



**GRUPPO
ORSERO**

Item 1 on the agenda of the Ordinary Shareholders' Meeting

Approval of the Financial Statements as of December 31, 2024, Integrated Annual Report as of December 31, 2024, Reports of the Directors, Board of Statutory Auditors, and Independent Auditors. Presentation of the 2024 consolidated financial statements. 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, 2024, which show a profit of Euro 13,434,948.

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

- (i) Euro 671,750 to the legal reserve;
- (ii) Euro 4,388,876.50 to the extraordinary reserve; and
- (iii) with regard to the remaining amount of Euro 8,424,321.50, equal to 62.70% of the profit, to be allocated to the Company's shareholders as a dividend, and therefore for a unit amount of Euro 8,424,321.50 (excluding the 833,857 own shares held in the Company's portfolio), with an ex-dividend date (ex date) of May 12, 2025, 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 13, 2025 and date for payment of the dividend of May 14, 2025.

The annual financial report of Orsero S.p.A. as of December 31, 2024, including the draft annual financial statements, the consolidated financial statements as of December 31, 2024 and the report on operations (which includes the consolidated sustainability report as of December 31, 2024 pursuant to article 4 of Italian Legislative Decree 125/2024, accompanied by the Auditing Company's report pursuant to Article 14-bis of Legislative Decree 39/2010, as amended and supplemented), as well as the report of the Board of Statutory Auditors and the Independent Auditors, will be published 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.

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;*
- *having regard to the Report of the Board of Directors of Orsero S.p.A. on operating performance, including the consolidated sustainability report as of December 31, 2024 pursuant to Art. 4 of*

Legislative Decree 125/2024, accompanied by the Auditing report by KPMG S.p.A. pursuant to Article 14-bis of Legislative Decree no. 39/2010 as amended;

- having examined the separate and consolidated financial statements of Orsero S.p.A. as at December 31, 2024;
- 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. 58/1998 as amended;

resolves

- to approve the separate financial statements of Orsero S.p.A. for the year ended December 31, 2024, as proposed and illustrated by the Board of Directors, which show a profit for the year of Euro 13,434,948.00, with respect to all of their parts and results and
- to approve the allocation of the profit for the year of Euro 13,434,948.00 as follows:
 - o Euro 671,750 to the legal reserve;
 - o Euro 4,388,876.50 to the extraordinary reserve; and
 - o with regard to the remaining amount of Euro 8,424,321.50, equal to 62.70% of the profit, to be allocated to the Company's shareholders as a dividend, and therefore for a unit amount of Euro 8,424,321.50 (excluding the 833,857 own shares held in the Company's portfolio), with an ex-dividend date (ex date) of May 12, 2025, the date of entitlement to payment, pursuant to Article 83-terdecies of Italian Legislative Decree no. 58/1998, as amended, (Consolidated Law on Finance, or "TUF") (record date) of May 13, 2025 and date for payment of the dividend of May 14, 2025.
- 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, 2024 show an operating profit of Euro 31,509 thousand, of which Euro 26,805 thousand pertaining to the Group."

Milan, March 26, 2025

On behalf of the Board of Directors

The Chairman
Paolo Prudenziati