shall be (a) replaced by the Agreement President (or in their absence by the Agreement Vice President) with legally permissible provisions that will enable the content of the Agreement to be as close as possible to what was originally intended by the Agreement Participants and ensure that it is executed in accordance with its spirit and the purposes intended by the Agreement Participants and (b) communicated in writing to all Agreement Participants, while (ii) provisions that have been declared null and void or that have objectively become unenforceable/applicable for reasons other than conflict of law, shall be (a) replaced by the Agreement Participants representing at least the majority of the total votes pertaining to the Shares covered by the Shareholder Agreement with legally permissible provisions that enable the Agreement to be drafted as closely as possible to the content originally intended by the Agreement Participants and ensure that it is executed in accordance with its spirit and the purposes intended by the Parties, and (b) communicated in

writing to all the Parties.

Type of agreement and duration

The shareholder covenants contained in the Agreement are attributable to significant shareholder covenants in accordance with Art. 122, paragraph 1 and paragraph 5, letters a), b), c) and d) of the Consolidated Finance Law.

By signing the Agreement⁷, the Agreement Participants have expressly acknowledged and agreed that the Shareholder Agreement:

- (i) will come into force:
 - (a) the day following the "natural" expiry of the previous shareholder agreement known as "First Shareholder Agreement-Bis", i.e. 1st August 2022; or
 - (b) in the event of "early" dissolution of the "First Shareholder Agreement-Bis", on the day following the "early" expiry of the aforementioned First Shareholder Agreement-Bis;
- (ii) shall cease to have effect:
 - (c) on 31 March 2025, if this Shareholder Agreement has entered into force on 1 August 2022; or
 - (d) 3 (three) years from the date of entry into force, if this Shareholder Agreement entered into force before 1 August 2022, in particular before 31 March 2022; or
 - (e) 31 March 2025, if this Shareholder Agreement entered into force before 1 August 2022 but after 31 March 2022; and
- (iii) may be renewed upon expiry by express agreement in writing.

It is acknowledged that the Agreement came into effect on 1st August 2022 and shall thus cease to have effect on 31 March 2025.

The Shareholder Agreement constitutes the complete manifestation of all the understandings between the Agreement Participants regarding its object. The Agreement Participants have mutually acknowledged that in any case the additional agreements that may be signed in whole or in part even between the same Agreement Participants and concerning Equita Group shares remain unaffected.

Personal and non-joint and several obligations

The obligations and liabilities assumed by each Agreement Participant in connection with the Shareholder Agreement are of an exclusively personal nature and are not joint and several with respect to the obligations and liabilities assumed by the other Agreement Participants. The breach by an Agreement Participant of any obligation under the Shareholder Agreement shall not release any the other Agreement Participants from fulfilling their obligations under the Shareholder Agreement.

Bodies of the Agreement

The Agreement Participants have entrusted to Andrea Vismara the role of president of the Agreement (the "**Agreement President**"), and to Matteo Ghilotti the role of vice president of the Agreement (the "**Agreement Vice President**"), it being understood that the aforementioned roles are regulated as follows:

- (i) the Agreement President and the Agreement Vice President exclusively have the functions that are assigned to them by virtue of this Shareholder Agreement;
- (ii) the roles of Agreement President and Agreement Vice President are not remunerated;
- (iii) if the Agreement President or Agreement Vice President gives up the role, or for any reason terminates the same, the new Agreement President or Agreement Vice President is designated by the

⁷ It should be noted that with respect to the Second Agreement Participants and the New Participants, the date of signing the Agreement means the date when they joined the Shareholder Agreement, i.e. 27 September 2022 and 21 December 2023, respectively.

Agreement Participants, who represent the majority of the votes attributed to the Shares subject to the Shareholder Agreement, within 10 (ten) days from the date of leaving office or from the termination.

For more information regarding the Equita Group Shareholder Agreement, please refer to the following link: <https://www.equita.eu/static/upload/pat/patto-parasociale-equita-group--informazioni-essenziali--04012024-1.pdf>.

2.8. Change of control clauses and takeover bid statutory provisions

At today's date there are no significant agreements to which the Company is a party and that acquire effectiveness, are modified or are extinguished in the case of a change of control of the contracting companies.

With regard to its subsidiaries, it should be noted that a contract is in place between Equita SIM and supplier List S.p.A. under which Equita SIM uses - on an outsourcing basis - the supplier's trading platform regulated by the "*MiFID Brokerage Execution Management System OEMS*" contract. Pursuant to the aforementioned agreement, Equita SIM may withdraw in the event of a change of "control" (with "control" being construed in accordance with Article 2359 of the Civil Code) pertaining to Equita SIM itself. Withdrawal will be effective upon payment by Equita SIM to List of a withdrawal fee corresponding to 24 monthly payments.

For takeover bids ("**Takeover Bids**"), Article 7, paragraph 1, of the Company's Articles of Association requires the threshold under Article 106, paragraph 1, of the TUF, for mandatory takeover bids on the Company's securities, is set at 25%, and for the purposes of Article 106, paragraph 1-ter, of the TUF, in the presence of the conditions established by laws and regulations.

Without authorisation from the shareholders' meeting, the Board of Directors and any delegated bodies may:

- i) carry out operations to prevent a public purchase or exchange offer, from the communication referred to in Article 102, paragraph 1 of the TUF until the closing of the offer or until the offer expires; and
- ii) implement decisions taken before the beginning of the period referred to in point (a) above, which have not yet been fully or partly implemented, which do not fall within the normal course of the company's activities and whose implementation may combat the achievement of the objectives of the bid,

in derogation of the provisions of Article 104 of the Consolidated Finance Law (known as the *passivity rule*). The Articles of Association do not allow the passivity rules provided for by Article 104-bis of the TUF.

2.9. Delegations to increase the share capital and authorisations to purchase treasury shares

Delegations to increase the share capital

At its meeting on 22 February 2023, the Board of Directors resolved on a proposal for the Shareholders' Meeting, which was approved by the latter at its meeting on 20 April 2023, stipulating, in particular, to:

- grant the Board of Directors, pursuant to Article 2443 of the Civil Code, for five years from the date of the shareholders' resolution and thus until 20 April 2028, the power to increase the share capital, pursuant to Article 2349 of the Civil Code, designed for the implementation of the incentive plans from time to time in force approved by the Shareholders' Meeting, in one or more *tranches*, for a maximum nominal amount of Euro 2,500.000.00 by issuing up to 2,500,000 ordinary shares, without indication of par value, having the same characteristics as the outstanding shares, with regular enjoyment rights, allocating to capital, for each share issued, an amount equal to or greater than the implied par value of the outstanding shares at the time the delegation is exercised, to be allocated to the employees of the Company and/or its subsidiaries pursuant to Art. 2359 of the Civil Code, who are beneficiaries of the incentive plans from

time to time in force approved by the Shareholders' Meeting, by assigning thereto, pursuant to Article 2349 of the Civil Code, a corresponding maximum amount of profits and/or profit reserves resulting from the last *pro tempore* approved financial statements, under the terms, conditions and in accordance with the procedures provided for by the incentive plans themselves ("**Delegation for Capital Increase at No Cost**");

- grant the Board of Directors the broadest powers to proceed with the precise identification of the profit reserves resulting from the last *pro tempore* approved financial statements to be allocated for the purpose referred to in the preceding point, with the authority to provide for the appropriate recordings following the share issue, in compliance with the provisions of the law and the accounting standards applicable from time to time, carrying out all the required, necessary, appropriate, instrumental, connected and/or useful activities for the successful outcome of such transactions;
- consequently amend Article 5 of the Articles of Association, granting the Board of Directors all necessary powers to implement these resolutions.

For further details on the aforementioned proposal to the Shareholders' Meeting to grant the Delegation for Capital Increase at No Cost, please refer to the explanatory report on the items on the agenda for the Shareholders' Meeting, which is available on the Company's website www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Shareholders' Meeting* area).

The aforementioned Delegation for Capital Increase at No Cost has not yet been used by the Board of Directors.

At its meeting on 22 February 2023, the Board of Directors also resolved on a proposal for the Shareholders' Meeting which, at its meeting on 20 April 2023, resolved to:

- grant the Board of Directors, pursuant to Article 2443 of the Civil Code, for five years from the date of the resolution and thus until 20 April 2028, the power to increase the share capital, in one or more *tranches* and also on a separate basis, pursuant to and for the purposes of Art. 2439, paragraph 2, of the Civil Code, for a maximum nominal amount equal to 10% of the share capital existing at the date of the shareholders' resolution granting the said power and by issuing a number of ordinary shares, with regular enjoyment rights, not exceeding 10% of the outstanding shares at the date of the shareholders' granting the said power, with the exclusion of the option right under Article 2441, paragraph 4, second sentence, of the Civil Code, up to the limit of 10% of the existing share capital at each date of exercise of the said power ("**Delegation for Paid Capital Increase**");
- grant the Board of Directors, for the purpose of the exercise of the Delegation for Paid Capital Increase, the broadest powers to (i) set, for each *tranche* of capital increase, the number and unit issue price (including the allocation between nominal capital, in an amount not less than the implied nominal value of the shares outstanding at the time of the exercise of the said delegation, and share premium) of the new ordinary shares, in compliance with the limits set forth in Article 2441, paragraph 4, second sentence, of the Civil Code, (ii) establish the deadline for the subscription of the newly issued shares, as well as (iii) execute the above delegation and powers, including, but not limited to, those necessary to make the consequent and necessary amendments to the articles of association;
- consequently amend Article 5 of the Articles of Association, granting the Board of Directors all necessary powers to implement these resolutions.

For further details on the proposal to the Shareholders' Meeting to grant the Delegation for Paid Capital Increase, please refer to the explanatory report on the items on the agenda, which is available on the Company's website www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Shareholders' Meeting* area).

The aforementioned Delegation for Paid Capital Increase has not yet been used by the Board of Directors.

Resolutions to increase the share capital

For completeness of information, note that the Shareholders' Meeting of 29 April 2021 resolved a) to increase the share capital for a maximum of Euro 800,000, by issuing a maximum of 3,500,000 new shares, all without indication of par value, with exclusion of the option right in accordance with Art. 2441, paragraph 8 of the Civil Code, to be offered for subscription exclusively to employees of companies or subsidiaries as part of the two incentive plans in force and approved by the shareholders' meeting as well as the further incentive plans approved from time to time by the shareholders' meeting, in conformity with the remuneration policies adopted by the company and b) to delegate to the managing director the broadest power to execute the capital increase approved, to issue the relative shares, to identify the assignees of the incentive plans approved by the shareholders' meeting, to deal with the procedures and formalities necessary for the exact execution of the capital increase, with the possibility also:

- to establish the issuance price of the new shares, in accordance with the provisions of the incentive plans;
- to establish the terms and methods for exercising the stock options, including the effective date of their exercise and the consequent assignment of shares, in accordance with the provisions of the incentive plans;
- to establish the methods for subscribing and paying the capital increase, in accordance with the provisions of the incentive plans;
- to fix the start date of enjoyment of the new shares, in accordance with the provisions of the incentive plans.

In the course of 2023, the Board of Directors exercised the aforementioned authority four times in connection with the exercise of stock options granted to Group employees and associates. In particular:

- on 11 April 2023, the capital increase was further subscribed and paid up in the amount of Euro 27,479.00 with the further issuance of 120,766 shares;
- on 16 June 2023, the capital increase was further subscribed and paid up in the amount of Euro 18,494.50 with the further issuance of 81,280 shares;
- on 11 October 2023, the capital increase was further subscribed and paid up in the amount of Euro 32,166.00 with the further issuance of 141,364 shares;
- on 14 December 2023, the capital increase was further subscribed and paid up in the amount of Euro 12,647.10 with the further issuance of 55,582 shares.

In total, therefore, the share capital increase approved by the Shareholders' Meeting on 29 April 2021 has amounted to Euro 188,180.05 up to the date of this Report, with the issuance of a total of 827,020 shares.

Authorisations to purchase and dispose of treasury shares

On 20 April 2023 the Shareholders' Meeting resolved to authorise the purchase and disposal of treasury shares, subject to revocation of the previous authorisation of the Shareholders' Meeting of 28 April 2022, as of the date of the authorisation from the Bank of Italy, if such authorisation were granted before the expiry date of the aforementioned Shareholders' Meeting resolution of 28 April 2022 (i.e. before 28 October 2023). Specifically, the Meeting resolved to:

1. revoke, as of the date on which the authorisation to purchase treasury shares referred to in point 2. below is obtained from the Bank of Italy, the resolution authorising the purchase and disposal of treasury shares adopted by the ordinary Shareholders' Meeting of 28 April 2022, if such

- authorisation of the Bank of Italy to purchase treasury shares is granted before 28 October 2023 (i.e. before the natural expiry date of the aforesaid Shareholders' Meeting resolution of 28 April 2022);
2. authorise, pursuant to and for the purposes of Article 2357 of the Civil Code, the purchase, on one or more occasions, within 18 months from the date of the said resolution, subject to obtaining the authorisation of the Bank of Italy, of Equita Group ordinary shares, with no par value, in a total number not exceeding 500,000, representing approximately 1% of the Company's share capital as of the date of the Shareholders' Meeting, within the limits of the distributable profits and available reserves resulting from the latest approved financial statements at the time each transaction is carried out, and in any case, to the extent that the total value of the treasury shares held by the Company never exceeds at any time one fifth of the share capital, also taking into account any shares held by subsidiaries;
 3. provide that the authorisation may be used to:
 - a) support the liquidity of the Equita Group share, in order to facilitate the smooth conduct of trading and avoid price fluctuations that are not in line with market trends, as well as regularise the trend of trading and prices in the face of momentary distortions related to excess volatility or a lack of liquidity, also pursuant to and for the effects of the relative market practice admitted by Consob, in accordance with the provisions of art. 13 of Regulation (EU) 596/2014;
 - b) operate with a medium and long-term investment perspective, intervening both in the market and through a public takeover bid – in the case of the purchase of own shares – or on the market or even outside the market, including through Accelerated Book Building or blocks – in the case of the disposal of treasury shares –, at any time, in whole or in part, on one or more occasions;
 - c) establish a portfolio of treasury shares to sell, dispose of and/or use at any time, in whole or in part, on one or more occasions, provided that it is consistent with the Company's strategic guidelines, in the context of strategic partnership agreements and/or corporate/financial transactions, including but not limited to acquisitions, mergers, capital transactions, investment transactions by third parties in the share capital, swaps, contributions, exchanges, financing transactions or other transactions, in relation to which the assignment or other disposition of treasury shares is necessary or appropriate;
 - d) implement incentive plans or programmes based on financial instruments (such as, by way of example, stock options, stock grants, performance shares, instruments convertible into shares of the Company), for consideration or free of charge, to company representatives, employees and/or contractors of the Company and/or its subsidiaries; as well as
 - e) allocate shares to incentivise, retain and/or attract resources/employees/contractors/representatives of the Company and/or its subsidiaries at the discretion of the Board of Directors or the Managing Director.
 4. with effect from the date of the Bank of Italy's authorisation to purchase treasury shares and subject to revocation of the previous authorisation of the Shareholders' Meeting of 28 April 2022, authorise, pursuant to and for the purposes of Article 2357-ter of the Civil Code, the disposal, on one or more occasions and at any time, without time limits, of all or part and even before having exhausted the purchases, of the treasury shares held in the portfolio or purchased pursuant to this resolution, for the same purposes as those outlined above;
 5. determine that acts of purchase and disposal should take place according to the following criteria:
 - (i) all acts of purchase shall be made at a price that will be indicated from time to time by the Board of Directors, with the understanding that such price may not vary, either up or down, more than 20% compared to the price recorded by the Equita Group S.p.A. security in the Euronext STAR Milan market session the day before every single transaction;
 - (ii) the sale and acts of disposal of treasury shares held in portfolio or purchased under this proposed

authorisation shall take place in accordance with the following criteria:

- if carried out for incentive plans or programmes based on financial instruments (such as, by way of example, stock options, stock grants, performance shares, instruments convertible into Company shares), for consideration or free of charge, to company representatives, employees and/ or contractors and/or of its Subsidiaries, the shares shall be assigned to the beneficiaries of these plans, for consideration or free of charge, with the procedures and at the conditions indicated by the same plans, for consideration or free of charge, in compliance with applicable statutory or regulatory provisions;
 - if executed for the purpose of incentivizing, retaining and attracting resources/employees/collaborators/representatives of the Company and/or its subsidiaries outside the scope of incentive plans, the shares shall be granted for payment at a price to be identified from time to time by the Board of Directors or the Managing Director, it being understood that such price shall not be lower than the so-called book value of the treasury shares being disposed of, as shown in the latest approved accounting statement;
 - if executed as part of any other transaction involving the sale of treasury shares for cash consideration, such consideration shall be set by the Board of Directors and shall not deviate, either downward or upward, by more than 20% from the price recorded by Equita's stock on the Euronext STAR Milan market session on the day prior to each transaction;
 - if executed as part of transactions involving the exchange, swap or contribution of treasury shares, or any other act of disposal (including in connection with capital transactions or other corporate and/or financial transactions or financing transactions) for consideration, in whole or in part, other than cash, the economic terms of the transaction will be determined by the Board of Directors on the basis of the nature and characteristics of the transaction, also taking into account the market performance of the Equita Group stock;
6. authorise the Board of Directors, and on its behalf the Managing Director, acting also through specially appointed brokers, to purchase and dispose of Equita Group S.p.A. shares, establishing the related terms and the price per share in accordance with the criteria set forth in the preceding points, with the gradualness deemed appropriate in the interest of the Company, in compliance with the applicable laws and regulations and, if necessary, making use of the practices permitted by Consob in accordance with the provisions of Article 13 of Regulation (EU) no. 596/2014, where applicable, by carrying out all activities that are required, necessary, appropriate, instrumental, connected and/or useful for the successful outcome of such transactions and authorisations provided herein, including through proxies, providing for the relevant disclosure to the market and complying with the applicable provisions issued by the competent Authorities from time to time in force;
7. authorise the Board of Directors, and on its behalf the Managing Director, to make the appropriate accounting entries resulting from transactions involving the purchase and disposal of treasury shares, in compliance with the provisions of the law and the accounting standards applicable from time to time;
8. grant the Board of Directors, and on its behalf the Managing Director, all powers necessary to execute this resolution, also performing all formalities in order to, among other things, obtain the aforementioned authorisation from the Bank of Italy, together with all necessary powers, none excluded or excepted, including the power to make any amendments or additions to the resolutions (not substantially modifying their content) that are deemed necessary and/or appropriate, all in compliance with the provisions, including with regard to disclosure requirements, of Legislative Decree 58/1998, the Consob regulation adopted by resolution No. 11971 of 14 May 1999, Regulation (EU) No. 596/2014 of 16 April 2014 (and its implementing provisions), and, if applicable, the market practices permitted by Consob in accordance with the provisions of Article 13

of Regulation (EU) No. 596/2014 that the Company makes use of, where applicable.

It should be noted that following the above resolution, the Bank of Italy (communication of 21 September 2023) authorised the Company to purchase treasury shares for the following purposes:

- a) implement incentive plans or programmes based on financial instruments (such as, by way of example, stock options, stock grants, performance shares, instruments convertible into shares of the Company), for consideration or free of charge, to company representatives, employees and/or contractors of the Company and/or its subsidiaries; and
- b) allocate shares to incentivise, retain and/or attract resources/employees/contractors/representatives of the Company and/or its subsidiaries at the discretion of the Board of Directors or the Managing Director.

It should be noted that the aforementioned Shareholders' Meeting resolution has not yet been used by the Company, whereas the previous Shareholders' Meeting resolution of 28 April 2022 was partially used with the purchase of a total of 11,688 treasury shares.

For the sake of full disclosure, it should be noted that given the imminent expiration of the aforementioned shareholders' authorisation to purchase treasury shares (which in fact will expire on 20 October 2024), the Board of Directors at its meeting on 22 February 2024 resolved to propose to the forthcoming Shareholders' Meeting (Shareholders' Meeting 2024) a new authorisation to purchase and dispose of treasury shares, for the same purposes and under the same terms as the previous resolution.

On this point, please refer to the explanatory report published on the Company's website www.equita.eu, *Investor Relations* section, *Corporate Governance* section, *Shareholders' Meetings* area.

At the end of the year closing at 31 December 2023, Equita Group held 3,146,247 treasury shares in the portfolio. As of the date of approval of this Report by the Board of Directors, the number of treasury shares amounts to 2,685,262.

2.10. Management and coordination activities

As the parent company of the SIM group, Equita Group carries out management and coordination activity and issues directives to the Equita Group's individual members, namely to Equita SIM, to Equita Capital SGR, to Equita K Finance and to Equita Investimenti.

* * *

The information required by Article 123-*bis*, first paragraph, letter i) of the Consolidated Finance Law is contained in the Report on the Policy on Remuneration and on Fees Paid published in accordance with Article 123-*ter* of the Consolidated Finance Law, on the Company's website www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Corporate Documents* area) and on the same website of the Company www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Shareholders' Meetings* area).

The information required under Article 123-*bis*, paragraph 1, letter l) of the TUF is illustrated in Paragraphs 4.2 and 13 of this Report.

3. Compliance

This Report has been prepared considering the indications set out in the "Format for the report on corporate governance and ownership structure" prepared by Borsa Italiana (IX Edition, January 2022).

The Company joined, from the trading start date of the shares on the Euronext STAR Milan (formerly MTA/STAR), the Corporate Governance Code, then became the Corporate Governance Code, the latter accessible to the public on the website of the Corporate Governance Committee <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>

The Company has acceded to the Corporate Governance Code, approved by the Corporate Governance Committee in January 2020 (applicable to companies that have decided to join it with effect from the first financial year beginning after 31 December 2020), giving notice thereof at the meeting of the Board of Directors on 18 February 2021.

The Company is not subject to laws that affect its corporate governance structure other than those of Italy and the European Union.

4. Board of Directors

4.1. Board of Directors' role

The Board of Directors plays a significant role in the Company guidance and management. Without prejudice to the functions attributed to the Board of Directors by the applicable law, under Art. 15 of the Articles of Association, the company management is the exclusive responsibility of the Board of Directors, which has the broadest powers to carry out all the necessary actions to achieve the company purpose, with the sole exception of those reserved by the law or the Articles of Association for the Shareholders' Meeting.

Under the Articles of Association, the Board of Directors, in accordance with Article 2365, paragraph 2 of the Civil Code, can pass the following resolutions, without prejudice to the shareholders' meeting's concurrent authority: (i) establishment or closing of secondary offices in Italy and abroad; (ii) reduction of capital following withdrawal; (iii) updating of the Articles of Association to regulatory provisions; (iv) transfer of the registered office within Italy; (v) mergers and demergers in the cases envisaged by law.

The Board of Directors, and any of its delegated bodies, without the need for authorisation from the Shareholders' Meeting, may: (a) carry out actions that may counteract the achievement of the objectives of a public purchase or exchange offer, starting from the notification provided for by Art. 102, point 1 of the TUF and until the closing of the offer, or until the offer's expiration; (b) implement decisions taken before the beginning of the period indicated in letter (a) above, which have not yet been partly or completely implemented, which do not fall within the normal course of the company's business and the implementation of which may counteract the achievement of the offer objectives.

Finally, note that in accordance with the provisions of the Corporate Governance Code, the Board of Directors approves the strategic plans.

Specifically, note that the last strategic plan approved at the board meeting of 17 March 2022 was drawn up also taking into account matters relevant to the generation of long-term value and ESG issues.

The approved Strategic Plan, called "*2024 Equita three-year business plan*", also includes the 2022-2024 CSR Plan (Corporate Social Responsibility) drawn up on the basis of the CSR strategy that the Group has adopted. Specifically, it has been decided to merge the sustainability plan into the business plan, confirming the contents already contemplated in the previous CSR Plan to which the new "Young 4 Future" objective was added in light of Equita's commitment to support the growth of young people both within Equita and in the surrounding community. The latter is a commitment that has always distinguished the Equita Group and on which Equita has focused its attention for years, to the point of making it one of the company's strategic

objectives.

Therefore, the overall objectives that the CSR Strategy is based on will be as follows:

1. Promote the well-being of employees;
2. Increase the satisfaction of customers and the financial community;
3. Promote the social and economic development of the community;
4. Reduction of climate impacts;
5. Young 4 Future.

Furthermore, among the commitments made in the environmental field, those aimed at achieving carbon neutrality are particularly worthy of note, as this can be achieved starting from the calculation of the carbon footprint and implementing initiatives to reduce and compensate for our environmental impacts.

For further information on this point, see the press release published on 17 March 2022 and available on the Company's website at this link: <https://www.equita.eu/static/upload/cs-/0000/cs-equita---risultati-fy-2021-e-piano-2022-2024--17032022- vf-rev4.pdf>.

In addition to the above, in order to formalise its commitment to social issues, Equita Group, together with the founding partners Andrea Vismara, Sara Biglieri and Francesco Perilli, established in May 2022 the "Equita Foundation - Third Sector Entity" (the "**Foundation**"), a nonprofit entity that exclusively pursues civic, solidarity and socially useful purposes through the main performance of activities of general interest pursuant to Legislative Decree 117/2017. Specifically, the Foundation intends to:

- give value to young people and their talents also by fostering their training and education;
- promote the dissemination of culture in business and finance;
- enhance artistic and cultural heritage and support institutions and entities working in this area;
- foster the local area and communities by supporting other nonprofit organisations;
- disseminate and enhance a culture of sustainability in business and finance.

Less than two years after the establishment of its Foundation, Equita has supported more than 30 initiatives and projects, thanks to the contributions of Group companies, its employees and all those who have decided to support Equita Foundation's projects.

For further details on Equita's initiatives, please visit the following link: <https://fondazione.equita.eu/it/le-iniziative.html>.

As part of the approvals of the quarterly data by the Board of Directors, the Company is committed to presenting the achievements or deviations from the objectives of the approved Strategic Plan and budget. The Board of Directors defines the nature and level of risks compatible with the Company's strategic objectives, including in its assessments of elements that may be relevant in terms of sustainable success.

As for the corporate governance system, note that the model adopted by the Company is the so-called traditional model, functional to the current needs of the issuer and the Group; therefore no proposals for changes were made at the Shareholders' Meeting. As the parent company of the SIM Group, Equita Group has adopted various procedures for the proper operation of corporate governance (e.g. Group Code of Conduct, Governance and Information Flow Rules, 231 Organisational Model etc.).

The Board of Directors assesses the adequacy of the administrative and accounting procedures, particularly with regard to the preparation of the financial statements, and assesses the management performance, taking account of the information provided by the delegated bodies and comparing the results achieved with those budgeted.

Based on the findings of the audits conducted by the Internal Audit Function, Equita Group's internal control and risk management system and in relation to its subsidiaries is substantially adequate and appropriate for the Group's operations.

The Board of Directors also resolves on strategic operations, even for subsidiaries, taking into account their relevance, economic or otherwise, within the Group and according to the procedure described in the Rules on direction and coordination – adopted by the Board of Directors at its meeting of 15 July 2021 – which also contains the criteria for identifying when a transaction assumes significant strategic, economic, capital or financial importance for the Company or the Group, even if executed by a subsidiary.

With reference to the adoption of a procedure for the internal management and external communication of documents and information concerning the Company, with particular reference to the treatment of inside information, please refer to Paragraph 5 below. Lastly, with reference to the policy for managing dialogue with the generality of shareholders, please refer to Paragraph 12 below in this Report.

4.2. Appointment and replacement

Under Article 11 of the current Articles of Association, the Company is managed by a Board of Directors which is composed of 7 (seven) to 11 (eleven) members. All directors must be in possession of the requirements of eligibility, professionalism and integrity envisaged by the applicable laws and regulations. In addition, the Board of Directors must include a number of directors who meet the independence requirements set forth in Article 148, paragraph 3, of the TUF, as referred to in Article 147-ter, paragraph 4, of the TUF ("**Independence Requirements**"), at least equal to the minimum number required by the applicable legal and regulatory provisions. In addition to the professionalism, integrity and independence requirements provided for by law, the Articles of Association and the Code, Directors are subject to the so-called interlocking prohibitions under Article 36 of Legislative Decree no. 201/2011, converted into law with amendments by Law no. 214 of 22/12/2011, containing competition protection and personal cross-holdings in the credit, insurance and financial markets provisions.

The Directors are appointed for a period of 3 (three) financial years, or for the period, of not more than 3 (three) financial years, established at the time of appointment, and they may be re-elected. The Directors' term of office expires on the date of the Shareholders' Meeting called to approve the financial statements of the last year of their office, subject to causes of termination and forfeitures provided by the law and by the Articles of Association.

Directors are appointed on the basis of lists in which candidates are assigned sequential numbering. The lists signed by those who submit them must be filed at the company's registered office, under the terms and procedures provided for by applicable laws and regulations.

The lists must indicate which candidates meet the Independence Requirements. The lists containing a number of candidates equal to or greater than 3 (three) shall also include a number of candidates of different genders, so that the percentage of candidates required by the applicable legal and regulatory provisions on gender balance (male and female) belongs to the less represented gender. The curriculum vitae containing the personal and professional characteristics of the individual candidates with any indication of their suitability to be classified as independent must be filed with the lists, together with the declaration of the individual candidates that they accept their candidacy and certify, under their own liability, that there are no grounds for incompatibility or ineligibility, along with the existence of the requirements prescribed by the Articles of Association and by the applicable laws and regulations. A shareholder may not present or exercise the voting right for more than one list, even though a third party or trust company.

Lists may be submitted by the outgoing Board of Directors as well as by shareholders who, at the time of submitting the list, own, alone or jointly, a percentage of shares at least equal to the proportion determined in accordance with applicable legal or regulatory provisions. On this point, it should be noted that Consob, in accordance with art. 144-*septies* of the Issuers' Regulation, in January 2023 (namely within 30 days from the

end of Equita Group's financial year and before the Shareholders' Meeting of Equita Group called to vote on the appointment of the new corporate bodies) made public the shares of investment required for the submission of lists of candidates for election to the administration and control bodies. In particular, by Executive Resolution No. 76 of its Corporate Governance Division Head issued on 30 January 2023, Consob determined the minimum shares of investment required for the submission of lists of candidates for election to the administration and control bodies of Equita Group to be 4.5% of the Company's share capital, without prejudice to any lower shareholding required by the Company's Articles of Association.

Ownership of the minimum shareholding pursuant to the foregoing must be evidenced by a certification issued by the intermediary to be produced at the time of filing the list itself (or otherwise within the terms provided by the applicable legal and regulatory provisions).

Submitted lists which do not comply with the above procedures shall be treated as not having been submitted.

The election of directors shall be conducted according to the following provisions:

- a) all members, except one, are taken from the list that obtained the highest number of votes, based on the sequential order in which they were listed;
- b) the other member is taken from the list that received the second highest number of votes and is not connected in any way, even indirectly, with the shareholders who submitted or voted for the list that came first by number of votes, based on the sequential order in which they were listed.

A ballot vote will be held if there is a tie between several lists.

If only one list is submitted, the Board of Directors is taken entirely from that list, if it obtains the majority required by law for the ordinary shareholders' meeting. For the appointment of those directors who, for any reason, could not be elected by the above procedure or if no lists are submitted, the shareholders' meeting resolves with the majorities required by law, without prejudice to compliance with the requirements established by the applicable legal and regulatory provisions and the Articles of Association related to the composition of the Board of Directors and, in particular, the balance between genders.

If, after the votes, the Board of Directors is not composed of the minimum number of independent directors and/or of the minimum number of directors of the less represented gender established by the applicable laws and regulations, the candidate elected as the last in sequential order from the list that obtained the highest number of votes shall be replaced by the first candidate in sequential order - as the case may be, meeting the Independent Requirements and/or belonging to the less represented gender - not elected in accordance with the above or, failing that, by the first candidate in sequential order not elected from the list that came second by number of votes. This replacement procedure shall be carried out until the Board of Directors is composed in accordance with the applicable legal and regulatory provisions, it being understood that if the aforementioned procedure does not ensure the appointment of the minimum number of directors meeting the Independence Requirements and/or the minimum number of directors of the less represented gender, as established by the applicable legal and regulatory provisions, the replacement shall be carried out by a resolution passed by the Shareholders' Meeting by relative majority, after the presentation of candidates meeting the necessary requirements.

The list voting procedure described above applies only in the case of renewal of the entire Board of Directors. If one or more directors leave office during the year, the others shall replace them by a resolution approved by the board of statutory auditors. These shall co-opt, if possible, the first person on the same list to which the director leaving office belonged, provided that they meet the legal and regulatory requirements for taking office and the majority is always made up of directors appointed by the shareholders' meeting. The directors thus appointed remain in office until the next Shareholders' Meeting, which appoints the director with the

majorities required by law.

If most of the directors appointed by the shareholders' meeting cease to be in office, those still in office must call the shareholders' meeting to replace the missing directors. If all the directors cease to hold office, the shareholders' meeting for the appointment of the Board of Directors must be convened urgently by the board of statutory auditors, which may in the meantime carry out acts of ordinary management. The loss of the existence of the legal requirements is a cause for the director's forfeiture. The termination of the directors due to expiry of the term takes effect from when the new management body has been reconstituted.

If the shareholders' meeting does not do so, the Board elects, from its members, for the same duration as the Board of Directors, the Chairperson and possibly one or more Vice-Chairpersons who remain in office for the whole duration of the Board's mandate.

The Board may appoint one or more managing directors and grant them the corresponding powers. In addition, the Board of Directors may appoint general managers, co-directors and deputy directors and establish their powers, as well as grant powers of attorney to third parties, for certain acts or categories of acts.

The Chairperson of the Board of Directors, the Vice-Chairpersons and the Managing Directors are responsible separately for representing the Company in dealings with third parties and during legal proceedings (with the right to appoint attorneys and lawyers). The representation is also the responsibility of the general manager, agents and representatives within the limits of the powers granted to them.

* * *

4.3. Composition

During the 2023 financial year, the Board of Directors of the Company, until the date of 20 April 2023 (date of the Shareholders' Meeting that appointed the new corporate bodies, whose mandate expired with the approval of the financial statements at 31 December 2022) was made up of the following Directors: Sara Biglieri (Non-Executive Chairperson), Andrea Vismara (Managing Director), Francesco Perilli (Executive Director), Michela Zeme (Non-Executive and Independent Director), Paolo Colonna (Non-Executive and Independent Director), Silvia Demartini (Non-Executive and Independent Director) and Marzio Perrelli (Non-Executive and Independent Director).

Subsequently, on 20 April 2023, the ordinary Shareholders' Meeting appointed the Company's new Board of Directors - currently in office, except for some changes that occurred in 2023 as detailed below - for a period of three financial years until approval of the financial statements at 31 December 2025.

The members of the Board of Directors who were appointed by the aforementioned Shareholders' Meeting by the list vote procedure are as follows: Sara Biglieri (Non-Executive Chairperson), Andrea Vismara (Managing Director), Stefano Lustig (Executive Director), Stefania Milanese (Executive Director), Paolo Colonna (Non-Executive and Independent Director), Michela Zeme (Non-Executive and Independent Director) and Silvia Demartini (Non-Executive and Independent Director).

Note that at the date of the Shareholders' Meeting of 20 April 2023 three lists were submitted: (i) one majority list submitted by the shareholders Francesco Perilli and Andrea Vismara, jointly holders of 8% of the share capital having the right to vote (list no. 1), (ii) one minority list submitted by the shareholders Fenera Holding S.p.A, Justus s.s., Otto S.r.l. and Teti S.r.l., jointly holders of 6.59% of the share capital having the right to vote (list no. 2) and (iii) a second minority list submitted by the shareholders Anima SGR

S.p.A. (as manager of the Anima Crescita Italia and Anima Iniziativa Italia funds), BancoPosta Fondi SGR S.p.A. (as manager of the Bancoposta Rinascimento fund), Mediobanca SGR S.p.A. (as manager of the Mediobanca MID & Small Cap Italy fund) and Mediolanum Gestione Fondi SGR S.p.A. (as manager of the Mediolanum Flessibile Futuro Italia fund), jointly holders of 5.19% (list no. 3).

The Directors Sara Biglieri, Andrea Vismara, Stefano Lustig, Paolo Colonna, Michela Zeme and Stefania Milanesi were taken from list no. 1, being the list that received the most votes at the Shareholders' Meeting (76.048% of the voting capital), while the Director Silvia Demartini was taken from list no. 2, being the list that received the second most votes (16.735% of the voting capital).

Furthermore, the Shareholders' Meeting at the same meeting of 20 April 2023 also unanimously appointed Sara Biglieri as Chairperson of the Board of Directors of the Company

For further information on the lists submitted in 2023, see the documents published on the Company's website www.equita.eu at the following link <https://www.equita.eu/it/corporate-governance/assemblee-degli-azionisti.html>.

Following the aforementioned appointment, the Company's Board of Directors, in its meeting of 20 April 2023, appointed Andrea Vismara as Managing Director of the Company.

At the same meeting of 20 April 2023, the Company's Board of Directors also determined the composition of the board committees as illustrated below.

On 27 June 2023, Director Paolo Colonna resigned, effective as of 13 July 2023, due to the incompatibility of his office with his position as member of the Central Charitable Commission of the Cariplo Foundation, pursuant to the regulations applicable to the foundation itself. On 13 July 2023, the Company's Board of Directors co-opted Director Matteo Lunelli (Non-Executive and Independent Director) replacing Director Colonna, who will remain in office until the next meeting of the Shareholders' Meeting which, as of the date of this Report, is set for 18 April 2024.

Also at its meeting of 13 July 2023, the Board of Directors, in view of having co-opted Director Matteo Lunelli, changed the composition of the board committees to replace Director Paolo Colonna with independent Director Matteo Lunelli.

At the date of this Report, the Board is therefore made up of the following members: Sara Biglieri (Non-Executive Chairperson), Andrea Vismara (Managing Director), Stefano Lustig (Executive Director), Stefania Milanesi (Executive Director), Michela Zeme (Non-Executive and Independent Director), Matteo Lunelli (Non-Executive and Independent Director) and Silvia Demartini (Non-Executive and Independent Director)). Note that following the changes made, the Board of Directors is today made up of a non-executive Chair, three executive Directors and three non-executive and independent Directors with a high gender differentiation, also reflected in the body's top positions. Note in particular that the Company's Board of Directors consists of three members of the less represented gender (the Directors Andrea Vismara in the role of Managing Director, Stefano Lustig and Matteo Lunelli), in conformity with the allocation criteria between genders established by the legislation applicable to the Company⁸.

Moreover, the presence of a majority of non-executive directors (four out of seven members, three of whom are independent) is able to ensure their significant weight in the adoption of board resolutions and in the monitoring of the Company's management, as required by the Code.

The following is a summary of the professional profile of the members of the new Board of Directors.

⁸ It should be noted that, with regard to gender diversity, Article 147-ter, paragraph 1-ter of the TUF, as amended by Law No. 167 of 2020 (known as 2020 Budget Law), which came into force on 1 January 2020, lays down a gender distribution criterion that must be of at least two fifths.

The current composition of the Company's Board of Directors respects this criterion, having three directors of the less represented gender out of a total of seven Board members.

Sara Biglieri - Born in Pavia on 11 September 1967, she graduated in Law with honours from the University of Pavia. She worked with Italian and foreign law firms, developing a consolidated experience in commercial and corporate law. She currently works as a partner at Dentons law firm. During her career, Sara Biglieri has covered the role of chairperson or member of the Supervisory Bodies in the company Johnson & Johnson S.p.A., in the Johnson & Johnson Foundation and in the company Falck S.p.A. where she now has the role of director. Recall that currently Ms Biglieri holds the position of Chairperson of the Board of Directors of Equita Group S.p.A. She has published several articles in Italian and international trade magazines.

List of assignments as director or auditor covered by Ms Biglieri in other listed companies or those of significant dimensions.

Falck S.p.A. (Director)

Andrea Vismara – Born in Milan on 29 June 1965, he graduated *magna cum laude* in business administration from the Bocconi University of Milan and attends specialisation courses at New York University. He began his career at Goldman Sachs International in London where, between July 1990 and May 1995, he built up his expertise within the Corporate Finance team. He then moved to the debt capital markets department with responsibility for the issuance of bonds on behalf of Italian clients.

Between July 1995 and January 2006 he divided his time between the Milan and London offices of Barclays, de Zoete Wedd (later acquired by Credit Suisse) and Credit Suisse, first as a member of the M&A team, then as head of Equity Capital Markets activities for the Italian and Southern European markets. Thereafter, he held the role of Chief Operating Officer in 2002-2003 and the role of legal representative of CSFB Italian Branch in 2004. He was responsible for the management of customer relations for all investment banking products and for executing the assignments received.

Between April 2006 and December 2007, he worked as a freelance consultant for several large industrial groups. In 2008 he joined Equita as head of the business Investment Banking line and since 2009 he also holds the position of member of the Board of Directors. Currently Managing Director of Equita Group and of Equita SIM.

Mr Vismara is also a member of the Committee of Market Operators and Investors (established by Consob), member of the Board of Assonime, member of the Steering Committee and Executive Committee of AMF Italia (Financial Markets Brokers Association, formerly Assosim) and member of the Alumni Board of Bocconi. In addition, Andrea Vismara was a member of the Technical Expert Stakeholder Group (TESG) on SMEs set up by the European Commission in October 2020, the work of which ended in May 2021 with the drafting of the "*Empowering EU Capital Markets - Making listing cool again*" report.

He currently covers the role of Managing Director of Equita Group and of Equita SIM, where he was responsible for investment banking from 2008 as well as Chairperson of Equita K Finance S.r.l., a company with over twenty years of experience in Merger & Acquisition activities and founding shareholder of *Clairfield International*, which joined the Equita Group in July 2020. At the date of this Report, he also covers the role of director in the companies *Blue Earth Diagnostics* (based in Oxford, United Kingdom), *Bracco Horizons Limited* (based in Buckinghamshire, United Kingdom) and *Blue Earth Therapeutics Limited* based in Oxford (United Kingdom), companies operating, respectively, in the sector of molecular imaging diagnostics and in the sector of experimental research and development in the field of biotechnologies.

List of assignments as director or auditor covered by Mr Vismara in other listed companies or those of significant dimensions.

None

Stefano Lustig - Born in Milan on 11 March 1965, he graduated in Economics and Business from Bocconi

University in Milan and began his career as a financial analyst at Actinvest in London. Mr Lustig joined Equita as a financial analyst in 1992, where he continued his career, becoming co-head of the research team in 1996. In 2017, Mr Lustig was appointed co-head of Alternative Asset Management, with the aim of developing management activities related to the world of liquid alternative assets. As of today, Mr Lustig, in addition to being an executive director of the company, also serves as managing partner of Equita Capital SGR S.p.A.

List of assignments as director or auditor covered by Mr Lustig in other listed companies or those of significant dimensions.

None

Stefania Milanesi - Born in Cremona, she graduated in economics and business from the University of Bergamo in 1989. During her career, she gained extensive experience in finance & operations as well as financial services & banking, holding the position of Chief Financial Officer at financial institutions such as BNL Investimenti, Banca Sara (from 2003 to 2012) and the Italian branch of State Street (from 2012 to 2016). She joined EQUITA in 2016 as Chief Financial Officer, drawing on her 20 years of experience in financial services, accounting, tax and planning.

Ms. Milanesi is currently Executive Director of Equita Group, Director of Equita Sim S.p.A., Equita Capital SGR S.p.A. and Equita K Finance, as well as Chairperson of the Board of Directors of Equita Investimenti S.p.A. and Director of Equita Foundation - Third Sector Entity, in addition to serving as Chief Financial Officer and Chief Operating Officer of the Group.

List of assignments as director or auditor covered by Ms Milanesi in other listed companies or those of significant dimensions.

None

Michela Zeme - Born in Mede (PV) on 2 January 1969, after graduating in Business Administration from the Bocconi University of Milan during the academic year 1993/1994, she qualified as a chartered accountant and statutory auditor in 1999. Michela Zeme gained significant professional experience in the tax and corporate field, working with leading firms and providing advice to many companies (including listed companies) and Italian groups operating in real estate, telecommunications, industrial, financial, insurance and banking. She has held many institutional positions in leading Italian companies and financial institutions. Over the years, Michela Zeme has developed specific expertise in the "Administrative Liability of Entities pursuant to Legislative Decree No. 231/2001", also due to her role as a member of the Supervisory Bodies of large listed companies or those belonging to banking groups.

List of assignments as director or auditor covered by Ms Zeme in other listed companies or those of significant dimensions.

- 1) AVIO S.P.A. (Standing Auditor)
- 2) MASI AGRICOLA S.P.A. (Standing Auditor)

Silvia Demartini - Born in Turin on 7 June 1964, she gained a Master's in International Trade from the Foreign Centre of the Piedmont Chamber of Commerce (now Foreign Centre for Internationalisation).

After some professional experiences in the administrative area, in 1990 her career began at Fenera Holding, a newly-incorporated Turin investment company with diversified activities in Italy and abroad, in which, since 2001, she covered the role of CFO and head of the finance and investments areas (with responsibilities for corporate, legal, tax and budget affairs, and analysis and control of shareholdings and investments), and of which she was appointed General Manager in 2020.

She has been a board director of Fenera Holding since 2009 and covers roles in numerous group companies and subsidiaries.

During her career, she has accrued experience and skills in the financial sector, with reference to both public and private markets.

List of assignments as director or auditor covered by Ms Demartini in other listed companies or those of significant dimensions.

None

Matteo Lunelli - Born in Milan on 31 January 1974, he graduated *magna cum laude* in Economics and Business from Bocconi University in Milan. Prior to his long career as an entrepreneur, he also gained international experience at Goldman Sachs as a financial analyst and associate in their Zurich, New York and London offices. He is now is President and Managing Director of Ferrari Trento, the leader in Italy for classic method sparkling wines and Managing Director of the Lunelli Group. Within the family group, he is also President of Surgiva, a mineral water flowing within the Adamello Brenta Park and that stands out for its lightness and exclusivity, of Bisol1542, a leading brand in the world of Prosecco Superiore di Valdobbiadene, and of Tassoni, famous for its iconic citron liqueur. A staunch supporter of Made in Italy products, since January 2020 he has been the President of Fondazione Altagamma, which brings together companies from different sectors of the Italian cultural and creative industry with the mission of creating synergies between leading Made in Italy brands and fostering the growth and competitiveness of the Italian Cultural and Creative Industry by contributing to the country's development. Matteo Lunelli is also vice-president of La Finanziaria Trentina S.p.A. and board member of Coster Tecnologie Speciali S.p.A. In 2022, he was the national EY "Entrepreneur of the Year" winner and in 2023 he was also awarded the "Guido Carli Prize" for his ongoing commitment to promoting Italian excellence.

List of assignments as director or auditor covered by Mr Lunelli in other listed companies or those of significant dimensions.

None

Diversity criteria and policies

On 13 February 2020, the Company's Board of Directors adopted a *Policy on diversity of the administration and control bodies* (the "**Policy**") aimed mainly at developing diversities within the Board of Directors and Board of Statutory Auditors of the Company, recognising diversity to be a company asset capable of guaranteeing the adoption of informed decisions and encouraging the expression of multiple perspectives and professional experiences, in line with the expectations of the stakeholders.

Gender equality

In order to guarantee adequate complementary skills, the Policy recommends that the composition of the Board of Directors and the Board of Statutory Auditors guarantees adequate representation of both genders, irrespective of the requirements of composition of the corporate bodies envisaged at the time by existing regulations.

In any case, the Company's Articles of Association expressly provide that the appointment of the Directors and Auditors must be made on the basis of lists, which must include a number of candidates of different gender so as to ensure that the composition of the Board of Directors and the Board of Statutory Auditors respects the applicable provisions of law and regulations on gender balance.

In view of the continuous evolution of the regulations on allocation criteria between genders, the Company's Board of Directors has not seen fit to suggest changes to the Articles of Association with a view to determining a specific quota able to guarantee gender balance.

The introduction *ex ante* of an allocation criterion between genders into the Articles of Association would involve the need to make a statutory amendment every time there is a change of those criteria in the regulations/legislation.

In light of the foregoing, the Equita Group Board of Directors has decided that it is more appropriate and more suitable to adopt the aforementioned Policy on diversity which is a more flexible tool, able to identify general principles that are applied not only with reference to the concept of gender diversity but also with reference to a broader concept of diversity that includes age, skills, experiences, etc.

Finally, through the aforementioned Policy, the Company undertook to guarantee, irrespective of the requirements of composition of the corporate bodies envisaged at the time by existing regulations, adequate representation of the male and female genders.

Dimension of the Board of Directors

In order to guarantee a fair balance of the skills required, the Policy recommends, in determining the number of members of the Board of Directors and the Board of Statutory Auditors, taking account of the characteristics of the Company and, in particular, the dimensions, complexity and specific aspects of its business.

On the point, it is noted that the Company's Articles of Association state that the Board of Directors may consist of 7 (seven) to 11 (eleven) members, in the number determined each time by the Shareholders' Meeting.

As regards, on the other hand, the control body, the Articles of Association of Equita envisage that the company management is entrusted to a Board of Statutory Auditors consisting of 3 (three) standing auditors and 2 (two) alternate auditors.

Age and seniority in office

In order to guarantee adequate integration of experiences, the Policy recommends that the Board of Directors and the Board of Statutory Auditors of the Company include profiles with different professionalism by age and seniority in office, so as to guarantee a balance between innovation and continuity, between prudence and risk appetite.

Diversity of professional and managerial skills and origins

In order to guarantee the necessary expertise for managing the issues submitted from time to time for the analysis of the Board of Directors and the Board of Statutory Auditors, the Policy recommends appointing directors and auditors with different training and professional experiences, accrued in different national and international contexts, relating to the specific aspects of the Company's business.

In this perspective, Equita's Articles of Association state that, when electing the members of the Board of Directors and Board of Statutory Auditors, the curriculum vitae of the candidates is sent, amongst other things, highlighting their personal and professional characteristics.

In this regard, it should be noted that the current Board of Directors adequately reflects diversity in terms of gender, age and seniority of office, consisting, out of a total of seven members, of three directors of the male gender, i.e. of the less represented gender (Andrea Vismara, Stefano Lustig and Matteo Lunelli), with a ratio higher than that of the 2/5 required by the legal provisions in force and applicable to the Company and the 1/3 required by the Code (on this point, please refer to Paragraph 4.3), of three independent directors (Michela Zeme, Silvia Demartini and Matteo Lunelli) and of directors with seniority of age, office and professional and managerial experiences that differ between them.

Finally, with regard to the measures adopted by the Company to promote equal treatment and opportunities

among genders within the company, it should be noted that within the corporate organisation, equal treatment and opportunities between genders has always been highly considered. Evidence of this is first and foremost the composition of the Board of Directors, which consists of four women and three men, so that the male gender is the less represented despite having a higher representation than required by law.

Evidence is also given by (i) the company's job rotation initiatives aimed at fostering the growth of young people, (ii) training for young people, both with regard to their technical skills and so-called soft skills, (iii) periodic meetings scheduled between the Managing Director and young new recruits, as well as (iii) many other corporate welfare initiatives (e.g. flexible benefits, check-ups, training courses, etc.) applicable to all Group personnel.

Maximum number of concurrent assignments in other companies

The Corporate Governance Code has established that in "large companies", the administrative body must express its guidance on the maximum number of assignments in the administration or control bodies of other listed companies or those of significant dimensions that can be considered compatible with the effective conduct of the role of director in the company, taking account of the commitment deriving from the position covered. On this point, at the meeting of the Board of Directors on 22 February 2024 at which the issue of the number of positions held was last addressed, it was recalled that Equita Group does not qualify as a "large company" pursuant to the Code, and therefore the Company is not required to express considerations and/or draw up rules/policies on the matter, it being understood that the Company, taking into account the information provided by the Directors for the the checks of their requirements, and specifically the checks performed annually on interlocking, has knowledge of the number of positions held by each Director in listed companies or companies of significant size. In any case, each Director has the duty to assess the compatibility of the positions they hold in other listed companies and/or those of significant dimensions with respect to the position held at the Company. To date, taking into account the participation and involvement of the Directors in the Board and in the internal board committees, it is evident that any other positions they hold are not interfering and are therefore compatible with the effective performance of the role of Company director.

4.4. Operation of the Board of Directors

The operation of the Board of Directors is governed by the provisions of the Articles of Association in force from time to time and by a regulation adopted by the aforementioned body – in accordance with the requirements of Recommendation 11 of the Code – in the board meeting of 15 July 2021 and subsequently (and last) amended in the meetings of 22 February 2023 and 7 September 2023.

This document consists of the following sections:

- *"Introduction"*, paragraph identifying the document's purposes;
- *"Composition and requirements"*, a paragraph defining the composition of the Board of Directors, taking into account the provisions of the Articles of Association and the requirements that the members of the Board must meet;
- *"Appointment and replacement of Directors. Term of the Board"*, a paragraph defining the process for appointing directors, including in the event of resignation or early termination of office;
- *"Powers"*, a paragraph defining the functions of the Board of Directors;
- *"Convening and conduct of meetings"*, paragraph defining the times and methods for convening and conducting meetings;
- *"Frequency of meetings"*, paragraph indicating, among other things, the minimum frequency with which

the Board of Directors must meet;

- "*Pre-meeting information*", a paragraph defining the terms, as required by the Code and the relevant Q&A, for sending the pre-meeting information to the members of the Board as well as the methods for sending it;
- "*Minutes of meetings*", paragraph describing the methods for drafting and keeping board minutes in accordance with the requirements of the Code;
- "*Confidentiality obligations*", a paragraph regulating the obligations that the members of the Board, the Secretary, the Statutory Auditors and all those who take part in meetings or have access to pre-meeting information must comply with;
- "*Self-assessment*", a paragraph describing the methods and timing for the Board's self-assessment process;
- "*Committees*", a paragraph defining the tasks of the Board with respect to the establishment and attribution of functions to the Committees. With regard to the functions of the latter, it is noted that the operations of each committee are governed by its own procedural rules;
- "*Miscellaneous*", section in which it is specified that any changes to the text of the Rules must be approved by the Board of Directors.

As noted above, at its meetings on 22 February 2023 and 7 September 2023, the Board of Directors approved certain amendments to the aforementioned regulation, which covered, *inter alia*:

- classification of the Company as a NON-concentrated ownership company and, starting in 2024, provision for the publication of guidelines on the quantitative and qualitative composition deemed optimal by the Board, expressed in advance of each renewal;
- submission to the self-assessment process of the Board of Directors and the board committees at least every three years (and no longer annually), in view of each renewal. In fact, in light of the Bank of Italy's issuance of its 23 December 2022 measure containing provisions amending and supplementing the Regulation of 5 December 2019, neither Equita Group nor its subsidiary Equita SIM S.p.A. are any longer required to conduct the self-assessment on an annual basis;
- adjustment of the reference to the number of independent directors required for the composition of the Board of Directors, which takes into account the amendment to the Articles of Association on this point approved by the Shareholders' Meeting on 28 April 2022, referring to the minimum number required by the Code (i.e., "at least 2 independent directors, other than the Chairman," a criterion that is more stringent than the provisions of the TUF, which would require only 1 independent director on a Board of 7 members, or 2 independent directors if the Board of Directors consists of more than 7 members);
- adjustment of the conditions required for a Board of Directors' meeting where this is held, even solely, using telecommunication means;
- following up on the Recommendation contained in the Letter from the Chairman of the Corporate Governance Committee sent last January 2023, regarding the participation of managers in Board meetings, clarification of the ways in which the Board can access the Heads of relevant corporate functions, called by the Chairman, in agreement with the Managing Director;
- following up on the Recommendation contained in the Letter from the Chairman of the Corporate Governance Committee sent last January 2023, regarding the pre-meeting information, specification that the making available of documents to Directors and Auditors, constituting the pre-meeting information, should take place shortly after the convocation of the meeting and at least three days before the board meeting or - in the event of objective factual contingencies - as soon as possible before the board meeting, whilst respecting the principle of making decisions in an informed and conscious manner;
- possibility for the Heads of relevant corporate functions to attend board meetings when topics of interest to them are discussed.

Specifically, with regard to the procedures for the minutes of meetings, the rules provide that a first draft of the

meeting minutes shall be drawn up prior to the meeting itself and with the help of the competent internal Functions by the Office of Legal and Corporate Affairs under the coordination of the Secretary, and that they shall be sent to all Directors and Statutory Auditors before the meeting to act as a guide for the discussion of the items on the meeting's agenda.

During the course of the meeting, the Secretary notes the attendance and any comments and/or observations made by those present, and then at the end of the meeting, with the help of the Legal and Corporate Affairs Office, updates the first draft of the minutes, amending and supplementing them. Subsequently, with the help of the Legal and Corporate Affairs Office, the Secretary shares the updated version of the minutes with the competent internal functions and gathers any comments.

The final text of the minutes of each board meeting is submitted to the Board of Directors for formal approval, ideally at the next meeting. The meeting minutes shall adequately record any dissent or abstention expressed by the members of the Board of Directors on individual issues along with the reasons for such dissent or abstention.

Following approval by the Board of Directors, the final text of the minutes is transcribed into the book of meetings and resolutions of the Board of Directors and signed by the Director chairing the meeting and the Secretary.

The part of the minutes relating to resolutions that are subject to immediate execution may be certified and extracted by the Chairperson or the Managing Director, possibly together with the Secretary, even before the completion of the process of formal approval of the entire minutes by the Board of Directors at the next meeting.

As regards the **management of pre-meeting information**, the rules of the Board of Directors envisage that it be provided through:

- (i) the distribution of appropriate documentation and additional information before the meeting to support the decisions that the Board of Directors will be called upon to take or the information that the Board of Directors will be called upon to gather, as well as
- (ii) the distribution of a draft of the minutes of the board meeting before the meeting itself, drawn up as a guide for the discussion of the items on the meeting's agenda.

The documentation and additional information in support of the decisions or of Board meeting information shall be made available to the Directors and Auditors in such a way as to preserve their confidentiality and privacy, shortly after the convocation of the meeting and at least three (3) days before the board meeting, or - in the event of objective factual contingencies - as soon as possible before the board meeting, whilst respecting the principle of making decisions in an informed and conscious manner.

Documentation relating to Board meetings is distributed to Directors and Statutory Auditors in electronic format using a special electronic platform provided by an external provider and managed by the Company's Legal and Corporate Affairs Department, as system administrator and on behalf of the Secretary. The Legal and Corporate Affairs Office enables individual Board members and Statutory Auditors to access the platform, has constant control over access and the tracking of downloads of documents.

The platform is protected by security systems that meet the highest international security standards, certified to ISO 27001 and backed by strict confidentiality commitments to preserve data integrity. The hosted data is not shared in cloud systems and the systems are continuously monitored to prevent any attempted hacks and/or the occurrence of technical problems. Users' access to the platform – enabled in advance by the Legal and Corporate Affairs Office – requires the use of credentials and passwords created by the users themselves in compliance with alphanumeric security criteria and of their exclusive ownership/knowledge (no password is sent by email or displayed, and in the event of a password recovery request an email is sent with a single secure access link that expires after 24 hours and after the first use).

The documentation is uploaded onto the platform by the Legal and Corporate Affairs Office and is automatically watermarked with an indication of its confidential nature. Each document can only be printed and

downloaded by authorised users and can only be archived and/or deleted by the Legal and Corporate Affairs Department as system administrator.

In special cases the aforementioned documentation may be sent by email and/or in paper form provided that, in all cases, the use of methods of transmitting and storing the documentation suitable for preserving its confidentiality and privacy is ensured.

The supporting documentation relating to the items on the agenda and the additional information transmitted are kept in the Board's records.

With regard to the actual compliance with the terms set out in the rules for pre-meeting information, note that the Board of Directors during the self-assessment (the results of which were presented at the meeting of 22 February 2023) held that the documents relating to board meetings were sent reasonably in advance and, in fact, on this point, the directors expressed a substantially positive opinion. Regarding the other contents related to the outcomes of the self-assessment, please see Paragraph 7 below.

Conduct of meetings

During the financial year ended 31 December 2023, the Board of Directors met 8 times for an average duration of about 1 hour and 30 minutes. The meetings were attended by members either in person at the registered office or by audio/video link, in accordance with the provisions of the articles of association. The number of attendances at the meetings is shown in Table 2 attached to this Report.

In addition, in view of the specificity of some of the topics discussed at some of the board meetings, the Board of Directors considered it appropriate to have individuals from outside the Board participate therein. Specifically, the Board of Directors meetings held in financial year 2023 were attended also by the following individuals, who provided appropriate insights on the topics under their purview: (i) Director Stefania Milanesi, also in her capacity as CFO & COO of the Company, (ii) the Head of Compliance, (iii) the Head of Internal Audit, and (iv) the Head of Risk Management. Likewise, the heads of the various functions affected by the topics discussed by the Committees from time to time are usually invited to their meetings.

As of the date of this Report, the Board of Directors met twice in 2024 and a total of at least eight meetings are planned during the current financial year.

In compliance with the obligations of listed issuers under Article 2.6.2 of the Consob Markets Regulation, the Company's Board of Directors approved at the meeting on 20 December 2023 the calendar of corporate events relating to 2024, currently published on the Company's website www.equita.eu (*Investor Relations* section, *Results* area, *Presentations and Financial Calendar* area).

4.5. Role of the Chairperson of the Board of Directors

In compliance with the provisions of Principle X of the Corporate Governance Code, the Chairperson of the Board of Directors plays a liaison role between executive and non-executive directors, stimulating the Board debate and favouring the intervention of those who, in their capacity as non-executive directors, are members of board committees, also in order to keep the Board of Directors informed on the results of the analyses performed by the various committees during their meetings.

As regards the notice of call for Board meetings, pursuant to the Board of Directors' rules, the items on the agenda are identified by the Legal and Corporate Affairs Office in agreement with the Secretary, with the help of the other competent Functions, as part of the annual planning of Board meetings, in compliance with the provisions in force from time to time. The draft agenda may be amended and/or supplemented from time to time, at the request of the competent Functions, if deemed appropriate/necessary, provided that this is done before the expiry of the terms for convening the meeting.

That said, once the draft notice of call has been drawn up in accordance with the procedure described above, it is shared in good time with the Managing Director and the Chairperson of the Board of Directors, who may

request amendments/additions or further details on the issues to be submitted to the Board of Directors. The final notice of call is then signed by the Chairperson of the Board of Directors and sent via the Legal and Corporate Affairs Office to all Board members and to the Statutory Auditors in the manner envisaged in the Articles of Association.

Following the dispatch of the notice of call, within the term set out in the Board of Directors' rules, i.e. *"shortly after the convocation of the meeting and at least three (3) days before the board meeting, or – in the event of objective factual contingencies - as soon as possible before the board meeting, whilst respecting the principle of making decisions in an informed and conscious manner"*, the Directors and Standing Auditors are sent the documentation relating to the issues to be discussed at the board meeting. The documentation is made available electronically, in accordance with the procedure described in Paragraph 4.4 above.

Note that, in order to make it easier for Directors and Auditors to read and understand the documentation where it is particularly complex and voluminous, more concise and illustrative documents (e.g. slides/presentations) summarising the most significant and relevant points of said documentation are made available in advance of the Board meeting and, where deemed appropriate, projected during Board meetings.

As already mentioned, all the directors (executive and non-executive) are involved in the Board of Directors' meetings, and they also report on the meetings of the internal committees. The Board of Statutory Auditors is also involved in the Board of Directors' discussions, in that, through its Chair, it expresses its opinion on the issues addressed by the Board of Directors where necessary and/or deemed appropriate, and reports at least annually on the results of the checks concerning the existence of the legal requirements for the Board itself, as well as on its own self-assessment process.

It should also be noted that the CFO & COO of the Equita Group (until 20 April 2023 in her capacity of Secretary of the Board and from 20 April 2023 as Director) has always participated in Board meetings, providing clarifications or expounding on specific topics that, for example, are results of work/projects carried out under her coordination. Lastly, it should be noted that, where deemed useful and/or appropriate, and in any case in the event of discussion and/or approval of annual reports, tableau de bord and procedures or limits on risk-taking, the Heads of the Control Functions are also invited to attend Board meetings.

The Chairperson of the Board of Directors and the Managing Director ensure that after their appointment and during their term in office the directors may participate, in the most appropriate forms, in initiatives to provide them with adequate knowledge of the sector of activity in which the Company operates, the company dynamics and their evolution.

More specifically, following is a summary of the meetings from the date of listing of the Company's shares on the Euronext STAR Milan market to date:

- During the transition process from Euronext Growth Milan (formerly AIM Italia) to Euronext STAR Milan (formerly MTA/STAR), all members of the Board of Directors and the Board of Statutory Auditors were informed of the obligations arising from the listing on a regulated market during the board meeting on 18 September 2018;
- thereafter, during 2019, the members of the Board and the Board of Statutory Auditors of the Company took part in an induction meeting, also involving the Managing Director of Equita Group, the Group CFO & COO, the Chairperson and Vice-Chairperson of Equita SIM and the heads of the Group's business areas. That meeting concerned, in particular, the presentation of the strategic lines of the Group's Business Plan. In relation to the aforementioned meeting, the independent members of the then Board of Directors (Massimo Ferrari and Michela Zeme) also expressed their views, emphasising the importance that, during meetings of the Board of Directors, specific sessions are planned, on a half-yearly basis, dedicated to the evolution of the business;
- in July 2020 a meeting also took place between all Directors and Auditors of the Equita Group, along with all members of the Advisory Board of Equita Group, in which Company Management presented the strategic plan, the peculiarities of the individual Business lines and the new projects. That meeting also

represented an opportunity to present the Management of Equita K Finance, whose control was acquired by the Company with effect from 14 July 2020;

- on 27 September 2021 an induction meeting was held, also involving the Managing Director of Equita Group, the Group CFO & COO, the Chairperson and Vice-Chairperson of Equita SIM and the heads of the Group's business areas, as well as the members of the Advisory Board. At this meeting, the excellent results of H1 2021, the performance of the individual business lines and the plans for the coming year were presented;
- on 26 October 2022 an induction meeting was held, also involving the Managing Director of Equita Group, the Group CFO & COO, the Chairperson and Vice-Chairperson of Equita SIM and all the heads of the Group's business areas, as well as the members of the Advisory Board. This meeting reviewed the Group's long-term strategy in line with the goals set out in the business plan to 2024 as well as plans for the year ahead;
- on 26 September 2023, a meeting was held between all the Directors and Auditors of the Equita Group, all the heads of the Group's business areas and the members of the Advisory Board. During this meeting, the Company's Management illustrated the Group's long-term strategy in line with the goals set out in the business plan to 2024, the peculiarities of the individual business lines as well as plans for the year ahead;
- In general, the members of the Board of Directors and the Board of Statutory Auditors are invited to participate in meetings with the Company's management, during which they are provided with information on specific transactions or issues.

With regard then to the Chairperson's role in the self-assessment process, which will be better illustrated in Paragraph 7 below, it should be noted that at the meeting held on 22 February 2023, the Chairperson coordinated the work, presenting the results of the self-assessment of the Board of Directors in office until 20 April 2023.

Lastly, it should be noted that during 2023, several meetings were held, as usual, with the financial community, particularly in the periods following the approval of quarterly results. As regards the policy for managing dialogue with shareholders, see Paragraph 12 below.

Secretary of the Board of Directors

With regard to the Secretary of the Board of Directors, note that at its meeting of 15 July 2021 the current Board of Directors, in office until the Shareholders' Meeting of 20 April 2023, appointed the Secretary of the Board of Directors in accordance with Recommendation 18.

Specifically, at the aforementioned Board meeting the Board first defined the professional requirements for assuming this office and the functions that would be attributed thereto, and then made the appointment. These requirements and functions are set out in the Rules of the Board of Directors.

More precisely, the alternative requirements for the post of Secretary are as follows:

- a) a university degree in economics and/or law;
- b) experience in the role of Secretary and/or Director in Boards of Directors of companies (listed and/or unlisted, companies with share capital and/or partnerships) or, alternatively, in corporate settings;
- c) adequate knowledge of corporate governance.

The Secretary may also be a person who does not hold the office of Director and may be either an employee/contractor of the Company or a person external to it.

With regard to functions, among other things the Secretary is entrusted with the following functions, as detailed in the Rules of the Board of Directors:

- support the work of the Chair, in particular with regard to coordinating the tasks relating to the convening, organisation and conduct of board meetings, as well as providing the documentation necessary for the conduct of the meeting;
- impartially provide assistance, advice and support to the Board of Directors both during and outside Board

meetings on matters discussed/to be discussed;

- coordinate and supervise activities relating to the drafting of minutes of board meetings, manage the finalisation process at the end of these meetings;
- follow and coordinate activities relating to the transcription of the minutes of board meetings in the designated corporate book.

During the aforementioned Board meeting, taking into account the requirements described above, Mr Perilli (then Chairperson of the Board) proposed to the Board to appoint Ms Stefania Milanese, CFO & COO of the Equita Group, as Secretary of the Board of Directors in office for the 2020-2022 three-year period, until the Shareholders' Meeting that approved the financial statements at 31 December 2022 – who until then had performed this role, being appointed from time to time at the various meetings of the Board of Directors – assigning her the functions described above.

For the Board of Directors currently in office, instead, the Board, at its meeting of 20 April 2023, confirmed the professionalism requirements and the functions attributed to the Secretary described above and contained in the Rules of the Board of Directors and, upon the proposal of the Chairperson, Ms Sara Biglieri, appointed Atty. Roberto D'Onorio as Secretary.

In the course of 2023 both Ms Milanese and Atty. D'Onorio acted as Secretary in accordance with the provisions of the Code and the Board of Directors' Rules, coordinating the preparatory activities for the Board of Directors, providing support during Board sessions, also through explanatory presentations on topics falling within their area of competence as CFO & COO and Head of the Legal and Corporate Affairs Department, respectively, and managing the process of finalising the Board minutes.

In conclusion, with regard to the Secretary, note that in the event of the Secretary's absence/impediment/unavailability, on the proposal of the Chairperson, the Board of Directors shall appoint a replacement for the Secretary from time to time who meets the criteria described above.

4.6. Executive directors

Based upon the provisions of the Articles of Association, the Board of Directors in office for the financial years 2020 - 2022 and for the financial years 2023 - 2025 appointed, at its meetings on 7 May 2020 and 20 April 2023, respectively, the Managing Director from among its members, namely Mr Andrea Vismara, granting him powers of representation and management of the Company.

The powers attributed by the Board of Directors to the Managing Director by resolution dated 07 May 2020 and 20 April 2023, respectively, whose description is indicated below, may be exercised severally, and include powers to appoint attorneys for certain acts or categories of acts, with the exception of matters reserved to the remit of the Board of Directors as a collegial body by law or by the articles of association by virtue of specific company policies.

Legal representation and related powers

- a) represent the Company in any relationship with Public Authorities, Public Bodies and Public or Private Administrations (e.g. Revenue Agency, Ministry of Treasury, Guardia di Finanza, etc.), Supervisory Authorities (e.g. Consob, Bank of Italy, Anti-Trust Authority, etc.), centralised financial instruments management companies (e.g. Monte Titoli), companies that manage regulated markets, multilateral trading systems and systematic internalisers (e.g. Borsa Italiana), for all operations and procedures related to the conduct of corporate affairs, with the power to draw up and submit statements, communications, briefs, complaints, reports, applications, appeals, claims and counterclaims, reach agreements and settlements, issue receipts, exonerating those Offices and their officials from any obligation or responsibility in relation to those operations;
- b) represent the Company with the tax authorities by drawing up, signing and submitting any declarations,

reports, applications, appeals, complaints of any nature and type before the aforementioned offices, including the Company's tax return, VAT returns, both periodical and in summary form, and for the reporting and documentation related to the income of third parties subject to withholding tax; to challenge tax assessments before the tax commissions and administrative offices of all levels, propose, accept and sign settlements;

- c) represent the Company before all social security, insurance and labour institutions, completing what is required by labour laws, including insurance, indemnities, taxes, and representing the Company in relation to trade union organisations, both of employers and of workers;
- d) represent the Company in relations with third parties, drafting and signing correspondence, communications and documents intended for them;
- e) represent the Company in relations with Group companies, drafting and signing correspondence, communications and documents intended for them;
- f) represent the Company in ordinary, extraordinary and general Shareholders' Meetings of any company, association, body and/or organisation not constituting a company, in which the Company has the right to participate, and designate a person who may attend and represent the Company in the Shareholders' Meetings, issuing the necessary proxies and giving them the necessary instructions;
- g) represent the Company in legal proceedings, as plaintiff or defendant, whatever the nature of the case (including civil, criminal, administrative or tax) in any state, level and degree before any judicial or administrative authority, national or foreign; accept compromises and arbitration clauses, appoint and revoke arbitrators; settle, reconcile or otherwise define disputes or proceedings (including civil, criminal, administrative or tax) and abandon and accept abandonments of the proceedings; seek injunction orders; intervene or summons third parties to the case; promote enforcement, preventive or precautionary acts, give consent to their revocation or renunciation; appoint and revoke lawyers and attorneys; issue a garnishee's statement; allow, through special agents, registrations, subrogation, reduction, postponement and cancellation of mortgages and liens, give consent to the execution and cancellation of transcriptions, notes and endorsements; represent the Company in bankruptcies, arrangements with creditors, debt restructuring procedures and bankruptcy proceedings until the settlement of the procedures; make applications for bankruptcy and ascertainment of insolvency, proposing any appeal, petition, action or opposition useful or necessary in any bankruptcy or insolvency proceedings, lodging claims and certifying the Company's receivables, demand distribution, issue receipts and carry out any action relating to the procedures; file, and waive, complaints and lawsuits; act as damages claimant in lawsuits and revoke claims; delegate powers to experts and third parties, granting to the parties all legal powers, including the power to reconcile, settle and abandon and accept abandonments; file appeals for the cancellation of protests; activate procedures for the amortisation of financial instruments, securities and passbooks;

Company Powers of administration

Ordinary management powers

- a) supervise the management of the Company's ordinary activities and business;
- b) prepare and submit the Company and Group business plan to the Board of Directors for approval;
- c) supervise and verify the development and implementation of the Company and Group business plan, as approved by the Board of Directors;
- d) prepare and submit the Company and Group budget for approval to the Board of Directors;
- e) propose to the Board of Directors all initiatives deemed useful and/or opportune in the Company and the Group's interest and formulate proposals on matters reserved for the Board of Directors;
- f) implement the Board of Directors and Shareholders' Meeting resolutions, adopting all necessary and opportune measures;

- g) without prejudice to anything envisaged by internal policies or procedures, report on a periodic basis, at least quarterly, to the Company's Board of Directors on the activities carried out in the exercise of his powers, on the most significant operations carried out by the Company and the Group, and on the general management performance and its outlook;
- h) coordinate all operational functions in the company's organisation structure, in full compliance with internal organisational regulations and procedures;
- i) supervise the management of the Company's financial debts, assets, and liquidity;
- j) carry out any transaction involving securities, valuables, financial instruments, and currencies but not for speculative purposes;
- k) supervise personnel management, ensuring the planning and development of resources, making decisions on recruitments, terminations and adopting measures (including economic and/or disciplinary) regarding employment relationships, therein including managers;
- l) supervise the management and execution of the legal and regulatory obligations to which the Company is subject (such as, financial, tax, accounting, health and safety, work and social security, personal data processing regulations, etc.), appointing any persons responsible and granting them tasks, powers and instructions;
- m) as "original employer" responsible for the protection of the occupational health and safety of workers pursuant to Legislative Decree no. 81/08, as subsequently amended, carry out, in full autonomy, all activities and fulfilments required and/or appropriate and adopt prevention and protection measures to protect occupational health and safety, also establishing the interventions that are necessary or appropriate to achieve, maintain and/or restore safe conditions in the workplace and, more generally, comply with the legislation on the protection of the occupational health and safety of workers in accordance with Legislative Decree no. 81/08;
- n) carry out any activity necessary and/or opportune for the Company to comply with the European Union and Italian regulations on privacy and data security (including the measures and interpretative guidelines of the competent authorities) and fulfil any obligation envisaged by the same, including, for example, the powers to:
 - decide on personal data processing purposes and methods and the organisational profiles, procedures and tools used, and the adequacy of security measures;
 - appoint a Data Protection Officer (DPO) and appoint data "processors" and/or "officers";
 - verify the application of the regulations through controls on the data "officers" and "processors";
- o) supervise and coordinate internal and intergroup information flows;
- p) promote and offer to customers the services offered by the Company and the Group;
- q) draw up and publish press releases;
- r) file licences, trademarks or product marks, internet domains, names, and intellectual property rights, and issue mandates for that purpose, and do whatever is necessary to protect and renew them.

Contracts, acts and related operations

- a) in general, enter into, sign, modify, execute, withdraw from or terminate contracts of any nature instrumental to the direct or indirect achievement of the corporate purpose (such as contracts with personnel, contracts with customers related to products and services offered or provided by the Company, contracts for professional services and supply of goods and services, contracts for consultancy, storage contracts, shipping contracts, contracts for the purchase and sale of movable and immovable property, contracts of transfer, even of credits, lease contracts, if appropriate even for more than nine years, finance lease contracts - of moveable, immovable and registered property, contracts of insurance, bank contracts, contracts with intermediaries, contracts with companies that operate regulated markets, multilateral trading systems and systematic internalisers, contracts with companies for the

centralised management of financial instruments, loans, mortgages, intergroup contracts, etc.), establishing their terms and conditions;

- b) with reference to contracts with banks, financial companies, post offices, insurance companies and entities in general, enter into, sign, modify, execute, withdraw and terminate contracts, by way of example but without limitation, relating to:
- mortgages, transfers of credit, sureties, endorsements, credit operations;
 - deposit of sums, securities, notes, financial instruments, and currencies, including dematerialised financial instruments;
 - credit lines and loans, of any type and/or duration, granting the necessary guarantees, and performing any other transaction or act necessary in relation to the same;
 - current accounts to be opened or already opened in the Company name;
 - lease contracts of safety deposit boxes and safes;
 - risk hedging transactions for fluctuations of the interest rate due in relation to credit lines and loans of any form;
 - regulation of relationships between credits of the Company (and/or its subsidiaries and/or associates) for the satisfaction of reciprocal credit claims;
 - insurance policies;
- c) transact on current accounts and/or securities accounts opened in the Company name and carry out any type of credit and debit banking transaction (such as requesting, drawing, issuing, endorsing banker's cheques, cashier's cheques, bank, postal or telegraphic orders, bills of exchange and credit instruments, issue payment instructions, make withdrawals, issue transfers and transfer instructions to bank and postal current accounts, carry out any operation concerning securities, assets, financial instruments and currencies, such as purchase, sale, exchange, pledging and any operation);
- d) negotiate, stipulate, sign, issue and cancel any acts which are instrumental to the direct or indirect achievement of the corporate purpose (such as certificates, statements, declarations, deeds of receipt and/or exemption from liability, deeds of release, receipts, petitions, complaints, statement of quantities, securities, acknowledgements, commitments, indemnities, liquidations, guarantees, requests, applications, claims, registrations, debt notes of the Company, invoices, deferrals, debit and credit notes, drafts, receipts, etc.), setting out their terms and conditions.

Correspondence and delegation to employees and third parties

- a) receive, send, draft and/or sign the correspondence sent by, and/or intended for, the Company;
- b) grant, within the scope of the received powers, proxies for individual acts or categories of acts to employees of the Company or Group companies and to third parties, with the right to sub-delegate.

Expenditure limits

All powers indicated above that involve expenses and/or costs of any nature and type on behalf of the Company may be exercised up to a maximum amount of EUR 500,000 (five hundred thousand) per individual operation - with sole signature - and up to a maximum amount of EUR 5,000,000 (five million) per individual operation - with joint signature with the CFO & COO⁹.

It is understood that: (i) in the event of absence or impediment of the Managing Director or the CFO & COO, each of them may delegate - also by email - the aforesaid spending power to one or more managers of the Company or of Group companies, and (ii) the aforesaid spending limits do not apply to the payment of taxes,

⁹ It should be noted that the expenditure limits entailed in the powers delegated at the meeting of 7 May 2020 provided that they could be exercised by the Managing Director with joint signature not only with the CFO & COO, but also with the two top managers Stefano Lustig and Matteo Ghilotti.

duties and contributions of any kind or to the payment of salaries to employees and collaborators and/or emoluments to directors and auditors¹⁰.

A "single transaction" is any transaction carried out even at different times which has a unitary characteristic and, for an open-ended transaction, it must refer to a consideration envisaged for the timeframe of one year. The contracts for granting to the Company credit lines and loans may be signed with sole signature by the Managing Director where the amount of the credit line or loan does not exceed Euro 30 million, per individual operation.

It is understood that for the signature of some categories of contracts, indicated in the Policy on the Granting of Powers of Ordinary Administration and Representation and Respective Powers of Signature, the criteria for the signature and expenditure limits envisaged by that Policy will apply.

The Company's Managing Director is now the main person responsible for the company management under the Code. In that regard, it is noted that the Managing Director has not taken up the position of director of another issuer not belonging to the same group of which a director of the Company is the Managing Director.

The Managing Director of the Company is also the beneficial owner of the Company and his name (as well as his identification data) have been communicated to the Companies' Register pursuant to the Decree of the Ministry of Business and Made in Italy of 28 September 2023 certifying the operation of the system of communication of data and information on beneficial ownership.

Chairperson of the Board of Directors

During 2023, the role of Chairperson of the Board of Directors was always performed by Sara Biglieri, who was appointed:

- (i) with reference to the Board of Directors in office until 20 April 2023, by the Board itself at its meeting held on 9 September 2021, following Francesco Perilli's resignation (who, in turn, was appointed at the meeting of 7 May 2020, held after the Shareholders' Meeting held on the same date, which appointed the Board for the 2020 - 2022 three-year period);
- (ii) with reference to the Board of Directors in office as of 20 April 2023, by the Shareholders' Meeting held on 20 April 2023, at the time of appointment of the Board currently in office.

The Chairperson of the Board of Directors is classified as a non-executive director as she does not have managerial delegations. The Chairperson of the Board of Directors is not a controlling shareholder of the Company.

Reporting to the Board of Directors

As part of the self-assessment process of the Board of Directors and the internal committees, the Board, at the meeting on 22 February 2023, considering the assessments of its members in office at that date, considered adequate the pre-meeting information provided to the same. Specifically, as will be discussed more in detail in the self-assessment referred to in Paragraph 7 below, the Board of Directors considered that the term for sending the pre-meeting information/documentation detailed in the Rules of the Board of Directors, i.e. "*shortly after the convocation of the meeting and at least three (3) days before the board meeting, or – in the event of objective factual contingencies – as soon as possible before the board meeting, whilst respecting the principle of making decisions in an informed and conscious manner*", had been substantially complied with, and also considered that the quarterly information provided by the Chief

¹⁰ It should be noted that the delegated powers set out in the last paragraph were added at the meeting of 20 April 2023.

Executive Officer to the Board and the management of information flows were adequate.

It is in fact noted that the Managing Director, in conformity with the regulations applicable to the Company and in line with the delegations attributed to him, provided to the Board members, at least quarterly, information mainly in relation (i) to the exercise of the delegations attributed to him, (ii) to the significant strategic operations of the Equita Group, (iii) to the impacts deriving from the introduction of new provisions of law and regulations relevant for the Company and the Group and (iv) to projects or initiatives commenced by the Group.

Finally, note that within the framework of the Boards of Directors, the Chairs of the relevant board Committees (i.e. the Remuneration Committee, the Control and Risk Committee and the Related Parties Committee), after the meetings of the committees themselves, always provide a report on the meetings held and the results of the analyses performed by them.

Other executive directors

The Board of Directors is made up of executive and non-executive directors. In respect of the provisions of the Corporate Governance Code, "executive directors" are:

- the Chairperson of the company or of a subsidiary of strategic importance when such person is delegated powers involving the management or elaboration of company strategies;
- directors who have been delegated management powers and/or hold managerial positions in the company or in a subsidiary with strategic importance, or in the parent company when the position also concerns the company;
- directors who are members of the company's executive committee, and, in companies adopting the two-tier model, directors who are members of the body entrusted with management tasks (for Italian companies adopting the two-tier model, the members of the management board).

Directors who do not fall into any of the above categories may be qualified as non-executive directors.

To date, in addition to Mr Vismara (Managing Director), there are only two other directors considered as executive directors, namely Directors Stefania Milanese and Stefano Lustig. On this point, it should be noted that the Board of Directors approved, most recently at its meeting of 14 July 2022, the *policy on the granting of powers of ordinary administration and representation and respective powers of signature*, granting the following powers to Directors Lustig and Milanese:

- general management powers (with powers to bind the Company with sole signature up to EUR 10,000 and with joint signature from EUR 10,000 to EUR 400,000);
- powers pertaining to the activities of the administrative and personnel management area (with powers to bind the Company with sole signature in all acts and contracts pertaining to the aforesaid area, not involving expenses/costs on behalf of the Company, and, for the CFO & COO, irrespective of the related cost/expense, in internship/training contracts and employment contracts with temporary agencies, and with joint signature in all acts and contracts relating to the aforesaid area involving expenses/costs on behalf of the Company up to EUR 400,000);
- powers pertaining to the activities of the administrative and financial area (with powers to bind the Company with joint signature - also with managers/employees of the area - up to EUR 400,000 or with sole signature in case of documents or contracts relating to the opening of current accounts);
- powers pertaining to the activities of the administrative and information technology area (each with powers to bind the Company, with joint signature with other managers/employees of the area, up to EUR 400,000 and with sole signature of the CFO & COO or other managers/employees of the area up to EUR 10,000).

4.7. Independent Directors.

It should be noted that the Board of Directors in office until the Shareholders' Meeting that approved the financial statements at 31 December 2022 was composed of seven members, four of whom independent, namely Michela Zeme, Silvia Demartini, Paolo Colonna and Marzio Perrelli.

The Board of Directors in office since the Shareholders' Meeting that approved the financial statements at 31 December 2022 is composed of seven members, three of whom are independent directors, namely Michela Zeme, Silvia Demartini and Paolo Colonna; the latter has been co-opted with Matteo Lunelli, an independent director himself.

This not only complies with Recommendation 5 of the Corporate Governance Code, which stipulates that, in addition to the Chair, there must be at least two independent directors, but also ensures a better diversification of the composition of the board committees. In addition, all the independent directors have the appropriate skills to perform their role, skills and requisites that were verified during the Board's appointment and when setting up the board committees.

Note that the Chairperson of the Board of Directors does not qualify as an independent Director.

Prior to the renewal of the corporate bodies by the Shareholders' Meeting on 22 February 2023, the Company's Board of Directors carried out the necessary independence assessments (pursuant to Article 148, paragraph 3 of the TUF and Article 2, Recommendation 7, of the Corporate Governance Code, also taking into account the qualitative and quantitative criteria for assessing the significance of the circumstances set forth in letters c) and d) of the aforementioned Recommendation 7), approved by the Board of Directors on 15 July 2021), in respect of the independent directors in office at the time, namely Michela Zeme, Silvia Demartini, Paolo Colonna and Marzio Perrelli. The market was informed of the assessment by means of a press release.

As from the date of appointment of the new Board of Directors currently in office, i.e. from 20 April 2023, the following independence assessments have been performed by the Board:

- 1) on 11 May 2023, in respect of Michela Zeme, Silvia Demartini and Paolo Colonna, pursuant to Article 148, paragraph 3 of the TUF and Article 2, Recommendation 7 of the Corporate Governance Code, also taking into account the qualitative and quantitative criteria for assessing independence, approved by the Board of Directors on 20 April 2023;
- 2) on 13 July 2023, in respect of Director Matteo Lunelli (co-opted following Director Paolo Colonna's resignation), pursuant to Article 148, paragraph 3 of the TUF and Article 2, Recommendation 7 of the Corporate Governance Code, also taking into account the qualitative and quantitative criteria for assessing independence, approved by the Board of Directors on 20 April 2023;

on 22 February 2024, in respect of Directors Michela Zeme, Silvia Demartini and Matteo Lunelli, pursuant to Article 148, paragraph 3 of the TUF and Article 2, Recommendation 7 of the Corporate Governance Code, also taking into account the qualitative and quantitative criteria for assessing independence, approved by the Board of Directors on 20 April 2023. The market was informed also of these assessment by means of a press release.

Note that, for all the verifications, before the meeting each of the aforementioned independent Directors issued a declaration informing the Company that they met the requirements of independence described above and did not fall under any of the circumstances referred to in Article 2, Recommendation 7 of the Corporate Governance Code, as supplemented by the aforementioned Board of Directors' Rules, which defined the quantitative and qualitative criteria for assessing the significance of the circumstances referred to in points c) and d) of the aforementioned Recommendation 7. Specifically, the Company verified that in the event of a member's participation also in Boards of Directors and/or committees established in Equita Group's subsidiaries, the limit of additional remuneration established in the Board of Directors' Rules was not exceeded. In the course of the checks conducted no principle or criterion laid down in the Code was ever disappplied.

With reference to the quantitative and qualitative criteria, these are set out in the Rules of the Board of Directors and were first approved at its meeting of 15 July 2021 and then confirmed by the new Board of Directors at the beginning of its office, at the meeting of 20 April 2023. More specifically, under the aforementioned Rules, the following are considered "significant" (and therefore compromise or appear to compromise the Director's independence):

- a. commercial, financial or professional relationships existing within the previous 3 (three) financial years between the Director ⁽¹¹⁾ and
 - (i) Equita Group or its subsidiaries or their executive directors or top management, and/or
 - (ii) a party which, even together with others through a shareholder agreement, controls Equita Group (or, if such controlling party is a company or entity, its executive directors or top management),
 if in at least one of the 3 (three) years in question the total value of such relationships is higher than: (x) 30% of the total annual income received in any capacity by the Director as a natural person, or (y) 20% of the turnover of the legal person, organisation or professional firm of which the Director has control or is a significant officer or partner. Irrespective of the above quantitative parameters, the Board of Directors and/or the Director concerned shall consider a commercial, financial or professional relationship as significant if it is actually capable of affecting the Director's independence of judgement, insofar as, by way of example only, the aforementioned relationship may have an effect on the Director's position and role within the legal entity, organisation or professional firm, or otherwise relates to important transactions of Equita Group;
- b. the additional remuneration ⁽¹²⁾ received by the Director for the offices held in Equita Group and/or in its subsidiaries in the 3 (three) previous financial years and paid by Equita Group and/or one of its subsidiaries, if, in at least one of the 3 (three) financial years of reference, such additional remuneration is higher than twice the total remuneration received by the Director in the financial year of reference for the office of Director of Equita Group and member of board committees of Equita Group recommended by the Code or envisaged by the applicable laws and regulations. The following do not constitute "additional remuneration": (i) the fixed remuneration for the office of Director of Equita Group, and (ii) the remuneration for the office of member of Equita Group's board committees recommended by the Code or envisaged by current regulations. On the other hand, the following constitute "additional remuneration": (i) the fixed remuneration for the office of Director of companies controlled by Equita Group, and (ii) the remuneration for the office of member of board committees of companies controlled by Equita Group.

The Board of Statutory Auditors verified, at the meetings indicated above, the correct application of the assessment criteria and procedures adopted by the Board of Directors to assess the independence of its members, pursuant to the Rules of the Board of Directors and the Corporate Governance Code.

In relation to the meeting of the independent Directors, it is noted that the Updated Corporate Governance Code, at Art. 2, Recommendation 5, establishes that "*In large companies, the independent directors meet in the absence of the other directors on a periodic basis and in any case at least once a year to assess the issues considered of interest with respect to the functioning of the administrative body and the corporate management*". Although the Company is not classifiable, in accordance with the Updated Corporate

¹¹ For the purposes of this provision, relationships of the Director that are both direct and indirect, e.g. through companies controlled thereby or of which they are an executive director, or as a partner of a professional firm or consulting company, shall be taken into account.

⁽¹²⁾ The remuneration is understood as "additional" to the fixed remuneration for the office of Director of Equita Group and member of Equita Group's board committees recommended by the Code or envisaged by the regulations in force.

Governance Code, as a large company, the independent Directors have considered it useful, also in conformity with what was done in the past and in the perspective of good corporate governance, to meet in the absence of the other Directors, to discuss matters of interest for the Company.

In particular, in 2023 the Independent Directors met (on a voluntary basis, as they are not required to meet under the provisions of the Code) on 23 February 2023. The meeting was attended by all Independent Directors in office at the time (Michela Zeme, Silvia Demartini, Paolo Colonna and Marzio Perrelli). No particular issues arose during the meeting, rather a general appreciation for the Company's improvement in connection with corporate governance issues. The Directors also pointed out the responsiveness on the part of the Company itself to requests made thereby; furthermore, great interest and appreciation was expressed for the one-day meeting with all senior managers of the Group that was held on 26 October 2022.

Lastly, the Independent Directors met on 22 February 2024. The meeting was attended by all Independent Directors (Michela Zeme, Silvia Demartini and Matteo Lunelli), who expressed their appreciation for the work performed by the corporate functions in an unfavourable scenario.

Also taking into account the recommendations of the Corporate Governance Committee of Borsa Italiana, the Independent Directors suggested that, during the definition process of the new Business Plan, specific meetings, including induction meetings, be organised prior to the one that will be called to approve the Plan, so as to analyse issues relevant to the generation of long-term value.

The Independent Directors, finding no specific points to report on company operations or business strategies, continuously verified the effective operation of the Board of Directors, noting in particular the adequacy of dialogue and information flows between executive and non-executive directors, and between the heads of the main corporate functions and the Board of Directors.

The participation of the Independent Directors in the board committees also ensured the acquisition of more and more detailed information from the structure, primarily with regard to issues concerning control, risk management, remuneration and related party transactions.

With reference to the smooth running of the Board of Directors' meetings, the Independent Directors considered that the pre-meeting documentation made available from time to time on the DiliTrust platform was adequate and suitable - in relation to the matters to be discussed - to ensure effective participation in the Board's work; such documentation includes, where applicable, all supporting opinions whose acquisition is deemed necessary for the Board to take decisions.

The pre-meeting documentation was made available sufficiently in advance, taking into account the importance of the items on the agenda, and in any case within the time limits laid down by the Board of Directors' Rules.

All the independent directors have maintained this status from the date of their appointment until today, as emerged from the aforesaid board reviews.

Lead Independent Director

At the date of this Report, no Lead Independent Director has been appointed, since the conditions set out in Recommendation 13 of the Corporate Governance Code were not met.

In fact, the current Chairperson of the Board of Directors, Ms Sara Biglieri, does not also hold the role of chief executive officer and does not hold significant management powers (being a non-executive Director). Furthermore, Ms Biglieri does not exercise control over the Company, not even jointly with other shareholders (e.g. by virtue of shareholder agreements).

5. Corporate information processing

The Company's Board of Directors adopted:

- a Code (the "**Self-Regulation Code for Internal Dealing**") for the management of information

requirements based on the rules on internal dealing under Art. 19 of Regulation (EU) no. 596/2014 ("MAR"); Article 114, paragraph 7, of the TUF; and 152-*quinquies.1* and subsequent articles of Consob Regulations, adopted by resolution no. 11971 of 14 May, 1999 (the "**Issuers' Regulations**"), to set (i) rules for the fulfilment of the Company's communication obligations to Consob and the market relating to the relevant transactions concerning the financial instruments issued by the Company, other connected financial instruments, carried out either through third parties, the company's administrative or control bodies, by senior managers with regular access to privileged information, by relevant subjects as identified by Issuers' Regulation, and the persons closely linked to them; (ii) their relevant limits. This Code is available on the website www.equita.eu (*Investor Relations* section, *Internal Dealing* subsection);

- a procedure for the management of inside information and the keeping of the register of those who, because of their work or professional activity or their functions, have access to such information on a regular or occasional basis (the "**Procedure for the Processing of Inside Information and the establishment and keeping of the Insider List**"), to regulate (i) the internal management and external communication of information on events occurring in the Company's sphere of activity in application of the regulations in force on processing of inside information; and (ii) the operating procedures to be observed for keeping the Insider List. This procedure specifically describes the general obligations of confidentiality that the personnel are bound by as well as the obligations of confidentiality and secrecy that the persons involved from time to time in the case of inside information are bound by, the process of managing inside information, the functions involved in the process, the management of delays, communications to third parties and the keeping of the Insider List, and was last amended by the Board on 13 July 2023.

6. Board Committees

On 7 May 2020, the Board of Directors established the following Board Committees: the Control and Risk Committee, the Remuneration Committee and the Related Parties Committee.

From the close of 2022 to the Shareholders' Meeting of 20 April 2023, these Committees consisted of the following members:

Control and Risk Committee: Michela Zeme, Chairperson of the Committee (Non-Executive and Independent Director), Silvia Demartini, member of the Committee (Non-Executive and Independent Director) and Sara Biglieri (Non-Executive Director).

Remuneration Committee: Paolo Colonna, Chairperson of the Committee (Non-Executive and Independent Director), Michela Zeme, member of the Committee (Non-Executive and Independent Director) and Silvia Demartini, member of the Committee (Non-Executive and Independent Director).

Related Parties Committee: Silvia Demartini, Chairperson of the Committee (Non-Executive and Independent Director), Paolo Colonna, member of the Committee (Non-Executive and Independent Director) and Marzio Perrelli, member of the Committee (Non-Executive Director).

Following the appointment, by the Shareholders' Meeting of 20 April 2023 of the new administrative body occurring by way of list vote, the Board of Directors of the Company, meeting on that date, established the new board committees, namely the Control and Risk Committee, the Remuneration Committee and the Related Parties Committee (having also expired the mandate of the previous board committees at the same time as the mandate of the previous Board of Directors).

Subsequently, the Board of Directors, on 13 July 2023, redefined the composition of the board committees, as described below.

The Remuneration Committee was assigned the functions set out in the Code and the Bank of Italy Regulation applicable to Equita Group as the parent company of the SIM group and, specifically, advisory

and investigation functions for determining the fees of the directors invested with particular roles as well as the remuneration and loyalty policies for personnel as described in Paragraph 8 below. The Control and Risk Committee was assigned the functions referred to in the Code and in the said Bank of Italy regulation, specifically the functions of supporting the governing body in the assessments and decisions on risks and the internal control system, expressing assessments and formulating opinions on the respect of the principles that the internal control system, the company organisation and the requirements of the company control functions must comply with. Lastly, the Related Parties Committee was assigned the functions referred to in art. 4, paragraph 3 of the CONSOB Regulation on Related Parties, and in particular the advisory functions for the benefit and in support of the body responsible for approving and/or executing the transaction with related parties, in accordance with the "Related parties procedure" adopted by the Company.

As said above, the Committee members in office at the close of the Year were appointed by the Board of Directors on 11 May 2023 and later redefined at its meeting of 13 July 2023, in view of Mr Colonna's resignation from his position as Director - and, consequently, as Chairperson of the Remuneration Committee and member of the Related Parties Committee - and the co-opting of Director Matteo Lunelli¹³. The Control and Risk, Remuneration and Related Parties Committees, in view of the aforesaid changes, were thus composed as follows at the date of this Report:

Control and Risk Committee: Michela Zeme, Chairperson of the Committee (Non-Executive and Independent Director), Silvia Demartini, member of the Committee (Non-Executive and Independent Director) and Sara Biglieri (Non-Executive Director).

Remuneration Committee: Silvia Demartini, Chairperson of the Committee (Non-Executive and Independent Director), Michela Zeme, member of the Committee (Non-Executive and Independent Director) and Matteo Lunelli, member of the Committee (Non-Executive and Independent Director).

Related Parties Committee: Matteo Lunelli, Chairperson of the Committee (Non-Executive and Independent Director), Silvia Demartini, member of the Committee (Non-Executive and Independent Director) and Sara Biglieri, member of the Committee (Non-Executive Director).

As for the Appointments Committee (a committee recommended in the Corporate Governance Code), it should be noted that, since Equita Group qualifies as a NON-concentrated ownership company as from May 2022, the Company chose not to set up the aforementioned committee for the 2023 financial year, considering that it would only be required to do so as from 2024 (i.e. from the second financial year following the aforementioned status change), unless the exemption conditions set forth in the Code are met.

In setting up and determining the composition of the committees, the Board of Directors ensured that each member had adequate knowledge, skills and experience to perform their tasks.

Note that, with regard to the functions attributed to the aforementioned committees, as part of the process of adaptation to the new Corporate Governance Code the Board of Directors has amended the contents of the rules of the control and risk and remuneration committees, assigning them the functions as set out in the Code, without prejudice to any other functions attributed pursuant to the 2019 Bank of Italy Regulations of 5 December 2019, as amended by the Bank of Italy measure of 23 December 2022. For further information on the competencies and functions assigned to the Remuneration, Control and Risk and Related Parties

¹³ On 11 May 2023, the Board of Directors appointed Mr Colonna as Chairperson of the Remuneration Committee and member of the Related Parties Committee. Following his resignation, taking into account the regulatory requirements for each Committee, the Board decided to appoint (i) Mr Lunelli as a member of the Remuneration Committee and (ii) Ms Demartini as Chairperson of the Remuneration Committee, replacing Mr Colonna, as well as (iii) Mr Lunelli as Chairperson of the Related Parties Committee, replacing Ms Demartini, who remains a member of the same Committee.

Committees, as well as on the procedures for managing meetings and prior information to the Committees, see Sections 8, 9 and 10 of this Report, respectively.

Finally, note that the Company has set up an internal CSR (Corporate Social Responsibility) Committee and appointed a CSR Manager in the person of the Managing Director. The CSR Manager was appointed and the CSR Committee was established by resolution of the Board of Directors of 12 September 2019 and its composition was defined at the meeting of 14 November 2019, a meeting at which the relevant Committee rules were also approved.

As regards the composition of this committee, note that it is composed of:

- the Company's Managing Director (i.e., at the date of this Report, Andrea Vismara), with the role of Chairperson of the Committee;
- the Company's Head of Internal Audit (at the date of this Report, Elisabetta D'Ardes), with the role of Vice-Chairperson, as well as Supervisor of the implementation of the CSR strategy (the Vice-Chairperson Supervisor);
- the CFO & COO and Head of Personnel of Equita Group (at the date of this Report, Stefania Milanese);
- a number of members varying from three to five proposed by the Chairperson so as to ensure a heterogeneous composition of the Committee in terms of gender, roles and age groups, including an adequate representation of "young people". There are currently five members.

The Committee makes proposals and provides advice to the Board of Directors on scenarios and sustainability, meaning the processes, initiatives and activities aimed at overseeing the Company's commitment to sustainable development along the value chain, with particular reference to: employee health, well-being and safety; local development; training and growth of employees and young talent; the environment and efficient use of resources; governance, integrity and transparency; innovation.

In the framework of its proposing and consultative functions vis-à-vis the Board of Directors, the Committee specifically:

- a) makes proposals on the Group's environmental, social and governance strategy, objectives to be achieved and monitors their implementation over time;
- b) examines and evaluates the sustainability policy aimed at ensuring the creation of value over time for shareholders and all other stakeholders in accordance with the principles of sustainable development;
- c) examines and evaluates the investment policy with regard to sustainability;
- d) examines – also with the support of Internal Audit – the implementation of the sustainability strategy in business initiatives, based on the guidance of the Board of Directors
- e) monitors the company's positioning with respect to financial markets on sustainability issues;
- f) at the request of the Board, provides an opinion on other sustainability issues;
- g) provides support to the Remuneration Committee in identifying sustainability parameters to be included in the Remuneration Policy;
- h) performs an analysis of the information on ESG issues reported in the pertinent section of the financial statements or disseminated through the various communication channels (company website, social media, press, etc.).

During the 2023 financial year, the CSR Committee held 2 meetings, with an average duration of roughly 120 minutes each. In 2023, the Committee analysed initiatives focusing mainly on diversity and climate. With regard to diversity, the Committee was involved in assessing the organisation of specific events aimed at promoting diversity, especially gender diversity. As for climate, instead, the Committee evaluated many initiatives, including those aimed at offsetting emissions through the purchase of carbon credits.

In the course of 2024, up to the date of approval of this Report by the Board of Directors, the CSR Committee met once for about 120 minutes.

7. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS – APPOINTMENTS COMMITTEE

7.1. Self-assessment and succession of directors

In accordance with the Corporate Governance Code, the Board of Directors periodically assesses the effectiveness of its activities and the contribution made by its individual members through a self-assessment process conducted by the Board of Directors.

Although Recommendation 22 of the Code states that the self-assessment should be conducted at least every three years, when the Board of Directors is renewed, and that only "large companies" other than those with concentrated ownership are required to do so annually, Equita nevertheless conducted annually the self-assessment process of the Board of Directors in the previous mandate which ended with the approval of the 2022 financial statements by the Shareholders' Meeting on 20 April 2023. In fact, the aforementioned assessment processes were also put in place in compliance with the provisions of the Bank of Italy Regulation of 5 December 2019, which required an annual self-assessment of the Board of Directors, applicable to the Company in the light of it being the Parent Company of the SIM Group.

In light of the Bank of Italy's issuance of its 22 December 2022 measure containing provisions amending and supplementing the Regulation of 5 December 2019, as of 1 April 2023, in consideration of certain changes that have taken place regarding, inter alia, the self-assessment of corporate bodies, neither Equita Group nor its subsidiary Equita SIM S.p.A. are any longer required to conduct the self-assessment on an annual basis.

Therefore, on 22 February 2023, the Company also adapted the Rules of the Board of Directors to this new legislation, providing for the Board of Directors and the board committees to be subject to the self-assessment process at least every three years (and no longer annually), in view of each renewal.

The last self-assessment was performed in February 2023 and its results were reviewed at the board meeting of 22 February 2023 (the "**Self-Assessment**"). Specifically, the self-assessment focused on the size, qualitative and quantitative composition and operation of the Board of Directors and its Committees.

The process was conducted through the transmission to the Directors of a "self-assessment questionnaire" ("**Questionnaire**"), prepared by the Legal and Corporate Affairs Office and shared with a representation of the Company's independent directors.

The Questionnaires – completed anonymously by the majority of Directors – were then subsequently collected and analysed with the support of the Legal and Corporate Affairs Office, and the results were written up in a report kept on file at the Company that illustrates the results of the self-assessment and highlights the strengths and/or weaknesses that emerged.

The results of the self-assessment showed that:

- i. the **dimension and composition** of the Board, at the date of the Self-Assessment, were adequate, also taking account of the professional characteristics, experience, even managerial, and gender of its members as well as their seniority in office;
- ii. with regard to the qualitative composition of the Board, at the date of the Self-Assessment, **executive, non-executive, and independent members** were adequately represented; the additional criteria (approved by the Board of Directors and contained in the Board's Rules) for assessing the significance of any professional/commercial relationships between the Company and a Director that might affect the Director's independence were equally adequate;
- iii. Taking into account the Group's business, at the date of the Self-Assessment, the Board had the main **professional and managerial expertise** necessary to ensure the strategic oversight of the Company, and it did not appear appropriate to introduce additional expertise to the Board beyond that indicated. Only one Director felt that the expertise related to foreign operations was less represented than other expertise. However, the same Director, also taking into account the Company's operations and business, did not feel that the Board needed additional expertise beyond that represented at the date of the Self-Assessment, and

therefore the professional and managerial expertise of the Board's members in office at the date of the Self-Assessment enabled it to adequately fulfil its role as a strategic oversight body;

- iv. the **diversity** of gender, age and seniority in office, at the date of the Self-Assessment, was, in essence, adequately represented;
- v. the **quarterly information** provided by the Managing Director to the Board and the management of **information flows**, at the date of the Self-Assessment, were adequate;
- vi. the **availability of documentation** relating to board meetings, at the date of the Self-Assessment, appeared to have been sent well in advance, and, in fact, on this point, the Directors expressed a substantially satisfactory opinion;
- vii. taking into account the **planning, frequency and average duration of board meetings**, at the date of the Self-Assessment it was held that the number of board meetings should remain the same and that the average duration of board meetings appeared to be appropriate in relation to the issues discussed;
- viii. the **management of Board debates**, the **analysis of issues** submitted to the Board, and the **decision-making process**, at the date of the Self-Assessment, appeared adequate;
- ix. the Board's definition of strategies and guidelines on the internal control and risk management system, at the date of the Self-Assessment, appeared **adequate**.

With regard to **training programmes** for Directors, one Director suggested that such programmes include (i) **ESG-related** and business sustainability issues, (ii) sessions devoted to **corporate governance regulatory updates**, and (iii) more generally topics that might be useful to the Company's oversight and **risk control**.

Another Board member also pointed out that the Company organises refresher events regarding the Company's business and operations.

During the **self-critical assessment process**, the Directors felt:

- ✓ they were sufficiently involved in Board debates;
- ✓ they were sufficiently aware of their role within the Board;
- ✓ they had enough time to carry out the assigned task.

In their **overall assessment** of the Board, all Directors gave a completely satisfactory assessment.

Also in relation to the self-assessment relating to the Committees, it emerged, taking account of the parameters of reference, that the structure, composition and operation of the Committees was adequate.

With regard to the process of appointing Directors, note that this is governed by a slate voting system, as described in greater detail in Paragraph 4.2 of this Report, to which reference should be made. In this regard, it is recalled that the Company, as of May 2022, is a NON-concentrated ownership company. Therefore, pursuant to Recommendation 23 of the Corporate Governance Code, the Company is required to express, in view of each of its renewals, some guidelines on its qualitative-quantitative composition deemed optimal, taking into account the results of the self-assessment, and require those who submit a list containing a number of candidates exceeding half of the members to be elected, to provide adequate disclosure in the documentation submitted for the filing of the list, about the correspondence of the list to the guidelines given by the Board, including with reference to the diversity criteria set forth in Principle VII and Recommendation 8 of the Code, and to indicate their candidate for the office of chairperson of the Board of Directors. During the financial year 2023, although the corporate bodies were renewed, the Board of Directors did not issue any guidelines on its qualitative-quantitative composition deemed optimal, considering that the Company will be required to do so starting from 2024 (i.e. from the second financial year following occurrence of the relevant size condition).

Finally, it is noted that, based upon the Updated Corporate Governance Code, it is only in "large companies" that the Board of Directors asked to define, with the support of the appointments committee, a succession plan of the *chief executive officer* and the executive directors which identifies at least the procedures to be followed in the event of early termination from the role. However, that provision does not apply to Equita Group as it is not classifiable as a large company in accordance with the aforementioned Corporate Governance Code.

7.2. Appointments Committee

With reference to the Appointments Committee (a committee recommended in the Corporate Governance Code), it should be noted that, until May 2022, Equita Group met the requirements to be considered a concentrated ownership company. Despite the loss of the aforesaid status, the Company chose not to set up the aforementioned committee for the 2023 financial year, considering that it would only be required to do so as from 2024 (i.e. from the second financial year following the aforementioned status change), unless one of the exemptions provided for by the Code applies.

8. REMUNERATION OF DIRECTORS – REMUNERATION COMMITTEE

8.1. Directors' remuneration

With regard to the main contents of the remuneration policy, the procedure by which the Board of Directors has drawn it up, the way in which it is functional to the pursuit of sustainable success, the balance between the fixed and variable components, the maximum limits for the payment of variable components, the performance objectives that the payment of the latter is linked to, the periods of deferral, the contractual agreements that allow for the request for the full or partial clawback of variable components of remuneration paid, on the rules for the possible payment of indemnities for termination of the directorship, on the remuneration of non-executive directors and on the indemnity of directors in the event of resignation, dismissal or termination of the relationship following a takeover bid, see the Report on remuneration policy and compensation paid published on the website www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Corporate Documents* area).

Share-based remuneration plans

With reference to incentive plans, please note that the Company has four incentive plans. Two of the aforementioned plans, i.e. the plans named "*2019-2021 Equita Group Plan based upon financial instruments*" and "*2020-2022 Equita Group Plan for senior management based upon stock options*" were approved by the Shareholders' Meetings of 30 April 2019 and 7 May 2020, respectively, and both were amended by the Shareholders' Meeting of 29 April 2021 and subsequently by the Shareholders' Meeting of 28 April 2022.

On 28 April 2022 the Shareholders' Meeting approved, instead, two other new plans named "*2022-2024 Equita Group Plan based upon financial instruments*" and "*2022-2025 Equita Group Plan based on Phantom Shares*," respectively.

With reference to the first two plans, it should be noted that they each have a total vesting period and holding period of less than 5 years. These plans, intended for executive directors, managers with strategic responsibilities, employees and contractors, were approved and implemented prior to the entry into force of the Code. In light of this, on 15 July 2021 the Board of Directors held that the new provisions of the Code should not apply "retroactively" to plans that have already been approved and, moreover, partially implemented.

In consideration of the above, during the aforementioned Board meeting the Board of Directors resolved not to make any changes to the existing and in part already implemented incentive plans and to illustrate the reasons for this choice in the Report (as explained above), in compliance with the "comply or explain" principle.

In this regard, it should be noted that the 2020-2022 plan has fully exhausted its effects as all the stock options granted have already been exercised.

As regards, instead, the two incentive plans adopted by the Shareholders' Meeting on 28 April 2022, it should be noted that these plans have, among others, top management and risk takers as beneficiaries. With respect to the latter beneficiaries, the above two plans have, taking into account the principle of proportionality, an overall vesting period and holding period of just under 5 years.

For detailed information on the incentive plans, please refer to the disclosure documents published on www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Corporate Documents* area).

8.2. Remuneration Committee

As specified in Paragraph 6 above, at the date of this Report, the Remuneration Committee is composed of non-executive directors, all of whom are independent in accordance with Recommendation 26 of the Corporate Governance Code. Specifically, they are the Directors Silvia Demartini (independent Chair), Michela Zeme (independent member) and Matteo Lunelli (independent member).

The Board of Directors verified that all members have knowledge and experience in financial matters or remuneration policies.

The Remuneration Committee, also in conformity with the Code and the Supervisory Provisions for Banks, carries out advisory and propositional functions for the Board of Directors in relation to the remuneration of the directors and managers with strategic responsibilities. It has the necessary ability and independence of judgement to formulate assessments of the adequacy of policies, remuneration and incentive plans and their implications on the assumption and management of risks.

In particular, the Remuneration Committee, pursuant to the Remuneration Committee Rules, last amended at the Board meeting of 13 July 2023:

- a) supports the Company's Board of Directors in conducting the annual review required by the Document on the Equita Group's remuneration and incentive policies (the "**Remuneration Policy**");
- b) checks that the remuneration policy is still up-to-date and, if necessary, submits the relevant proposals for changes to the Company's Board of Directors;
- c) submits proposals to the Company's Board of Directors concerning flexible benefits and incentive plans based on financial instruments or alternative assets;
- d) submits proposals on the remuneration of personnel (including executive directors and other directors holding special offices) whose remuneration and incentive systems are decided by the Board of Directors of the Company and/or of Equita Group companies;
- e) has an advisory role when defining the Remuneration Policy, with particular reference to the determination of criteria for the remuneration of the Group's most significant personnel (this concept includes managers with strategic responsibilities) (the "**Group's Key Personnel**"), with the specification, inter alia, that such Remuneration Policy is gender neutral and supports the equal treatment of personnel of different genders;
- f) expresses, also using information received from the competent company functions, an opinion on the outcomes of the identification process of the Group's Key Personnel, therein including any exclusions pursuant to Regulation (EU) No. 2021/2154;
- g) assists the Board of Directors of the Company and of all Equita Group companies in periodically assessing the adequacy, overall consistency and practical application of the policy adopted for the

remuneration of the Group's Key Personnel. In particular, using information provided by the Managing Director of the Company and of Group companies, it verifies that practices comply with the Remuneration Policy;

- h) directly supervises the correct application of the rules on the remuneration of high level managers of company control functions, liaising closing with the Board of Statutory Auditors of the Company and of Equita Group companies;
- i) prepares the documentation for the Board of Directors of the Company and/or of all Group companies for the relevant decisions;
- j) cooperates with the Company's Control and Risk Committee in particular in assessing whether the incentives provided by the remuneration system take account of the risks, capital and liquidity, assets under management and is compatible with the corporate strategy, objectives, values and interests of the subsidiary SGR and the funds it manages as well as investors, and whether the Remuneration Policy is consistent and promotes sound and effective risk management and is in line with the corporate strategy, objectives, corporate culture and values, risk culture and long-term interest of the entity and is gender neutral;
- k) ensures the involvement of the competent functions of the Company and/or the Group companies in the preparation and control of remuneration and incentive policies and practices;
- l) expresses opinions, also using information received from the competent functions of the Parent and of the Group companies, on the fixing and achievement of performance targets to which the incentive plans are linked and the assessment of the other conditions applied for the payment of remuneration, supporting the Board of Directors in monitoring the application of the adopted decisions;
- m) formally reviews a number of assumptions to test how the remuneration system will react to future external and internal events and also back-tests it;
- n) reviews the appointment of external remuneration consultants that the Board of Directors may decide to use for advice or support;
- o) expresses opinions and supports the Board of Directors of the Company and the companies of the Group in all the other cases provided for by the Remuneration Policy, including for the purposes of the decisions relating to the so-called "bonus pool" and of the suspension or reduction of the variable portion or of the call of the incentive component already paid out;
- p) prepares a report containing the variable remuneration proposals for the Key Personnel and the remaining personnel. These are submitted for approval to the Board of Directors of the Group companies and of the Company;
- q) provides to the Board of Directors and to the Shareholders' Meeting of the Company adequate feedback on the activities that it carries out.

Specifically, during the year ended 31 December 2023, the Remuneration Committee, inter alia:

- 1) verified that the 2022 gates and the performance targets set out in the "*2022-2024 Equita Group Plan based upon financial instruments*" were exceeded and determined the 2022 bonus pool;
- 2) proposed to the Board of Directors to grant a cash bonus or a share delta in the event of the exercise of the stock options set forth in the "*2020-2022 Equita Group Plan for senior management based upon stock options*", at the Company's discretion as set out in the said Plan;
- 3) verified the adequacy, consistency and concrete and correct application of the Remuneration Policy in 2022;
- 4) expressed an opinion on the determination of the 2023 gates;
- 5) formulated a proposal to adopt a flexible benefits plan for 2023;
- 6) reviewed the Remuneration Policy and gave its opinion on the proposal to amend it;
- 7) analysed the changes to the mapping of risk takers in 2023;

- 8) analysed the Remuneration Report prepared by the Company pursuant to Article 123-ter of the TUF;
- 9) reported on the activity carried out in 2022;
- 10) formulated proposals for the awarding of additional remuneration pursuant to Article 2389 of the Civil Code (i) to the Chairperson of the Board of Directors, the Managing Director as well as the members of the Equita Group S.p.A. board committees and (ii) to the Chairperson of the Board of Directors and the Managing Director of Equita SIM S.p.A., for the offices held by them;
- 11) verified the achievement of company and individual performance targets and the other conditions of the 2020-2022 Plan and determined the final number of stock options to be granted.

Persons who may attend the Remuneration Committee's meetings without the right to vote upon invitation by the Committee Chairperson include the Chairperson of the Board of Directors, the Managing Director and other directors, and, informing the Managing Director when deemed appropriate in view of the matters to be discussed, officers of the competent corporate functions, as well as employees of the Company or of Group companies. The Chairperson of the Board of Statutory Auditors or another statutory auditor designated thereby may also participate in the works of the Remuneration Committee without the right to vote; the other Statutory Auditors may also participate without the right to vote.

Without prejudice to the above, the Head of the Risk Management Function may be invited to attend Remuneration Committee meetings, without voting rights, to express an opinion on matters that may have an impact on the Company's overall risk.

No directors may take part in Remuneration Committee meetings which discuss their remuneration. The Managing Director is invited to attend Remuneration Committee meetings, without voting rights, for support or information on the matters examined each time. This is without prejudice to the fact that the Managing Director will not witness the discussions and decisions of the Remuneration Committee in which proposals are made relating to his remuneration or in relation to which he has, in any case, a conflicting interest. As a rule, the Chairperson of the Board of Statutory Auditors or at least one auditor always attends the meetings. The Remuneration Committee meets at least annually and as often as necessary pursuant to the Remuneration Committee Rules and the Remuneration Policy.

During the 2023 financial year, the Committee held 3 meetings, lasting an average of about one hour, with all members present at the first and third meetings and only Director Paolo Colonna being absent at the second meeting. The Chairperson of the Board of Statutory Auditors attends Remuneration Committee meetings. In the financial year in progress, at the date of publication of this Report the Remuneration Committee has met twice. During 2024, the Remuneration Committee will meet again if, based upon the functions and duties attributed to it, its involvement is necessary.

The Remuneration Committee has access to the information and functions necessary to carry out its duties and it has available for its activities a budget approved annually by the Board.

At the earliest opportunity, the Chairperson of the Remuneration Committee reports to the Board of Directors on the meetings held by the Committee.

It is noted that the incentive mechanisms of the Head of the Internal Audit Function and of the Appointed Manager, as indicated in the Report on the Policy on Remuneration and on Fees Paid, are coherent with the duties assigned to them.

Finally, it is noted that the adequacy of the remuneration of the Head of the Internal Audit Function is assessed annually by the Control and Risk Committee of the Company.

9. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM – CONTROL AND RISK COMMITTEE

With regard to the internal control and risk management system, note that the Company has adopted a series of controls aimed at ensuring the proper operation of this system. For example, while not subject to regulatory obligations in this respect, Equita Group has established a Group Anti-Money Laundering function. The Company has also adopted a Procedures Manual (e.g. Conflict of Interest Policy, Internal Dealing Code, Outsourcing Policy, Group Anti-Money Laundering Policy, etc.) and the Board of Directors annually approves the reports of the control functions and their work plans.

The risk management system and the internal control system are coordinated with each other and among other things aimed at ensuring the reliability, accuracy and timeliness of financial reporting. Specifically, with regard to the process of preparing financial reporting, note that this is done through specific steps.

In fact, based on the current internal procedures, periodic financial reporting is prepared (e.g. quarterly, half-yearly, nine-monthly and annual reports). Among other things, the process of preparing the aforementioned reporting involves the administration and accounting department, management control, the CFO & COO and the Managing Director. There is also ongoing monitoring of the progress of financial reporting as well as control over the final draft of financial reporting through the involvement of the following bodies:

1. CFO & COO
2. Managing Director
3. Independent Auditing Firm
4. Control and Risk Committee
5. Board of Directors
6. Board of Statutory Auditors

Note also that, in accordance with the law, the financial reporting includes a declaration signed by the Managing Director and the Financial Reporting Officer regarding the correspondence between the Equita Group's documentation, books and accounting records.

With particular regard to the assessment of the adequacy of the administrative and accounting procedures for the preparation of the consolidated financial statements for the year ended 31 December 2023, note that this was done on the basis of an evaluation of the internal control system and verification of the processes relating even indirectly to the preparation of accounting and financial statement data. This assessment was conducted on the basis of the procedure laid down in the Manual of the Financial Reporting Officer. The above assessment was performed by the Financial Reporting Officer, also making use of the results of the control activities carried out by a consulting company that used an IT tool developed by said company and the sampling collected by the Head of the Internal Audit Function.

In its meeting of 14 March 2024, following the results that also emerged during the 262 audit, the Board of Directors resolved to consider the resources and powers of the Financial Reporting Officer as adequate and to consider the administrative and accounting procedures used to prepare the consolidated financial statements for the year ended 31 December 2023 as substantially adequate.

9.1. Chief Executive Officer

In support of the Company's internal control and risk management system, in addition to the Control and Risk Committee, on 7 May 2020 the Company's Board of Directors appointed the Chief Executive Officer, Andrea Vismara, as director in charge of setting up and maintaining the internal control and risk management system, pursuant to the then current Corporate Governance Code. With the entry into force of the new Corporate Governance Code, the Managing Director, as Chief Executive Officer ("CEO"), is entrusted with the task of setting up and maintaining an effective control and risk management system. Therefore, at its

meetings on 15 July 2021 and, following the renewal of the Board of Directors, on 20 April 2023, the Board of Directors confirmed that the functions of Chief Executive Officer under Recommendation 32 of the Corporate Governance Code were assigned to the Managing Director and assigned to him the functions set forth in Recommendation 34 of the Code.

Specifically, in accordance with the aforementioned Recommendation, the CEO:

- a) identified the main business risks, considering the characteristics of the activities performed by the Company and its subsidiaries, and submitted them periodically for examination by the Board of Directors;
- b) implemented the Board of Directors' strategic guidelines, dealing with the design, creation and management of the internal control and risk management system and constantly verifying its adequacy and effectiveness, as well as adapting it to the dynamics of the operating conditions and the legislative and regulatory landscape.

Specifically, with regard to the aforementioned aspects, the CEO oversaw the identification of risks, including through the Board's approval of the ICAAP/ILAAP document and the Group's recovery plan.

- c) may ask the Internal Audit Function to performs checks on specific operating areas and on respect of the internal rules and procedures when carrying out business operations, simultaneously informing the Chairperson of the Board of Directors, the Chairperson of the Control and Risk Committee and the Chairperson of the Board of Statutory Auditors (no other audits were requested in 2023);
- d) promptly reports to the Control and Risk Committee (or to the Board of Directors) on issues and criticalities emerging in the conduct of its activity or of which it has in any case been informed, so that the Committee (or the Board of Directors) may take the appropriate actions.

9.2. Control and Risk Committee

As specified in Paragraph 6 above, at the date of this Report the Control and Risk Committee is made up, in conformity with the provisions of Recommendation 35 of the Corporate Governance Code, of director Michela Zeme (Chairperson-independent member) and directors Silvia Demartini (independent member) and Sara Biglieri (non-executive member).

The Board of Directors has verified that all members have adequate experience in accounting and financial matters or risk management.

It should be noted that at its meeting of 11 May 2023, the Board of Directors made certain amendments to the rules of the Control and Risk Committee, which had been adopted at its meeting of 15 July 2021, in order to make the latter fully compliant with the provisions of the Code and the amendments to the Bank of Italy Regulation of 5 December 2019 made by the Bank of Italy Measure of 23 December 2022. The Rules were also amended by a board resolution of 20 December 2023 to incorporate the controls recommended by the Supervisory Authority during the inspection activity carried out at the subsidiary Equita SIM S.p.A. in 2023. The Committee has an advisory role in supporting the Board of Directors in assessing and deciding on risks and the internal control system, as well as in approving periodic financial and non-financial reports.

The Committee identifies and proposes the Heads of the company control functions to be appointed. With specific reference to the Internal Audit Function, it expresses its support for:

- the appointment and revocation of the Head of the Function;
- whether the same has sufficient resources to fulfil his responsibilities;
- whether the remuneration of the cited Head is consistent with company policies.

If the Committee decides to entrust all or segments of the Internal Audit Function to a party external to the company, it ensures that such party meets adequate requirements of professionalism, independence and organisation and provides adequate reasons for such choice in the Corporate Governance Report.

The Committee, moreover, pursuant to the aforementioned Control and Risk Committee Rules:

- examines the activity programmes and annual reports of the company control functions addressed to the

Board of Directors and, in particular, before the Board meets to approve the audit plan, examines the same along with the periodic reports, concerning the assessment of the internal control and risk management system, as well as those of particular significance prepared by the Internal Audit Function;

- expresses opinions to the Board of Directors on specific aspects relating to the identification of the main corporate risks, also of monitored subsidiaries, including using the information received from the Risk Management and Compliance Functions.
- contributes, through assessments and opinion, to defining the company policy on outsourcing of company control functions;
- verifies that the company control functions comply correctly with the indications contained in the governance regulation;
- assesses, having heard from the manager in charge of preparing the corporate accounting documents, the independent auditor and the Board of Statutory Auditors, the correct use of the accounting standards used to prepare the financial statements as well as their homogeneity for the purposes of preparing the consolidated financial statements;
- supports the Board of Directors in defining and approving strategic guidelines and risk management policies, so that the main risks relating to the issuer are correctly identified, adequately measured, managed and monitored, determining the compatibility criteria between the risks identified and the sound and correct management of the Company coherent with the identified strategic objectives;
- supports the Board of Directors in periodically checking, at least once a year, the correct implementation of strategies, risk management policies and the adequacy and effectiveness of the internal control and risk management system in relation to the characteristics of the Company and the risk profile adopted;
- without prejudice to the responsibilities of the Remuneration Committee, ascertains that the incentives underlying the Company's remuneration and incentive system are consistent with the Group's risk profile;
- supports the Board of Directors in approving the audit plan, within the terms set forth by the law and the Corporate Governance Code and, in any case, at least on an annual basis;
- supports the Board of Directors in assessing the results presented by the independent auditor in any letter of suggestions and in the additional report addressed to the Board of Statutory Auditors;
- assesses the ability of periodic financial and non-financial information to correctly represent the company's business model, strategies, the impact of its activities and the performance achieved, in coordination with any committee envisaged in recommendation 1, letter a) of the Corporate Governance Code;
- examines the content of periodic non-financial information relevant to the internal control and risk management system. In assisting the Board of Directors, the Committee:
 - a) provides preliminary opinions for the description, in the corporate governance report, of the main features of the internal control and risk management system and the methods of coordination between the parties involved therein, in order to support the Board of Directors' adequacy assessment;
 - b) monitors the Internal Audit function's autonomy, adequacy, effectiveness, and efficiency;
 - c) may ask the Internal Audit function to carry out checks on specific operating areas, simultaneously notifying the Chairperson of the Board of Statutory Auditors of the same;
 - d) it reports: (i) at least every six months, upon the approval of the annual and half-yearly financial Report, on internal control and risk management system activities and their adequacy; and (ii) immediately for reports received or other urgent cases arising during extraordinary situations;
 - e) supports, with adequate preliminary activities, the assessments and decisions of the Board of Directors on risk management deriving from prejudicial events of which the Board of Directors has become aware; and

f) carries out the additional duties that are attributed to it by the Board of Directors itself.

With regard to risks, the Committee receives and analyses what follows.

A) From the risk management function:

- (i) the minutes of the Equita Group Risk Operating Committee meetings, once approved;
- (ii) a concise information dashboard, at each meeting, summarising the trend of the main risk parameters of all Group companies;
- (iii) the reporting of early and final warning thresholds being exceeded for the primary indicators (capital adequacy, liquidity and profitability); for the final warning, the reporting is made by the end of the business day on which the threshold is exceeded; for the early warning, the reporting is made at the first meeting that follows the moment when the threshold is exceeded.

B) From the internal control functions, every six months, the *tableau de bord* that allows for the monitoring and reporting, for all Group companies, of the checks carried out, the status of implementation of the planned actions, the trend of the risk parameters and the update on the activity plans.

Lastly, it identifies all further risk-related information flows that must be addressed to it (subject, format, frequency, etc.) and must have access to relevant information.

The Committee and the Board of Statutory Auditors exchange all information of mutual interest, and where appropriate coordinate the performance of their respective tasks.

In addition, the Committee meets at least once a year with the Supervisory Board pursuant to Legislative Decree no. 231/2001 and examines the latter's annual report.

The Committee may be consulted for the assessment of specific transactions for which there is, directly or indirectly, a conflict of interest and has the right of access to the necessary information and company functions for the performance of its duties as well as to use external consultants, within the terms and limits of the Board-approved budget.

The Internal Audit Function participates in the Committee as Secretary. The Committee may use external experts and - where necessary - liaise directly with the Internal Audit, Risk Management and Compliance functions.

In 2023, the Committee held 8 meetings, lasting an average of one hour and 40 minutes, with a 100% attendance rate for all members at 7 out of 8 meetings (only at one meeting, member Sara Biglieri did not attend).

As of the date of this Report, the Committee has met two times and at least four meetings are planned for 2024.

The Control and Risk Committee carried out its activities through frequent meetings with the Heads of the Control Functions, the CFO & COO and the Independent Auditing Company, as well as through information exchanges with the Board of Statutory Auditors on matters of mutual interest, involving the latter in every meeting of the Committee.

The Committee acknowledged the activities performed by the Supervisory Body pursuant to Legislative Decree no. 231.

Minutes are taken of meetings of the Committee and information is provided to the Board of Directors in relation to the activities performed by the Committee itself.

9.3. Head of the Internal Audit Function

At the meeting on 20 May 2020, the Board of Directors, in view (i) of the new appointments of the Board of Directors and of the Board of Statutory Auditors by the Shareholders' Meeting of 7 May 2020, (ii) of the appointment – by the Board of Directors on 7 May last – of Mr Vismara as Appointed Director in charge of the internal control and risk management system and (iii) of the establishment of the new Board Committees resolved by the Board of Directors at the previous meeting on 7 May, saw fit to proceed, in continuity with the decisions made by the outgoing Board and in compliance with the provisions of the Corporate Governance Code then in force, at the proposal of the Appointed Director in charge of the internal control and risk management system, subject to the favourable opinion of the Control and Risk Committee and having heard from the Board of Statutory Auditors, to appoint Ms D'Ardes as Head of the Internal Audit Function. On the point, it is noted that as part of the listing project of the Company's shares on Euronext STAR Milan, the Board of Directors of the Company had already appointed Ms Elisabetta D'Ardes as Head of the Internal Audit Function.

The Head of the Internal Audit Function is not responsible for any operational area and reports hierarchically to the Board of Directors.

The remuneration of the Head of Internal Audit is governed by the Group Remuneration Policy. The Audit and Risk Committee and the Board of Directors have verified – most recently in February 2023 – that this remuneration is paid in accordance with the aforementioned policy.

During 2023, the Board of Directors made available to the Internal Audit Function a budget to be used to remunerate any activity of external consultants asked to provide support in the conduct of internal auditing activity.

In conformity with the provisions of the Code, the Head of the Internal Audit Function continuously verifies the operation, suitability and adequacy of the internal control and risk management system, through the Audit Plan approved from time to time by the Company's Board of Directors. Note that the Audit Plan is drawn up based on the results of an annual risk assessment.

The Head of the Internal Audit Function also has access to all information required to carry out her duties and has prepared periodic reports detailing her activity, the methods used to manage risks, and compliance with the plans defined for their containment. Her reports assessed the suitability and adequacy of the internal control and risk management system and were forwarded to the Chairpersons of the Board of Statutory Auditors, the Control and Risk Committee, the Board of Directors and the Managing Director.

In brief, in 2023 the Internal Audit Function performed the following audits:

- 1) Capital Adequacy - ICAAP/ILAAP;
- 2) K-Finance Anti-Money Laundering;
- 3) Internal Control System;
- 4) Anti-money laundering;
- 5) Governance System;
- 6) Corporate Disclosure;
- 7) IT systems;
- 8) Remuneration;
- 9) Supervisory Reporting;
- 10) Recovery Plan.

In the 2023 financial year, the Head of Internal Audit performed her function in person at Equita Group, on a 2-day partial secondment for Equita SIM and as an outsourcer at Equita Capital SGR;

9.4. Organisation model under Legislative Decree 231/2001

On 16 April 2018, the Board of Directors of Equita Group adopted the organisation and management model provided by Legislative Decree no. 231/2001 (the "**231 Model**") in order to establish a set of rules to prevent the adoption of unlawful conduct considered potentially relevant to the application of that legislation, and, consequently, proceeded to establish the supervisory body in accordance with Article 6, paragraph 1, letter b) of Legislative Decree 231/2001 (the "**Supervisory Body**"). It has been renamed from 2018 to the present.

The 231 Model is composed of (i) a general part, which regulates the overall functioning of the adopted organisation, management and control system; and (ii) several special parts, containing general principles of conduct and control protocols for each predicate offence considered relevant.

Model 231 was subsequently revised and approved by the Board of Directors on 15 December 2022 in order to update it with the introduction of new types of crimes covered by the law on the administrative liability of entities.

At the date of this Report, the Supervisory Body is composed of Paolo Domenico Sfamini (external member), Patrizia Pedrazzini (Head of the Group's Compliance, Risk Management and Anti-Money Laundering Function at the Company) and Elisabetta D'Ardes (Head of Internal Audit at Equita Group).

The Supervisory Body thus composed possesses the applicable requisites of autonomy, independence, professionalism and continuity of action. The Supervisory Body is entrusted, in general, the power/duty to supervise:

- compliance with the provisions of the 231 Model by the recipients expressly identified in the special section in relation to the different types of crimes covered by Legislative Decree 231/2001;
- the real effectiveness and actual capacity of the 231 Model, in relation to the company structure, to prevent the crimes indicated in Legislative Decree 231/2001; and
- the appropriateness of updating the 231 Model, where requirements of adjustment of the same in relation to altered company and regulatory conditions are identified. The internal control system outlined by the 231 Model is completed by the Group's code of conduct, which identifies the values, general principles and rules of conduct that must inspire the conduct of those who directly or indirectly, permanently or temporarily, work for the company.

The model is available for consultation on the website www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Corporate Documents* area).

9.5. Independent Auditing Firm

The Equita Group's Shareholders' Meeting held on 26 September 2018, at second convocation, resolved to grant the independent auditing assignment for the 2018-2026 financial years to the independent auditing company KPMG S.p.A., with effect from the trading start date on Euronext STAR Milan.

The Board of Statutory Auditors provided the Board of Directors with the additional report prepared by the auditing firm KPMG S.p.A. pursuant to Article 11 of Regulation 537/2014, a document that the Board of Statutory Auditors took into account in its report to the Shareholders' Meeting.

The Board of Statutory Auditors also submitted its comments to the aforementioned report, specifying that it had closely followed the statutory audit process, holding meetings with the auditing firm both in the context of its own meetings and in the context of the meetings held jointly with the Control and Risk Committee, and that there were no findings worthy of note.

It should be noted that the Shareholders' Meeting of 20 April 2023 decided, at the proposal of the Board of Directors, to provide for the consensual early termination of the Company's statutory audit engagement awarded to KPMG S.p.A. for the 2018-2026 period by the aforementioned Shareholders' Meeting on 26 September 2018. Indeed:

- on 17 November 2022, the Company notified KPMG S.p.A. of its intention to consensually terminate the latter's statutory audit engagement pursuant to Article 13, Paragraph 4, Legislative Decree. 39/2010, as well as Article 7 of MEF Decree 261/2012, effective as of the shareholders' meeting resolution approving such

consensual termination and the simultaneous appointment of the new audit firm;

- in the aforementioned notification, the Company explained that the request for termination was based on the need to confer (in continuity with what had been done until then) the statutory audit of Equita Group, Equita SIM S.p.A. and Equita Capital SGR S.p.A. to a single audit firm. In this regard, it should be noted that the shareholders' meeting of Equita SIM S.p.A., at its meeting of 19 April, in view of the expiry of the engagement of KPMG S.p.A. for the statutory audit of its accounts, appointed EY S.p.A. as the new statutory audit firm for the nine-year period 2023-2031, expiring on the date of the shareholders' meeting that will approve the financial statements as at 31 December 2031, in compliance with Article 17 of Legislative Decree no. 39/2010;

- considering that the relevance of Equita SIM S.p.A. to the consolidated financial statements of the Equita Group is particularly significant, it was deemed appropriate that the audit engagements of the three Equita Group companies be awarded to the same audit firm, even though the audit engagements awarded to KPMG S.p.A. by the Company (and its subsidiary Equita Capital SGR S.p.A.) were not about to expire. This in order to (i) ensure better effectiveness and efficiency of the audit process, including in terms of cost-effectiveness and rationalization, and (ii) prevent the audit activity from being burdened by the fulfilments and information obligations placed on, respectively, the auditor of the parent company and the auditors of the subsidiaries (where different from the former) pursuant to Article 10-*quinquies* of Legislative Decree 39/2010.

- KPMG S.p.A., in a letter dated 23 November 2022, informed the Company that it had no comments on the reasons given by the Company, confirming its willingness to come to a consensual termination of the statutory audit contract;

- on 7 March 2023, the Company's Board of Statutory Auditors gave its opinion in favour of the proposed consensual early termination of the existing legal audit contract between the Company and KPMG S.p.A., having no particular observations to make in relation to the reasons underlying the aforementioned proposal for early termination, which can be traced solely to the advisability of using a single audit firm for all Equita Group companies.

Accordingly, on 20 April 2023 the Shareholders' Meeting appointed EY S.p.A. to audit the Company's accounts for the financial years 2023-2031.

9.6. Financial Reporting Officer and other company roles and functions

In its meeting of 20 April 2023, also in compliance with the provisions of Article 154-*bis* of the TUF, the Board of Directors appointed by the Shareholders' Meeting on the same day deemed it appropriate to confirm the appointment of Ms Stefania Milanese, CFO & COO of the Equita Group, as the Financial Reporting Officer (the "**Financial Reporting Officer**") with the functions set forth in Article 154-*bis* of the TUF.

The Board of Directors deemed it appropriate to confirm the appointment of Ms Milanese, CFO & COO of the Equita Group, as Financial Reporting Officer (a role already assigned to Ms Milanese at the Board meeting of 26 July 2018, with effect from the date of commencement of trading on Euronext STAR Milan, and subsequently upon renewal of the corporate bodies in 2020, at the time of the Board meeting of 20 May 2020), recognising her as a suitable person to hold this position, also in consideration of the requirements of professionalism and integrity set forth in Art. 20 of the Company's Articles of Association, according to which the Financial Reporting Officer must have at least three years' experience in accounting or administration in a listed company or in a company with a share capital of at least one million euros or in a company providing financial services. Under Article 154-*bis* of the TUF, the Financial Reporting Officer:

- draws up written declarations accompanying the Company's deeds and communications that are disclosed to the market and related to accounting information, including interim information;
- prepares administrative and accounting procedures for the preparation of the financial statements and, where appropriate, the consolidated financial statements and any other financial communication;
- certifies by means of a Report on the annual financial statements, the abridged half-yearly financial

statements and the consolidated financial statements if these are prepared (i) the adequacy and effective application of the administrative and accounting procedures for the preparation of the annual financial statements; (ii) that the documents were drawn up following the applicable international accounting standards recognised by the European Union under EC Regulation no. 1606/2002 of 19 July 2002 of the European Parliament and Council; (iv) the suitability of the documents to provide a true and fair view of the financial position, results of operations and cash flows of the Company and of all the companies included in the consolidation; (v) for the separate and consolidated financial statements, that the operations Report includes a reliable analysis of the performance and results of operations, and the situation of the issuer and the companies included in the consolidation, together with a description of the main risks and uncertainties to which they are exposed; and (vi) for the abridged interim financial statements, that the interim Report on operations contains a reliable analysis of the information referred to in Art. 154-ter, paragraph 4, TUF.

It is also noted that the Board of Directors has also approved the Manual of the Appointed Manager, a document that describes in greater detail the role and functions of the Appointed Manager in preparing the corporate accounting documents, illustrated above.

9.7 Coordination between parties involved in the internal control and risk management system

The Equita Group's Control and Risk Committee supports the management body in assessments and decisions on risks and the internal control system as provided by the Code.

The entire Board of Statutory Auditors or at least one auditor attended at meetings of the Committee.

The Control and Risk Committee carried out its activities through frequent meetings with the Heads of the Control Functions, the CFO & COO and the Independent Auditing Company, as well as through information exchanges with the Board of Statutory Auditors on matters of mutual interest, involving the latter in every meeting of the Committee.

10. DIRECTORS' INTERESTS AND TRANSACTIONS WITH RELATED PARTIES

The Board of Directors has adopted a procedure for the management of transactions with related parties (the "**RPT Procedure**") under the regulation adopted by CONSOB with resolution No. 17221 of 12 March 2010, as last amended by CONSOB Resolution No. 22144 of 22 December 2021 and effective 31 December 2021 (the "**Related-Party Regulation**"), which sets rules on the identification, instruction, approval and carrying out of related-party transactions stipulated by the Company or through its subsidiaries.

The RPT Procedure last reviewed and approved at the Board meeting of 13 May 2021 and in force to date is published on the website www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Corporate Documents* area, *Procedures* subarea).

As specified in Paragraph 6 above, as of the date of this Report the Related Parties Committee is made up of the Directors Matteo Lunelli, Chairperson of the Committee (Non-Executive and Independent Director), Silvia Demartini, member of the Committee (Non-Executive and Independent Director) and Sara Biglieri, member of the Committee (Non-Executive Director). The functions assigned to the Committee are of an advisory nature, namely:

- a) provide the competent body – in good time before the resolution and/or execution of the transaction with related parties ("**RPT**") – with a non-binding reasoned opinion on the Company's interest in carrying out the RPT and on the appropriateness and substantive propriety of the relative conditions;
- b) promptly provide the competent body with adequate information with respect to the investigation

performed on the RPT to be approved and/or executed, including any opinions acquired on the RPT; furthermore, if at the outcome of the Committee's investigation the economic conditions of the RPT are deemed to be Market Equivalent or Standard Conditions (as defined in the Procedure) and the RPT is a Major Transaction, the Committee shall promptly (and in any case within no more than seven calendar days) verify the correct application of the condition of exemption as per art. 3.1, letter (e) of the RPT Procedure;

- c) provide the Board of Directors with a reasoned opinion on any changes to be made to the RPT Procedure.

The work of the Committee is always coordinated by its Chair, who reports the results of the meeting to the Board of Directors at the earliest opportunity. Written minutes of the meetings of the Related Parties Committee are drawn up and signed by the Chairperson and the secretary of the meeting.

The Committee meets on the basis of needs arising from time to time, and therefore no schedule of meetings can be planned at present.

During 2023, there was no need for the Committee to meet.

With specific reference to the solutions that the Company has adopted in order to facilitate the identification and proper management of any conflicts of interest of directors, it should be noted that the Board of Directors has approved a specific procedure in this regard, most recently approved at its meeting on 16 December 2021. It should also be noted that, on an annual basis, Directors and Statutory Auditors throughout the Group are required to complete forms regarding conflicts of interest also in accordance with the MiFiD II directive to which the Equita Group is subject.

11. BOARD OF STATUTORY AUDITORS

11.1 Appointment and replacement

The Board of Statutory Auditors consists of three standing auditors and two alternate auditors who remain in office for three financial years; they may be re-elected and their term of office expires on the date of the Shareholders' Meeting called to approve the financial statements for the third financial year of their office.

The members of the Board of Statutory Auditors must meet the requirements of integrity, professionalism, independence and on the limit to the number of assignments held, as envisaged by the law and regulations in force at the time.

The Statutory Auditors are appointed by the Shareholders' Meeting based on lists submitted by the shareholders.

Statutory auditors are appointed on the basis of lists indicating the names of one or more candidates for the office of standing auditor and alternate auditor; candidates' names are marked with a sequential number and are in any case no more than the number of members to be elected. The lists signed by those who submit them must be filed at the company's registered office, under the terms and procedures provided for by applicable laws and regulations. The lists containing a number of candidates equal to or greater than 3 (three) shall also include a number of candidates of different genders, so that a percentage of candidates as required by the applicable legal and regulatory provisions on gender balance (male and female) belongs to the less represented gender.

The curriculum vitae containing the professional characteristics of the individual candidates, must be filed with the lists, together with the declaration of the individual candidates with which they certify, under their own liability, that there are no grounds for incompatibility or ineligibility, along with the existence of the requirements prescribed by law and these Articles of Association. A shareholder may not present or exercise the voting right for more than one list, even though a third party or trust company.

Lists may be submitted only by shareholders who, at the time of submitting the list, own, alone or jointly, a number of shares at least equal to the proportion determined in accordance with applicable legal or regulatory provisions. Ownership of the minimum shareholding pursuant to the foregoing shall be evidenced by a certification issued by the intermediary to be produced at the time of filing the list itself (or otherwise within the terms provided by the applicable legal and regulatory provisions).

Submitted lists which do not comply with the above procedures shall be treated as not having been submitted.

The first 2 (two) candidates on the list that obtained the highest number of votes and the first candidate on the list that obtained the second highest number of votes and that was submitted by shareholders who are not even indirectly connected with the shareholders who submitted or voted for the list that obtained the highest number of votes, are elected as standing auditors; the candidate on the latter list becomes chairperson of the Board of Statutory Auditors. The first candidate for the office of alternate auditor on the list that obtains the highest number of votes and the first candidate, if indicated, for the office of alternate auditor on the list that obtains the second highest number of votes and that was submitted by shareholders who are not even indirectly connected with the shareholders who submitted or voted for the list that obtained the highest number of votes, are elected as alternate auditors. If no candidate is indicated for the office of alternate auditor on the list that obtains the second highest number of votes, the second alternate auditor will also be drawn from the list that obtains the highest number of votes.

A ballot vote will be held if there is a tie between several lists.

If only one list is submitted, the entire Board of Statutory Auditors is taken from that list, if it obtains the legal majority for the ordinary Shareholders' Meeting.

If, after the votes, the board of statutory auditors is not composed of the minimum number of auditors of the less represented gender, as established by the applicable laws and regulations, the candidate of the most represented gender elected as the last in sequential order from the list that obtained the highest number of votes shall be replaced by the first candidate in sequential order belonging to the less represented gender not elected in accordance with the above from the same list or, failing that, by the first candidate in sequential order not elected from the list that came second by number of votes. This replacement procedure shall be carried out until the board of statutory auditors is composed in accordance with the applicable legal and regulatory provisions on gender balance, it being understood that if the aforementioned procedure does not ensure the appointment of the minimum number of auditors, as established by the applicable legal and regulatory provisions, the replacement shall be carried out by a resolution passed by the Shareholders' Meeting by relative majority, after the presentation of candidates meeting the necessary requirements.

If auditors cannot be elected by the procedure provided for above or if no lists are presented, the shareholders' meeting resolves according to the legal majorities.

In the event of the early termination for any cause of the office of a standing auditor, the first alternate auditor belonging to the same list as the outgoing auditor shall take over until the first subsequent shareholders' meeting, or, if the standing auditor to be replaced belongs to the list that came second in the number of votes and there is no alternate auditor drawn from the latter, or the minimum number of auditors of the less represented gender established by the applicable legal and regulatory provisions is not thus met, the alternate auditor belonging to the list that obtained the highest number of votes shall take over.

When, subsequent to the aforementioned takeover, the shareholders' meeting is required to appoint the standing and/or alternate auditors needed to supplement the board of statutory auditors, the following steps are taken: (i) if it is necessary to replace auditors from the list that obtained the highest number of votes, the appointment shall be made by a legal majority vote without list constraints, in compliance with the applicable legal and regulatory provisions on gender balance; (ii) if, on the other hand, it is necessary to replace auditors taken from the list that came second in the number of votes, the shareholders' meeting shall replace them by a legal majority vote, choosing them from among the candidates indicated in the list to which the auditor to be

replaced belonged. If the application of the procedure set out in point (ii) does not allow for any reason the replacement of the auditors belonging to the list that came second in the number of votes, or if the minimum number of auditors of the less represented gender established by the applicable legal and regulatory provisions is not thus complied with, the shareholders' meeting will proceed by voting with the legal majorities, in compliance with the applicable legal and regulatory provisions on gender balance. Newly appointed auditors fall from office along with incumbent auditors.

At the time of their appointment, the ordinary shareholders' meeting will determine the remuneration to be paid to the statutory auditors and whatever else is necessary in accordance with current laws and regulations. The above list voting procedure applies only in the case of renewal of the entire board of statutory auditors.

On this point, it should be noted that Consob, in accordance with art. 144-*septies* of the Issuers' Regulation, in January 2023 (namely within 30 days from the end of Equita Group's financial year and before the Shareholders' Meeting of Equita Group called to vote on the appointment of the new corporate bodies) made public the shares of investment required for the submission of lists of candidates for election to the administration and control bodies. In particular, by Executive Resolution No. 76 of its Corporate Governance Division Head issued on 30 January 2023, Consob determined the minimum shares of investment required for the submission of lists of candidates for election to the administration and control bodies of Equita Group to be 4.5% of the Company's share capital, without prejudice to any lower shareholding required by the Company's Articles of Association.

Ownership of the minimum shareholding pursuant to the foregoing shall be evidenced by a certification issued by the intermediary to be produced at the time of filing the list itself (or otherwise within the terms provided by the applicable legal and regulatory provisions).

11.2 Composition and functioning of the Board of Statutory Auditors

During the 2023 financial year, the Board of Statutory Auditors of the Company, until the date of 20 April 2023 (*i.e.* the date of the Shareholders' Meeting that appointed the new corporate bodies whose mandate expired with the approval of the financial statements at 31 December 2022), was made up as follows: Franco Guido Roberto Fondi (Chairperson), Paolo Redaelli (Standing Auditor), Laura Acquadro (Standing Auditor), Andrea Conso (Alternate Auditor) and Dora Laura Federica Salvetti (Alternate Auditor).

Subsequently, on 20 April 2023, the ordinary Shareholders' Meeting appointed the Company's new Board of Statutory Auditors - currently in office, except for some changes that occurred in 2023 as detailed below - for a period of three financial years until approval of the financial statements at 31 December 2025.

Note that at the date of the Shareholders' Meeting three lists were submitted: *(i)* one majority list submitted by the shareholders Francesco Perilli and Andrea Vismara, jointly holders of 8% of the share capital having the right to vote (list no. 1), *(ii)* one minority list submitted by the shareholders Fenera Holding S.p.A., Justus s.s., Otto S.r.l. and Teti S.r.l., jointly holders of 6.59% of the share capital having the right to vote (list no. 2) and *(iii)* a second minority list submitted by the shareholders Anima SGR S.p.A. (as manager of the Anima Crescita Italia and Anima Iniziativa Italia funds), BancoPosta Fondi SGR S.p.A. (as manager of the Bancoposta Rinascimento fund), Mediobanca SGR S.p.A. (as manager of the Mediobanca MID & Small Cap Italy fund) and Mediolanum Gestione Fondi SGR S.p.A. (as manager of the Mediolanum Flessibile Futuro Italia fund), jointly holders of 5.19% (list no. 3).

Standing Auditors Laura Acquadro and Andrea Conso and Alternate Auditors Andrea Serra and Guido Fiori were taken from list no. 1, being the list that received the most votes from the Shareholders' Meeting (76.048% of the voting capital), while the Chairperson of the Board of Statutory Auditors, Franco Fondi, was

taken from list no. 2, being the list that received the second most votes (16.735% of the voting capital), pursuant to Article 18.5 of the Articles of Association, whereby the Chairperson of the Board of Statutory Auditors is automatically the first candidate of the list that results as the second most voted list.

For further information on the submission of the lists, see the documents published on the Company's website www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Shareholders' Meeting* area/Meeting of 20 April 2023).

On 28 June 2023, Standing Auditor Laura Acquadro resigned, with immediate effect, due to the incompatibility of her office with her subsequent appointment as Standing Auditor of Fondazione Cariplo, pursuant to the regulations applicable to foundations and, in particular, Article 27 *quater* of Law No. 1/2012, supplementing Article 4, paragraph 1, of Legislative Decree No. 153 of 17 May 1999, with letter *g-bis*).

Therefore, pursuant to Article 18.10 of the Company's Articles of Association (which provides that, in the event of the early termination of the office of a standing auditor, the first alternate auditor belonging to the same list as the auditor being terminated takes over, provided that he or she belongs to the less represented gender on the Board, pursuant to Article 148 TUF), Andrea Serra took over the office of Standing Auditor, replacing Laura Acquadro, from 28 June and until the first subsequent meeting of the Shareholders' Meeting which is scheduled to take place on 18 April 2024.

At the date of this Report, the Company's Board of Statutory Auditors is therefore made up of the following members: Franco Fondi (Chairperson), Andrea Conso (Standing Auditor), Andrea Serra (Standing Auditor) and Guido Fiori (Alternate Auditor).

The Company's Board of Statutory Auditors is made up of one standing member from the less represented gender (i.e. Auditor Andrea Serra), in compliance with the gender distribution criteria established by the regulations applicable to the Company¹⁴, as well as - as of the date of this Report - of a single alternate member, pending the Shareholders' Meeting's integration of the Board of Statutory Auditors at its next scheduled meeting. In relation to the diversity policies, see what has already been illustrated in Paragraph 4.3 of this Report.

See also Table 4 (*Structure of the Board of Statutory Auditors*) for information on the structure of the Company's Board of Statutory Auditors.

The following is a summary of the professional profiles of the members of the new Board of Statutory Auditors.

Franco Fondi - Born in Milan on 15 May 1952, graduated in Business Administration at Bocconi University in Milan and is a chartered accountant. He is the founding shareholder and partner of a professional firm that

¹⁴ It should be noted that, with regard to gender diversity, Article 148, paragraph 1-*bis* of the TUF, as amended by Law No. 167 of 2020 (known as 2020 Budget Law), which came into force on 1 January 2020, lays down a gender distribution criterion that must be of at least two fifths. Note also that with Communication no. 1/20 of 20 January 2020, Consob clarified that, with reference to Boards of Statutory Auditors consisting of three standing auditors, uncertainties of interpretation may be created in applying the new criterion of attribution of at least two-fifths to the less represented gender, as, from the arithmetic perspective, it is impossible to guarantee for both genders the presence of at least two-fifths in bodies made up as such. Therefore, pending an adjustment intervention on the regulatory rules, as part of the supervisory activity on the rules, Consob will consider the criterion of rounding upwards to the upper unit envisaged by paragraph 3 of Art. 144-undecies.1 ("Gender Balance"), of the Issuers' Regulation inapplicable due to arithmetic impossibility for corporate bodies formed by three members. Therefore, with reference to the latter, Consob will consider that the rounding down to the lower unit is in line with the new rules. Without prejudice to the criterion of rounding upwards to the upper unit envisaged by paragraph 3 of the cited 144-undecies.1 of the Issuers' Regulation for corporate bodies formed by more than three members.

The current composition of the Company's Board of Statutory Auditors meets this criterion, applied according to the rounding-downwards interpretation provided by Consob, with one auditor from the less represented gender out of a total of three members of the Board of Statutory Auditors.

operates in the sector of tax and corporate consultancy with particular specialisation in the field of financial intermediation and he works with some trade associations (AMF Italia and AIPB) on issues of interest to industry operators. He has covered and continues to cover the role of chairman of the board of statutory auditors and standing auditor in various companies both in the financial sector (including Kairos SGR S.p.A., GAM SGR S.p.A., Ceresio SIM Spa, Global Selection SGR Spa, Eurofinleading Fiduciaria Spa) and industrial and commercial sector (including Alpiq Italia S.p.A., Philips S.p.A., Canon Italia S.p.A., Gaggia S.p.A.) and is a member of the Supervisory Body of GAMSGR S.p.A. as well as having previously covered a similar role at Unicredit S.p.A. and Banca Farmafactoring S.p.A.

Andrea Conso - Born in Turin on 22 June 1971, he graduated in law in 1995 at the University of Turin. In 2005 he began performing the legal profession, after working as an in-house lawyer in major banking groups for over ten years. In 2014 he was one of the founding partners of Annunziata&Conso. His main areas of specialisation concern corporate, commercial, banking, financial and insurance law, as well as the sectors of e-money, fintech and blockchain; all matters dealt with in the perspective of the regulation of the financial markets and with attention also to profiles of legal comparison and application of models inherent to cross-border operations. He is also director and auditor of regulated companies mainly in the banking and financial sector. He regularly speaks at conventions and on Master's courses and post-university training courses and has written numerous publications.

Andrea Serra – Born in Catania on 22 March 1988, she gained a degree in Administration, Finance and Control from the Luigi Bocconi Commercial University of Milan and is qualified to perform the profession of accountant and statutory auditor. She performs corporate and tax consultancy services at national and international level and is currently the Auditor or Statutory Auditor of several Italian companies (GBH S.p.A., Cortefin S.p.A., Immobiliare Molgora S.r.l.).

Guido Fiori - Born in Milan on 17 January 1977, he graduated from the Luigi Bocconi Commercial University of Milan and is a member of the Order of Chartered Accountants of Milan and of the Register of Auditors. Guido Fiori is currently a partner in Studio Fondi Associazione Professionale, where he provides tax and corporate consulting services, acting as advisor in capital transactions and advising new business start-ups. Mr Fiori is also an Auditor of companies operating in the financial, industrial and commercial sectors, such as Ulixes SGR S.p.A., ART SGR S.p.A., Italmondo S.p.A. and AATECH S.p.A. (EGM listed company).

During the 2023 financial year, the Board of Statutory Auditors held 14 meetings, with an average duration of approximately one hour.

In the financial year in progress, at the date of publication of this Report the Board of Statutory Auditors has met three times.

The Chairperson and/or the standing auditors also participated at meetings of the various board committees (Control and Risk Committee, Remuneration Committee, Related Parties Committee).

On 6 February 2023, the Board of Statutory Auditors (in office before the date of the Shareholders' Meeting of 20 April 2023 that appointed the new corporate bodies) carried out a self-assessment of the independence of its members pursuant to Article 148, paragraph 3 of the TUF and the combined provisions of Recommendations no. 7 and 9 of the Corporate Governance Code, also taking into account the quantitative and qualitative criteria approved by the Board of Directors on 15 July 2021 for the evaluation of independence of independent directors and similarly applicable also to the members of the Board of Statutory Auditors. At the outcome of the aforementioned checks, all members of the Board were found to be independent both in

accordance with the Consolidated Finance Law, and in accordance with the Code.

During the aforementioned meeting, the Board also carried out its self-assessment with reference to its composition, dimension and functioning, in conformity with the Rules of conduct of the board of statutory auditors of listed companies issued by the National Board of Chartered Accountants and Accounting Experts in April 2018.

Specifically, the results of the self-assessment found that:

- as regards its composition and dimension, and also based upon the curricula vitae and roles covered by its members, there are different and complementary experiences among its members;
- as regards the availability of time and resources adequate to the complexity of the assignment, based upon the number of roles covered by its members and the actions performed in the past financial year, all members have sufficient time to carry out the mandate;
- with regard to its composition, the requirements of gender laid down by the regulations in force were respected;
- with regard to its operation, there is an effective coordination with the company structures and bodies as well as satisfactory information flows between its members and the company's operating structures.

Subsequently, on 10 May 2023 the Board of Statutory Auditors, appointed by the Shareholders' Meeting by list vote on 20 April 2023, ascertained the existence of the independence requirements for its members as indicated in Article 148, paragraph 3 of the TUF and the combined provisions of Recommendations no. 7 and 9 of the Code (which, with regard to independence, recall the same criteria applicable to Directors), also taking into account, for the purposes of the aforesaid Recommendations, the quantitative and qualitative criteria approved by the Board of Directors on 20 April 2023 for assessing the independence of independent directors and similarly applicable to the members of the Board of Statutory Auditors. At the outcome of the aforementioned checks, all members of the Board were found to be independent both in accordance with the Consolidated Finance Law, and in accordance with the Code.

The assessment of independence, taking into account the criteria mentioned above, was also conducted by the Board of Statutory Auditors on 7 February 2024, which ascertained the non-existence of (i) any grounds for incompatibility pursuant to Article 148, paragraph 3, of the TUF; (ii) the presumptions of non-independence pursuant to the combined provisions of Recommendation 7 and 9 of the Corporate Governance Code.

At the outcome of the aforementioned checks, all standing members of the Board were found to be independent both in accordance with the TUF, and in accordance with the Code.

On the same day, the Board also carried out its self-assessment with reference to its composition, dimension and functioning, in conformity with the Rules of conduct of the board of statutory auditors of listed companies issued by the National Board of Chartered Accountants and Accounting Experts in December 2023.

Specifically, the results of the self-assessment found that:

- as regards its composition and dimension, and also based upon the curricula vitae and roles covered by its members, there are different and complementary experiences among its members;
- as regards the availability of time and resources adequate to the complexity of the assignment, based upon the number of roles covered by its members and the actions performed in the past financial year, all members have sufficient time to carry out the mandate;
- with regard to its composition, the requirements of gender laid down by the regulations in force were respected;
- with regard to its operation, there is an effective coordination with the company structures and bodies as well as satisfactory information flows between its members and the company's operating structures.

The Board of Statutory Auditors has always informed the Board of Directors of the checks of the requirements carried out on its members.

The Board of Statutory Auditors meets on the initiative of any one of the auditors. The Board is validly

constituted with the presence of the majority of the auditors and resolves by an absolute majority of participants. The Board of Statutory Auditors adopted rules on its operations on 4 May 2020, most recently amended on 29 August 2023, to acknowledge the updating of the Bank of Italy Regulation of 5 December 2019 "Regulation implementing Articles 4-*undecies* and 6, paragraph 1 b) and *c-bis*) of the TUF" by measure of 23 December 2022, with which the rules comply.

In relation to the remuneration of the Auditors, it is noted that the Shareholders' Meeting on 20 April 2023 established the gross annual fee of the Board of Statutory Auditors, appointed on the same date, as Euro 42,000 gross per annum for the Chairperson and Euro 30,000 gross per annum for each Standing Auditor.

The members of the Board of Statutory Auditors do not receive any form of variable remuneration or non-monetary benefit.

The Statutory Auditors are informed that if they have an interest on their own behalf or on behalf of third parties in a certain transaction of the Company they must promptly inform the other Statutory Auditors and the Chairperson of the Board about the nature, terms, origin and extent of the interest. Note that the Company has also adopted a specific policy for the management of conflicts of interest and that there are also obligations of disclosure for the Statutory Auditors in the event of interest/relations in transactions with related parties, in accordance with the provisions of the RPT Procedure.

12. RELATIONSHIPS WITH SHAREHOLDERS

Access to information

The Company has set up a specific, easily identifiable and accessible section on its website called "*Investor Relations*" (available at the following link: <https://www.equita.eu/it/investor.html>) in which information that may be of importance to the Company's shareholders is made available to enable them to exercise their rights in an informed manner.

In particular, within the aforementioned section of the website, general information is available on the activities carried out, the strategy and positioning of the Equita Group, and financial information (e.g. press releases on periodic results, financial statements and reports) and information on dividends; the section also contains all presentations discussed with the financial community, such as those relating to participation in the STAR conference promoted by Euronext / Borsa Italiana; in addition, each investor, whether institutional or retail, can contact the Company's Investor Relator directly through a dedicated e-mail address ir@equita.eu indicated in that section; these contacts, together with those of the Company's press offices, are included in each press release distributed to the financial community. Lastly, as noted in the previous paragraphs of this Report, the Company has set up an email alert system whereby content deemed most interesting to investors (press releases, financial statements, presentations) can be sent by email to all registered shareholders at the same time as publication; this email alert service is free of charge and available to all who subscribe.

The Company has appointed Mr Andrea Graziotto as its Investor Relator.

For further information, refer to the "*Investor Relations*" section of the website www.equita.eu.

Dialogue with shareholders

With reference to the **dialogue with stakeholders** and the related policy for managing the dialogue with the generality of shareholders, it should be recalled that the position taken by the Company was discussed by the Board at its meetings of 15 July 2021 and 22 February 2022 as well as during the preparation of the considerations expressed by the Board of Directors on the recommendations of the Chairperson of the Corporate Governance Committee for 2023 (22 February 2023). Specifically, to date the Board of Directors - also in the light of the so-called proportionality principle - has resolved not to adopt a policy for dialogue with

shareholders since the Company has numerous internal controls and rules, as well as a structure of ownership (whereby approximately 50% of the voting rights representing the share capital are held by managers, employees and contractors of the Group) such as to be similar to a real procedure that enables it to manage the dialogue with shareholders and to respond promptly to any needs and/or requests made by stakeholders with transparency.

In addition to the obligations required by law (e.g. publication of price-sensitive press releases, publication of the separate and consolidated financial statements, the half-yearly report and additional periodic information), the Company has also already established various methods of interaction with shareholders. In particular:

- the Company regularly participates in conferences organised by Euronext / Borsa Italiana and other specialised operators;
- the Company has a corporate broking contract with Intesa Sanpaolo and a sponsored research contract with Kepler Cheuvreux; these contracts are aimed at increasing the visibility of the Company and the Group through the publication of research by the two appointed brokers, and at improving engagement with institutional investors;
- with a view to maximum transparency, the Company publishes on its website (or on third-party platforms that are accessible free of charge) the notes and reports published by the corporate broker and the sell-side analysts who follow the stock to facilitate understanding of the investment case for all investors, including retail investors; the notes and reports published by the corporate broker are also available on the website of Borsa Italiana.
- independently and together with the aforesaid brokers, the Company organises various meetings (conference calls, specially scheduled meetings) with the financial community;
- each investor, whether institutional or retail, can directly contact the Company's Investor Relator via email (ir@equita.eu) published on the Company's website; furthermore, all contact details of the Investor Relator and of the Company's press offices are included in each press release issued to the financial community;
- the Company has set up an email alert system whereby content deemed most interesting to investors (press releases, financial statements, presentations) can be sent by email to all registered shareholders at the same time as publication; this email alert service is free of charge and available to all who subscribe.

In view of this, at its meeting of 22 February 2023, the Board of Directors - also in light of the so-called proportionality principle - confirmed its intention not to adopt a policy for dialogue with shareholders.

However, also taking into account some suggestions made by the Control and Risk Committee and the aforesaid considerations on the recommendations of the Corporate Governance Committee, the Company considered it appropriate to provide for a report to the Board of Directors, at least annually and possibly also with the support and intervention of the Investor Relator, on the activities carried out by the Company with regard to its relationship with shareholders, as well as on the main issues submitted by shareholders to the Company during the year.

To this end, at the Board meeting of 13 July 2023, the Managing Director represented to the Board that the Company, in addition to the obligations required by law (e.g. publication of price-sensitive press releases, the consolidated financial statements, the half-yearly report and additional periodic information), had, since listing, established various methods of information and interaction with shareholders, including conferences, road shows and conference calls.

Specifically, with reference to the period from 1 January 2023 to 31 December 2023, the Company participated:

- in the STAR Conference 2023, organised in Milan by Euronext - Borsa Italiana on 21 March 2023;
- in the road show organised by Intesa Sanpaolo in Milan on 14 November 2023;
- in several meetings organised by Kepler Cheuvreux in Milan from 13 to 17 November 2023.

During these meetings, the Company met with more than 25 institutional investors. The meetings were attended by the Managing Director, the Chief Financial Officer of the Group and the Investor Relator.

Moreover, since September 2022, the Company has deemed it appropriate to comment - on a half-yearly basis (i.e. on the occasion of the publication of its financial results as of 30 June and 31 December) - on the Group's consolidated performance through an open conference call, dedicated to institutional investors and analysts, in which all the aforementioned parties may participate upon registration. During 2023, such conference calls were held on 16 March 2023 (FY'22 results) and 7 September 2023 (1H'23 results).

With reference to the period from 1 January 2023 to 31 December 2023, the Company's coverage analysts wrote a total of 8 notes and reports, in addition to several email updates following the Group's results or strategic announcements.

The Company publishes on its website (or on third-party platforms accessible free of charge), in the interest of maximum transparency, such notes and reports distributed by the corporate broker and the sell-side analysts who follow the stock, with the aim of facilitating the understanding of the investment case by the entire financial community, including retail investors. The notes and reports published by the corporate broker are also available on Borsa Italiana's website, while the sponsored research published by Kepler Cheuvreux is also available to investors on Kepler Cheuvreux's proprietary platform, freely accessible upon registration.

As for the **dialogue with other relevant stakeholders**, it should be noted that the Company has always emphasized listening to its stakeholders as it believes that maintaining a constant dialogue with them over the long term is very important. The goal of stakeholder engagement is to help (i) identify opportunities and risks and (ii) maintain corporate reputation.

Among the main stakeholders, in addition to shareholders, the Company has identified customers, regulators, local communities, employees and suppliers.

With the intention of offering proactive communication and constant dialogue, Equita has developed over time a set of specific tools to better manage its relationship with different stakeholders. In particular:

- 1) with regard to customer relations, dialogue takes place as follows:
 - the Equita Group has developed a customer listening strategy over the years, defining customized initiatives and experiences to identify its customers' needs, promote interaction, personalize advice, and strengthen relationships with such stakeholders;
 - any complaints regarding the performance - by Equita SIM S.p.A. - of investment and ancillary services and - by Equita Capital SGR S.p.A. - of collective asset management services, investment services and ancillary services, can be submitted in writing to the Complaints Department, at the e-mail address reclami@equita.eu or at the headquarters of the aforementioned companies. Equita SIM and Equita Capital SGR have adopted appropriate procedures to ensure the prompt handling of customer complaints;
 - an integrated approach is adopted aimed at engaging and interacting with customers.
- 2) with regard to relations with Supervisory Authorities (Consob, Bank of Italy), over the years Equita has established a constructive relationship of effective collaboration, dealing with them in relation to a plurality of issues and, in particular, on the occasion of regulatory changes and/or corporate reorganisations.
- 3) with regard to relations with local communities, Equita Group has put in place a series of initiatives to support them, in particular through:
 - the establishment of the Equita Foundation, which was created to institutionalize all the social activities carried out over the years by the Equita Group, from initiatives to enhance the talents of young people to those supporting the community during the difficult times of the Covid-19 pandemic, from the promotion of financial education to culture;
 - site visits at the Company's registered office designed for university students, to guide their future educational and employment paths ("Equita Days") and opportunities for discussion with corporate

representatives on the occasion of job recruiting events with universities ("career days");

4) relations with employees are managed through the following channels:

- annual review with their supervisor aimed at a self-assessment of workers' performance and discussion about their growth path;
- quarterly briefing by the Managing Director to all employees when the Equita Group's financial results are published, which also includes an update regarding the company's medium- to long-term strategic business objectives;
- periodic meetings aimed at updating employees and raising their awareness about regulatory changes relevant to the Group's business, also aimed at training resources on topics of specific interest;
- constant dialogue with the Human Resources Department in order both to support employees with reference to a variety of issues (insurance coverage, flexibility, etc.) and to promote a healthy and constructive work environment;
- internal communications supported by a constantly updated corporate intranet;

finally, with reference to suppliers, Equita has established relationships centred around principles of fairness and transparency, as well as cooperation and support in the management of any problems. Ordinary interactions with these stakeholders contribute to the value chain of the Company and the Group's end customers.

13. SHAREHOLDERS' MEETINGS

The Shareholders' Meeting, both in ordinary and extraordinary session, is held at single convocation, in accordance with Article 2369, paragraph 1 of the Civil Code, but the Board of Directors may, if it identifies the opportunity and giving express indication thereof in the notice of convocation, require the shareholders' meeting (ordinary and/or extraordinary) to be held in several convocations, applying the majorities required by law for Shareholders' Meetings held in several convocations of companies with shares traded on regulated markets.

The ability to call the Shareholders' Meeting lies with the Board of Directors, without prejudice to the power of the Board of Statutory Auditors or of at least two members to call the meeting, following Article 151 of the TUF and other applicable laws and regulations.

Under Article 10 of the Articles of Association, the entitlement to attend the Shareholders' Meeting and exercise the right to vote is certified by a communication to the Company made by the intermediary authorised to keep the accounts following the law. This is based on the evidence in its accounting records about the end of the accounting day of the seventh trading day before the date set for the Shareholders' Meeting on a single call (or on first call, if any subsequent calls are indicated in the notice of call), and received by the Company within the legal terms. With regard to the provisions concerning the increase in voting rights, see Paragraph 2.4. of this Report.

Those who have the right to vote may be legally represented at the shareholders' meeting by means of a written proxy issued following the procedures provided for by the applicable laws and regulations.

The Company may designate in the notice of convocation, for each shareholders' meeting, a person to whom shareholders may grant a proxy with voting instructions on all or some of the items on the agenda, in the legal terms and methods.

On this point, note that, also in view of the health emergency caused by Covid-19, the 2020, 2021, 2022 and 2023 Shareholders' Meetings were held with the participation of the so-called "Designated Representative" to whom shareholders granted a proxy for participation and voting in the Shareholders' Meeting. The aforementioned Shareholders' Meetings were also held through the use of audio/video conferencing tools, as the Company availed itself of the powers sanctioned by Italian Decree-Law no. 18 of 2020, the provisions of which have been extended several times.

The Shareholders' Meeting may be convened outside the municipality where the registered office is located,

provided that it is in Italy.

The Shareholders' Meeting decides on matters reserved to it by law, regulations and the Articles of Association. Its resolutions, passed in accordance with the law and the Articles of Association, are binding on all Shareholders.

Without prejudice to applicable statutory and regulatory provisions, the ordinary shareholders' meeting has the authority to pass resolutions: **(1)** on the approval of the remuneration and incentive policies regarding bodies with strategic supervision, management and control functions and other personnel, as well as on the approval of the remuneration and incentive plans based on financial instruments; **(2)** on the approval of the criteria for the determination of the remuneration to be paid in the event of early termination of the employment relationship or early termination of office, including the limits set to such remuneration in terms of annual fixed remuneration and the maximum amount deriving from their application.

The Shareholders' Meeting must be assured adequate information on the remuneration and incentive policies adopted by the Company, and their implementation, as required by applicable legal and regulatory provisions.

The Shareholders' Meeting is constituted and passes resolutions with the majorities required by law.

Note that pursuant to Article 2365, paragraph 2 of the Civil Code the current Articles of Association provide for concurrent powers of the Shareholders' Meeting and the Board of Directors to adopt the following resolutions: (i) establishment or closing of secondary offices in Italy and abroad; (ii) reduction of capital following withdrawal; (iii) updating of the Articles of Association to regulatory provisions; (iv) transfer of the registered office within Italy; (v) mergers and demergers in the cases envisaged by law.

The Chairperson of the Board of Directors shall chair the Shareholders' Meeting. If the Chairperson is absent or unable to chair the Shareholders' Meeting, the meeting is chaired by the Vice-Chairperson if appointed and, in the case of more than one Vice-Chairperson, by the most senior in age of the Vice-Chairpersons present; if the Vice-Chairperson or Vice-Chairpersons are also absent or unable to chair the Shareholders' Meeting, the meeting is chaired by the Managing Director and, in the case of more than one Managing Director, by the most senior in age of the Managing Directors present. If all persons indicated above are absent or unable to attend, the Shareholders' Meeting is chaired by the person appointed by the attendees, by a majority of the votes represented at the Shareholders' Meeting.

The person chairing the Shareholders' Meeting designates the person taking the minutes. The minutes of the extraordinary shareholders' meeting must be drawn up by a Notary.

The Shareholders' Meeting has adopted a Shareholders' Meeting Regulation which regulates the following aspects:

- intervention in the Shareholders' Meeting;
- verification of legitimacy to attend the Shareholders' Meeting;
- access to premises in which the Shareholders' Meeting takes place;
- constitution of the Shareholders' Meeting and conduct of works;
- suspension and adjournment of Shareholders' Meeting;
- management of agenda, discussion and voting;
- drafting of shareholders' meeting minutes.

For further detailed information on the content of the Shareholders' Meeting Regulation, see the Regulation itself published on the website www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Shareholders' Meetings* area)

Finally, it is noted that the Shareholders' Meeting on 20 April 2023 was attended by three members of the Board of Directors then in office (Managing Director Andrea Vismara and Directors Michela Zeme and Silvia Demartini) and three members of the Board of Statutory Auditors then in office (the Chairperson of the Board of Statutory Auditors Franco Fondi and Auditors Paolo Redaelli and Laura Acquadro).

Lastly, with regard to the provisions of Recommendation 2 of the Code, note that during the 2023 financial

year the Board of Directors in office did not draw up any reasoned proposals to be submitted to the Shareholders' Meeting with respect to: (i) choices and characteristics of the corporate model; (ii) size, composition and appointment of the Board and term of office of its members; (iii) articulation of the administrative and capital rights of the shares and (iv) percentages established for the exercise of the prerogatives placed to protect minorities since these topics have been the subject of choices made in the past (e.g. corporate model, size and composition of the Board) or it was not considered necessary to elaborate proposals in this matter (e.g. percentages for the exercise of prerogatives to protect minorities) because the corporate governance system is already substantially functional to the needs of the company.

14. OTHER CORPORATE GOVERNANCE PRACTICES

The Company has not adopted any additional corporate governance practices other than those provided for by the laws and regulations.

15. CHANGES SINCE THE REPORTING DATE

Since the end of the financial year at 31 December 2023 until the date of this Report, there have been no changes in the corporate governance structure other than those indicated in the Paragraphs of this Report.

16. CONSIDERATIONS ON THE LETTER DATED 14 DECEMBER 2023 OF THE CHAIRPERSON OF THE CORPORATE GOVERNANCE COMMITTEE

The letter of the Chairperson of the Corporate Governance Committee dated 14 December 2023 was distributed to the members of the Board of Directors and Board of Statutory Auditors and most recommendations reported in that letter were discussed at the meeting on 22 February 2024.

The letter is available on the following website: <https://www.borsaitaliana.it/comitato-corporate-governance/documenti/comitato/letterapresidente-2023.pdf>

With particular reference to the areas in which issuers were urged to adhere more closely to the recommendations of Borsa's Corporate Governance Committee, the following is noted.

With reference to the recommendation regarding the **Business Plan**, it is noted that the draft 2022-2024 Strategic Plan (the "**Plan**") was shared with the Directors before the 17 March 2022 meeting, at which it was approved. The Board of Directors was directly involved in the examination and definition of the Plan, which, at this meeting, was extensively and thoroughly discussed on the basis of ad hoc presentations prepared by the Heads of each business area of the Equita Group (Investment Banking, Global Markets, Research Team, Alternative Asset Management), including the top management of the subsidiary Equita K Finance.

In addition, the Board was periodically updated on the development of the financial results in relation to the Plan. In particular, this occurred at the meetings of 15 December 2022 to approve the 2023 budget, 7 September 2023 to approve the 2023 half-yearly results, and 20 December 2023 to approve the 2024 budget.

As far as long-term value generation is concerned, the Plan and the previous 2020-2022 Plan, likewise discussed in detail and approved by the Board, always envisaged the diversification of investments, business lines (and, within the same business lines, the products offered), and revenue sources. Such diversification has always been a characteristic and strength of the Equita Group, as it is considered suitable for strengthening its resilience and creating value in the medium to long term. The Equita Group's growth strategy is therefore mainly based on strengthening in certain verticals and business segments; in recent years, this strategy has been implemented through the acquisition of companies (the acquisitions of Equita K Finance and Equita Real Estate, respectively) and business units (the purchase of Nexi's Retail Hub), as well as through the hiring of

senior professionals (the hiring of senior managers in the Investment Banking, Global Markets and Alternative Asset Management divisions, with diversified expertise and specialisations) and the involvement of external senior advisors.

These transactions and projects were brought to the attention of the Board for approval and/or periodic reporting.

Furthermore, with reference to value creation in the long term, the Company and all Group companies are committed to integrating sustainability into the definition of the company strategies and the remuneration policy. In particular:

- during the meeting of 12 September 2019, the Board of Directors of Equita Group, in order to ensure adequate coordination between the functions involved in the implementation of Sustainability controls, appointed a CSR ("Corporate Social Responsibility") Manager, in the person of the Managing Director, and set up a CSR Committee whose main functions include making proposals on the Group's environmental, social and governance strategy, and identifying the objectives to be achieved, monitoring their implementation over time;
- at its meetings of 15 December 2020 and 17 March 2022, the Board of Directors of Equita Group was submitted for approval the CSR (Corporate Social Responsibility) 2020-2022 Plan contained in the 2020-2022 Strategic Plan and the CSR (Corporate Social Responsibility) 2022-2024 Plan contained in the Plan, respectively, drawn up on the basis of the Group's CSR Strategy, the implementation of which is monitored by the Company. More specifically, the recently approved CSR plan is based on 5 macro-commitments (1. increase the satisfaction of customers and the financial community; 2. promote the well-being of employees; 3. promote the social and economic development of the community; 4. reduction of climate impacts; 5. Young 4 Future), aimed at satisfying the requirements of all of the Group's stakeholders, such as customers, employees, financial community (investors and shareholders) and local community.
- the Group's Remuneration Policy, currently adopted, was submitted for the attention and approval of the Board of Directors of Equita Group, most recently at its meeting of 16 March 2023, which contains, among the qualitative indicators to be included in the assessment of individual performances for attributing the variable share, also indicators on ESG matters, aimed at promoting the Group's sustainability strategy (i.e: *Customer satisfaction; People engagement; Talent management; Human Capital; Tone from the top on compliance culture; Sustainability strategy*).

In addition to this, the Group is also continuing to promote sustainable success through its subsidiaries. In particular, in fact, Equita Capital SGR has set up an ESG Committee (in addition to the CSR Committee set up by the Company) and has signed the "*Principles for Responsible Investments*" (UNPRI) promoted by the United Nations and adopted a Policy on sustainable investments entitled "*Responsible Investment Policy*" which describes the integration of ESG aspects into the investment process.

In addition, Equita Capital SGR and the funds it manages are implementing the provisions of Regulation (EU) 2019/2088 ("**SFDR Regulation**") in terms of investment criteria and minimum disclosure content to be produced, in accordance with the provisions of Article 8 of the SFDR Regulation.

Finally, in 2023, Equita Capital SGR set up the EQUITA Green Impact Fund ("EGIF") with the strategy of investing in renewable infrastructure such as photovoltaics, wind and biogas. With the launch of this new asset class, the Equita Group aims, inter alia, to consolidate the Group's expertise in sustainability and green investments. The initiative, in fact, is part of the broader sustainable finance project announced in 2022 by EQUITA, aimed at supporting investors, companies, entrepreneurs and client institutions with new solutions and services dedicated to the world of sustainability.

Finally, long-term value generation is pursued by the Equita Group through:

- (i) the creation of intangible value with constant brand reinforcement that contributes to the Group's visibility, not only within the financial community. This includes the promotion of initiatives such as the "*Manifesto for the Development of Capital Markets*", where Equita undertakes to promote,

- together with institutional representatives from Assonime, Borsa Italiana and Bocconi University, access to capital markets in Italy by issuing companies. The Manifesto includes ten concrete proposals concerning domestic institutional investors, financial intermediaries, the activities of supervisory authorities and taxation, and aims to promote an articulate and concrete industrial policy; and
- (ii) its focus on costs, which is an issue included in the strategy pursued by the group's management and for which the Heads of divisions are directly involved also in projects designed to make the structure more efficient. This disciplined approach to costs is also reflected in the dynamics of the Plan, which was brought to the attention of the Board at the time of its approval, with detailed examination of the evolution of personnel costs and the evolution of operating costs.

With regard to the Recommendation on **pre-meeting information**, it should be noted that the Rules of the Board of Directors, in the version submitted to the Board of Directors for its approval on 22 February 2023 and currently in force, define an appropriate deadline for sending pre-meeting information and documentation to the Board, a deadline that can be waived only and exclusively in the case of objective factual contingencies, not contemplating generic exemptions to the timeliness of information on the grounds of the confidentiality of data and information.

Section 7 of the aforementioned Rules, in fact, establishes that pre-meeting information and, in particular, the documentation and additional information in support of the decisions or of Board meeting information shall be made available to the Directors and Auditors in such a way as to preserve their confidentiality and privacy, at least 3 days before the board meeting, or - in the event of objective factual contingencies - as soon as possible before the board meeting, whilst respecting the principle of making decisions in an informed and conscious manner.

The 3-day deadline was generally adhered to, except in the case of objective factual contingencies related to the timing of data consolidation of subsidiaries, thus ensuring in any event adequate knowledge and evaluation of the items on the agenda by the directors.

Also the Rules of board committees - i.e. the Control and Risk Committee, the Remuneration Committee and the Related Parties Committee - which did not provide for any exemption allowed for confidentiality reasons, in light of the Recommendation on pre-meeting information already included in the letter from the Chairperson of the Corporate Governance Committee of 25 January 2023, were amended in the following months, setting detailed deadlines for the receipt of documents by the members of each committee.

In particular, the Rules of the Remuneration Committee and of the Control and Risk Committee establish that the Committee must be provided with appropriate information and/or documentation to support its decisions at least two days before the meeting, or - in the event of objective factual contingencies - as soon as possible before the board meeting, whilst ensuring compliance with the principle of informed and conscious decision-making and with market abuse regulations.

Finally, the Rules of the Related-Parties Committee provide that the Managing Director or the Board of Directors - possibly through the Company's Legal and Corporate Affairs Department or the company control functions - in compliance with the procedure for the management of transactions with related parties adopted by the Company, must promptly submit the transaction to the Committee's attention, providing all the information held thereby in order to allow the Committee to perform its duties, indicating - if necessary - the deadline within which the Committee must give its opinion.

With regard to the **guidelines on optimal composition**, it is recalled that Equita Group no longer meets the requirements to be qualified as a "*concentrated ownership company*" under the Corporate Governance Code as of May 2022, therefore having to comply with the Code's Recommendations for issuers other than "*concentrated ownership companies*" by 2024 - i.e. by the second financial year following the loss of such

"concentrated ownership company" status. It follows that, at the next renewal of the Board of Directors, provided the conditions for the aforementioned qualification are met, the Company will comply with Recommendation 23 of the Code regarding guidelines on optimal quantitative and qualitative composition.

As regards the **increased vote** issue, it should be noted that the recommendation does not apply to the Company, as Equita Group introduced the increased vote as early as 2018, with the adoption of its new Articles of Association on the occasion of the admission of the Company's ordinary shares to trading on the Euronext Milan Market (formerly Mercato Telematico Azionario), Euronext STAR Milan segment.

For any further information on the increased vote of Equita Group shares, please refer to the documentation available on the Company's website www.equita.eu (*Investor Relations* section, *Corporate Governance* subsection, *Increased Vote* area).

Finally, note that the aforementioned Letter from the Chairperson of the Corporate Governance Committee was examined by the Company's Control and Risk Committee at its meeting of 20 February 2024, which was also attended by the Head of the Company's Legal Affairs Department and all members of the Board of Statutory Auditors. At the meeting, the activities undertaken by the Company in relation to each recommendation referred to in the aforementioned letter from the Chairperson of the Corporate Governance Committee were highlighted. At the Board meeting held on 22 February 2024, the Board of Statutory Auditors also declared that it had examined, at the meeting of 7 February 2024, the contents and recommendations of the letter from the Chairperson of the Corporate Governance Committee dated 14 December 2023.

TABLE 1: INFORMATION ON THE OWNERSHIP STRUCTURE AT THE DATE OF THIS REPORT

SHARE CAPITAL STRUCTURE				
	No. of shares	% of SC.	Listed (indicate markets) / unlisted	Rights and obligations
Ordinary shares (under the Articles of Association, the possibility of requesting an increase in voting rights is envisaged).	51324020	100%	Q/EXM-STAR	Each ordinary share gives the right to one vote. There are, however, shares with increased vote which attribute 2 votes per share.
Preferred shares	-	-	-	-
Multiple voting shares	-	-	-	-
Other categories of shares with voting rights	-	-	-	-
Savings shares	-	-	-	-
Convertible savings shares	-	-	-	-
Other categories of shares without voting rights	-	-	-	-
Other	-	-	-	-

OTHER FINANCIAL INSTRUMENTS (giving the right to subscribe to newly issued shares)				
	Listed (indicate markets)/unlisted	No. of outstanding instruments	Category of shares for conversion/exercise	Number of shares for conversion/exercise
Convertible bonds	-	-	-	-
Warrants	-	-	-	-

MAJOR SHAREHOLDINGS AS OF THE DATE OF APPROVAL OF THIS REPORT BY THE BOARD OF DIRECTORS			
Registrant	Direct shareholder	% share of share capital	% share of voting capital
Andrea Attilio Mario Vismara	AV S.r.l.	4%	5.6%
	Andrea Attilio Mario Vismara		
Francesco Michele Marco Perilli	Francesco Michele Marco Perilli	4.2%	6.1%
Fenera Holding S.p.A.	Fenera Holding S.p.A.	4.9%	7%

TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AT THE END OF THE FINANCIAL YEAR

Role	Members	Board of Directors											
		Year of birth	Date of first appointment in Equita Group*	In office since	In office until	List (presenters)	List**	Exec .	Non-exec.	Indep. Code	Indep. TUF	No. other appointments ***	Participation ****
Chairperson	Sara Biglieri	1967	01/07/2017 ⁽¹⁾	20/04/2023	Fin. Stat. 2025	Shareholders	M	-	X	-	-	1	8/8
Managing Director *	Andrea Vismara	1965	18/09/2015 ⁽²⁾	20/04/2023	2025 Fin. Stat.	Shareholders	M	X	-	-	-	0 ⁽³⁾	8/8
Director	Stefano Lustig	1965	18/09/2015 ⁽⁴⁾	20/04/2023	Fin. Stat. 2025	Shareholders	M	X	-	-	-	0	6/6
Director	Stefania Milanese	1964	20/04/2023	20/04/2023	Fin. Stat. 2025	Shareholders	M	X	-	-	-	0 ⁽⁵⁾	6/6
Director	Michela Zeme	1969	01/07/2017 ⁽⁶⁾	20/04/2023	2025 Fin. Stat.	Shareholders	M	-	X	X	X	2	8/8
Director	Silvia Demartini	1964	07/05/2020 ⁽⁷⁾	20/04/2023	Fin. Stat. 2025	Shareholders	m	-	X	X	X	0	8/8
Director	Matteo Lunelli	1974	13/07/2023	13/07/2023	First meeting following the co-opting (i.e. 18/04/2024)	- (co-opted by the Board of Directors)	-	-	X	X	X	0	4/4
DIRECTORS LEAVING OFFICE DURING RELEVANT FINANCIAL YEAR													
Director	Francesco Perilli	1960	18/09/2015	07/05/2020 ⁽⁸⁾	20 April 2023	Shareholders	M	X	-	-	-	0	2/2
Director	Marzio Perrelli	1968	17/12/2020	17/12/2020	20 April 2023	Shareholders	-	-	X	X	X	0	2/2
Director	Paolo Colonna	1948	07/05/2020	20/04/2023	13 July 2023 ⁽⁹⁾	Shareholders	M	-	X	X	X	0	3/4

⁽¹⁾ It is recalled that Ms Biglieri was appointed as Director of Equita Group by the Shareholders' Meeting of 15 June 2017, effective as of 1 July 2017 and, at the end of her term of office, she was reappointed by the Shareholders' Meeting of 7 May 2020. In this regard, it is recalled that, following Director Perilli's resignation from the role of Chairperson of the Board of Directors, on 9 September 2021, the Board of Directors appointed Ms Biglieri as the new Chairperson of the Board of Directors. Subsequently, the Shareholders' Meeting of 20 April 2023 appointed Ms Biglieri as Director as well as Chairperson of the Board of Directors, with her term of office expiring upon approval of the financial statements for the year 2025.

⁽²⁾ It is recalled that Mr Vismara was appointed as Director of the Company upon its incorporation (at the time the company's name was "Turati 9 S.p.A.") on 18 September 2015. Subsequently, on the occasion of the approval of the merger project between Turati 9 S.p.A. and Manco S.p.A. by their respective Shareholders' Meetings, which led to the establishment of Equita Group S.p.A., Mr Vismara was appointed, on 15 June 2017, as Director of the Company and was subsequently reconfirmed on the occasion of the renewal of the corporate bodies, firstly by the Shareholders' Meeting on 7 May 2020 and, most recently, on 20 April 2023, with his office expiring upon approval of the financial statements for the year 2025. Mr Vismara has been the Managing Director of the Company since 3 July 2017.

⁽³⁾ It is recalled that Mr Vismara, within the Equita Group, is also the Chairperson of the Board of Directors of the subsidiary Equita K Finance S.p.A., as well as Managing Director of the subsidiary Equita SIM S.p.A..

⁽⁴⁾ It is recalled that Mr Lustig was appointed as Director of the Company upon its incorporation (at the time the company's name was "Turati 9 S.p.A.") on 18 September 2015. Subsequently, on the occasion of the approval of the merger project between Turati 9 S.p.A. and Manco S.p.A. by their respective Shareholders' Meetings, which led to the establishment of Equita Group S.p.A., Mr Lustig was appointed, on 15 June 2017, as Director of the Company until approval of the financial statements for the year 2019 (i.e. 7 May 2020). Mr Lustig was subsequently confirmed as Director of the Company by the Shareholders' Meeting on the occasion of the renewal of the corporate bodies on 20 April 2023, with his office expiring upon approval of the financial statements for the year 2025.

- ⁽⁵⁾ It is recalled that Ms Milanese, within the Equita Group, is also the Chairperson of the Board of Directors of the subsidiary Equita Investimenti S.p.A., as well as Director of the subsidiaries (i) Equita SIM S.p.A., (ii) Equita Capital SGR S.p.A. and (iii) Equita K Finance S.r.l..
- ⁽⁶⁾ It is recalled that Ms Zeme was appointed as Director of Equita Group by the Shareholders' Meeting of 15 June 2017, effective as of 1 July 2017 and, at the end of her term of office, she was reappointed by the Shareholders' Meeting of 7 May 2020. Subsequently, the Shareholders' Meeting of 20 April 2023 appointed Ms Zeme as Director, with her term of office expiring upon approval of the financial statements for the year 2025.
- ⁽⁷⁾ It is recalled that Ms Demartini was appointed as Director of Equita Group by the Shareholders' Meeting of 7 May 2020 and was subsequently reconfirmed as Director by the Shareholders' Meeting of 20 April 2023, with her term of office expiring upon approval of the financial statements for the year 2025.
- ⁽⁸⁾ It is recalled that Mr Perilli was appointed as Director of the Company upon its incorporation (at the time the company's name was "Turati 9 S.p.A.") on 18 September 2015. Subsequently, on the occasion of the approval of the merger project between Turati 9 S.p.A. and Manco S.p.A. by their respective Shareholders' Meetings, which led to the establishment of Equita Group S.p.A., Mr Perilli was appointed, on 15 June 2017, as Director of the Company and was subsequently reconfirmed on the occasion of the renewal of the corporate bodies by the Shareholders' Meeting on 7 May 2020. He ceased to hold office upon approval of the financial statements for the year 2022 (*i.e.* on 20 April 2023).
- ⁽⁹⁾ It is recalled that Mr Colonna, who was appointed by the Shareholders' Meeting of 7 May 2020 and reconfirmed, on the occasion of the renewal of the corporate bodies, by the Shareholders' Meeting of 20 April 2023, resigned as a Director of the Company on 13 July, as better explained in this report.

Number of meetings held during financial year 2023: 8

Quorum required in 2023 for the submission of lists by minorities for the election of one or more members: 4.5%

NOTES

The symbols indicated below must be inserted in the column "Role":

- *This symbol indicates the director in charge of the internal control and risk management system.*
 - ❖ *This symbol indicates the main person responsible for managing the issuer (Managing Director or CEO).*
 - *This symbol indicates the Lead Independent Director (LID).*
- * * First appointment date of each director means the date on which the director was appointed for the first time (in absolute terms) in the Issuer's BoD.*
- ** This column indicates the list from which each director was taken ("M": majority list; "m": minority list; "BoD": list submitted by the BoD).*
- *** This column indicates the number of assignments of director or auditor covered by the interested party in other listed companies or those of significant size.*
- **** This column indicates the attendance of the directors at BoD meetings and the committees (indicates the number of meetings they attended compared to the total of meetings they could have attended; e.g. 6/8; 8/8 etc.).*

TABLE 3: STRUCTURE OF THE BOARD COMMITTEES AT THE END OF THE FINANCIAL YEAR

Position/Qualification	Members	Executive Committee		Related Parties Committee		Control and Risk Committee		Remuneration Committee		Appointments Committee	
		-	-	0/0	M	7/8	M	-	-	-	-
Chairperson of the Board of Directors	Sara Biglieri	-	-	0/0	M	7/8	M	-	-	-	-
Managing Director	Andrea Vismara	-	-	-	-	-	-	-	-	-	-
Executive Director	Stefano Lustig	-	-	-	-	-	-	-	-	-	-
Executive Director	Stefania Milanese	-	-	-	-	-	-	-	-	-	-
Independent director (TUF and Code)	Michela Zeme	-	-	-	-	8/8	C	3/3	M	-	-
Independent director (TUF and Code)	Silvia Demartini	-	-	0/0	M	8/8	M	3/3	C	-	-
Independent director (TUF and Code)	Matteo Lunelli	-	-	0/0	C	-	-	0/0	M	-	-
DIRECTORS LEAVING OFFICE DURING RELEVANT FINANCIAL YEAR											
Executive Director	Francesco Perilli	-	-	-	-	-	-	-	-	-	-
Independent director (TUF and Code)	Marzio Perrelli	-	-	0/0	M	-	-	-	-	-	-
Independent director (TUF and Code)	Paolo Colonna	-	-	0/0	M	-	-	2/3	C	-	-

C = Committee Chair

M = Committee member

TABLE 4: STRUCTURE OF THE BOARD OF AUDITORS

Role	Members	Year of birth	Date of first appointment in Equita Group *	In office since	In office until	List**	Indep. Code	Attendance at Board meetings***	No. other appointments****
Chairperson	Franco Guido Roberto Fondi	1952	25/01/2018 ⁽¹⁾ as Chairperson of the Board of Statutory Auditors	20/04/2023	Fin. 2025	m	X	14/14	15
Statutory auditor	Andrea Conso	1971	7/05/2020 ⁽²⁾ as Alternate Auditor	20/04/2023	Fin. 2025	M	X	9/9	5
Statutory auditor	Andrea Serra	1988	20/04/2023 as Alternate Auditor	28/06/2023 ⁽³⁾	First meeting following the takeover (<i>i.e.</i> 18/04/2024)	M	X	4/4	4
Alternate auditor	Guido Fiori	1977	20/04/2023	20/04/2023	Fin. 2025	M	-	-	20
Alternate auditor ⁽⁴⁾	-	-	-	-	-	-	-	-	-
AUDITORS LEAVING BOARD DURING RELEVANT FINANCIAL YEAR									
Statutory auditor	Paolo Redaelli	1971	21/09/2015 as Standing Auditor	07/05/2020	20/04/2023	M	X	5/5	18 ⁽⁵⁾
Statutory auditor	Laura Acquadro	1967	1/07/2017 as Standing Auditor ⁽⁶⁾	20/04/2023	28/06/2023	M	X	10/10	26 ⁽⁷⁾

⁽¹⁾ It is specified that the Chairperson of the Board of Statutory Auditors Franco Fondi ceased to hold office on 7 May 2020 and, on the same date, was re-appointed by the Shareholders' Meeting, by list vote, until the Shareholders' Meeting called to approve the 2022 financial statements, *i.e.* 20 April 2023, when he was once again confirmed by the Shareholders' Meeting of Equita until the approval of the 2025 financial statements.

⁽²⁾ It is specified that Standing Auditor Andrea Conso ceased to hold office as Alternate Auditor on 20 April 2023 and, on the same date, was appointed as Standing Auditor by the Shareholders' Meeting, by list vote, until the approval of the 2025 financial statements.

⁽³⁾ It is specified that Standing Auditor Andrea Serra was appointed by the Shareholders' Meeting as Alternate Auditor on 20 April 2023 and, following the resignation of Ms Laura Acquadro, took over the latter's position as Standing Auditor until the first Shareholders' Meeting following the takeover (*i.e.* the Shareholders' Meeting scheduled to be held on 18 April 2024).

⁽⁴⁾ It is specified that, in view of notes (3) and (6), currently - and until the next Shareholders' Meeting (scheduled to be held on 18 April 2024) - the Board of Statutory Auditors has not yet been supplemented with a new alternate auditor.

⁽⁵⁾ It is specified that the reported number refers to offices held in 2023, until the date of termination of office (*i.e.* 20 April 2023).

⁽⁶⁾ It is specified that Ms Laura Acquadro ceased to hold office on 20 April 2023 and was re-appointed, on the same date, as Standing Auditor of the Company by the Shareholders' Meeting. Ms Acquadro subsequently resigned, effective as of 28 June 2023, as represented in Paragraph 11.2 of this Report.

⁽⁷⁾ It is specified that the reported number refers to offices held in 2023, until the date of termination of office (*i.e.* 28 June 2023).

Number of meetings held during relevant financial year: 14

Quorum required in 2023 for list submission by minorities for the election of one or more members (under Art. 147-ter TUF): 4.5%.

NOTES

* * Date of first appointment of each auditor means the date on which the auditor was appointed for the first time (in absolute terms) in the issuer's Board of Statutory Auditors.

** This column indicates the list from which each auditor was taken ("M": majority list; "m": minority list).

*** This column indicates the attendance of the auditors at Board of Auditors meetings (indicates the number of meetings they attended compared to the number of meetings they could have attended; e.g.. 6/8; 8/8 etc.).

****This column indicates assignments as director or auditor covered by the interested party following Art. 148(2) of the TUF and the respective implementing provisions contained in Consob Issuers' Regulation. The complete list of assignments is published by Consob on its internet website following Art. 144, point 15, of Consob Issuers' Regulation.