

DIRECTORS' REPORT ON THE FIRST ITEM ON THE AGENDA

(ordinary part)

***for the Ordinary and Extraordinary Shareholders' Meeting
of EQUITA Group S.p.A.
29 April 2025***

The EQUITA logo, consisting of a stylized icon of three horizontal bars of varying lengths on the left, followed by the word "EQUITA" in a bold, blue, sans-serif font.

(report published on 28 March 2025)

(Courtesy Translation)

(courtesy translation)

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Item 1 on the Agenda – ordinary part

1. Financial Statements at 31 December 2024:

1.1 Approval of the Financial Statements at 31 December 2024. Presentation of the Consolidated Financial Statements at 31 December 2024.

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

Dear Shareholders,

the Annual Report of EQUITA Group S.p.A. ("**EQUITA**" or the "**Company**") relating to the 2024 financial year - containing the Report of the Board of Directors on operations, the Financial Statements of EQUITA and the Consolidated Financial Statements of the EQUITA Group at 31 December 2024, and the certification indicated in Article 154-bis(5) of Italian Legislative Decree No. 58 of 1998 ("**Consolidated Finance Law**") - together with the Report of the Auditing Company and the Report of the Board of Statutory Auditors, are made available to the public at the Company's registered office in Via Filippo Turati 9, Milan (MI), 20121 - Italy, on the Company website www.equita.eu (*Investor Relations section - Shareholders' Meetings area*) and on the authorised eMarket Storage mechanism www.emarketstorage.it.

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

1. with reference to item 1.1 on the Agenda, EQUITA's Financial Statements at 31 December 2024 - accompanied by the Report of the Board of Directors on operations, the Report of the Board of Statutory Auditors and the Report of the Auditing Firm - which closes with a profit of **€16,980,231.96**;
2. with reference to item 1.2 on the Agenda, the proposal to:
 - allocate to the legal reserve **€58,253**;
 - Allocate to the dividend the remaining portion of the 2024 financial year profits, equal to **€16,921,979**, using the 2024 financial year net profits;
 - distribute a unit dividend of **€0.35** for each outstanding ordinary share, excluding treasury shares and including those ordinary shares which will presumably be issued under the EQUITA Group incentive plans, for an estimated maximum total amount of **€17,665,244**, using the aforementioned remaining portion of the 2024 financial year profit of **€16,921,979** and, for the difference, the reserves of previous profits;
 - pay the above-mentioned dividend in **two tranches** respectively of (i) **€0.20** per share, which will be paid in May 2025 for an estimated maximum total amount of **€10,094,425**, and (ii) **€0.15** per share, which will be paid in November 2025, for an estimated maximum total amount of **€7,570,819**;

(courtesy translation)

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- approve **19 May 2025** as the ex-dividend date for the first tranche, with payment date on **21 May 2025** and payment record date on **20 May 2025**;
- approve **17 November 2025** as the ex-dividend date for the second tranche, with payment date on **19 November 2025** and payment record date on **18 November 2025**;
- grant to the Chairman of the Board of Directors and to the CEO, severally, every power, with the right of sub-delegation, to complete the legislative and regulatory fulfilments consequent to the resolutions adopted.

**The Board of Directors of
EQUITA Group S.p.A.**