



First item on the agenda

Approval of the separate financial statements as at December 31, 2023, complete with the reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the 2023 consolidated financial statements. Presentation of the 2023 Sustainability Report - Consolidated Non-Financial Statement prepared in accordance with Italian Legislative Decree no. 254/2016. Allocation of the profit for the year and distribution of the dividend. Related and consequent resolutions.

Shareholders,

You have been called to this Shareholders' Meeting to approve the financial statements of your Company as at December 31, 2023, which show a profit of Euro 22,164,788.00.

In this regard, the Board of Directors of your Company proposes the allocation of this profit as follows:

- i. Euro 1,108,240.00 to the legal reserve;
- ii. Euro 10,898,930.20 to the extraordinary reserve; and
- iii. with regard to the remaining amount of Euro 10,157,617.80, equal to 45.83% of the profit, to be allocated to the Company's shareholders as a dividend, and therefore for a unit amount of Euro 0.60 (excluding the 753,137 own shares held in the Company's portfolio), with an ex-dividend date (ex date) of May 13, 2024, the date of entitlement to payment, pursuant to Article 83-terdecies of Italian Legislative Decree no. 58/1998, as amended ("**Consolidated Law on Finance**"), (record date) of May 14, 2024 and date for payment of the dividend of May 15, 2024.

The Annual Financial Report of Orsero S.p.A. as at December 31, 2023, comprising the draft separate financial statements, the consolidated financial statements as at December 31, 2023 and the report on operations, as well as the report of the Board of Statutory Auditors and the Independent Auditors, will be published within the terms of law on the Company's website www.orserogroup.it ("Governance/Shareholders' Meeting" section), and on the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com) and is also available at the registered office, pursuant to Art. 154-ter of the Consolidated Law on Finance. Reference is made to this Annual Financial Report for the purposes of the resolution which you have been called to make.

Published along with the Annual Financial Report, through the methods outlined above, are (i) the Group's 2023 Sustainability Report - Consolidated Non-Financial Statement pursuant to Articles 3 and 4 of Italian Legislative Decree no. 254/2016 and the certificates and reports envisaged by law, and (ii) the Report on Corporate Governance and Ownership Structures, pursuant to Art. 123-bis of the Consolidated Law on Finance.

The Shareholders are therefore invited to make the following resolution:

"The Ordinary Shareholders' Meeting of Orsero S.p.A.,

- *given the Directors' Report by the Board of Directors of Orsero S.p.A.;*
- *having acknowledged the Orsero S.p.A. Board of Statutory Auditors' Report drawn up in accordance with Art. 2429 of the Italian Civil Code and Art. 153 of Italian Legislative Decree no. 58/1999 as amended;*

- having acknowledged the Independent Auditor's Report by KPMG S.p.A., drawn up pursuant to Articles 14 and 16 of Italian Legislative Decree no. 39/2010 as amended;
- given the Report by the Board of Directors of Orsero S.p.A. on the performance of operations;
- having examined the separate and consolidated financial statements of Orsero S.p.A. as at December 31, 2023;
- given the Consolidated Non-Financial Statement and the relative Report by Deloitte & Touche S.p.A., as the entity authorized to conduct the audit, specifically appointed by Orsero S.p.A. pursuant to Articles 3 and 4 of Italian Legislative Decree no. 254/2016;
- given the Report on Corporate Governance and Ownership Structures drawn up by the Board of Directors in accordance with Art. 123-bis of Italian Legislative Decree no. no. 58/1998 as amended;

resolves

- to approve the separate financial statements of Orsero S.p.A. for the year ended December 31, 2023, as proposed and illustrated by the Board of Directors, which show a profit for the year of Euro 22,164,788.00, in addition to the Report by the Board of Directors on the performance of operations, with respect to all of their parts and results and
- to approve the allocation of the profit for the year of Euro 22,164,788.00 as follows:
 - (i) Euro 1,108,240.00 to the legal reserve;
 - (ii) Euro 10,898,930.20 to the extraordinary reserve; and
 - (iii) the remaining amount of Euro 10,157,617.80 as a dividend to be distributed to shareholders, therefore, in the amount of Euro 0.60 per eligible share, with an ex-dividend date (the ex-date) of May 13, 2024, a date of entitlement to payment pursuant to Article 83-terdecies of Italian Legislative Decree no. no. 58/1998 as amended (record date) of May 14, 2024 and a date for payment of the dividend of May 15], 2024; and
- to grant the Board of Directors, and on its behalf its Chairman, Deputy Chairman and Chief Executive Officer, severally and with the power to sub-delegate, all necessary or appropriate powers, none excluded, to implement this resolution.

The Shareholders' Meeting also acknowledges that the consolidated financial statements of Orsero S.p.A. as at December 31, 2023 show an operating profit of Euro 48,129 thousand, of which Euro 47,276 pertaining to the Group.

Milan, March 13, 2024

On behalf of the Board of Directors

The Chairman
Paolo Prudenziotti

