DIRECTORS' REPORT

ON THE FOURTH ITEM ON THE AGENDA

(ordinary part)

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

(report published on 28 March 2025)

(Courtesy Translation)

Item 4 on the Agenda – ordinary part

4. Amendments to the incentive plan based on financial instruments named "*EQUITA Group 2022–2025 Phantom Share Plan*".

Dear Shareholders,

The Board of Directors submits for your approval certain amendments to the incentive plan based on financial instruments named the "EQUITA Group 2022–2025 Phantom Share Plan" (the "**2022–2025 Plan**"), approved by the Shareholders' Meeting on 22 April 2022 pursuant to Article 114-bis of Legislative Decree No. 58/1998 ("**TUF**").

The 2022–2025 Plan, in light of its beneficiaries, qualifies as a "plan of particular relevance", as it targets the senior management of the EQUITA Group (the "**Group**"), namely: (i) the Chief Executive Officers of the Company and of other Group companies (including where they are not employees of the Group), and (ii) other employees or collaborators of the Group who hold positions of responsibility and are capable of influencing the Company's performance. The purpose of the 2022–2025 Plan is to incentivise senior management to achieve specific revenue and performance targets.

The proposed amendments to the 2022–2025 Plan were approved by the Company's Board of Directors on 25 March 2025, upon the proposal of the Remuneration Committee.

The main proposed amendments to the 2022–2025 Plan are as follows:

a) to introduce a distinction between (i) the "**initial grant date**" of the phantom shares, being the date in 2022 on which the Board of Directors determined the number of phantom shares to be allocated to each beneficiary; (ii) the "**final grant date**", being the date in 2025 (or in 2026, should the Board decide to extend the performance target observation period from 1 April 2025 to 31 December 2025) on which, based on the level of achievement of the performance targets, the Board determines the final number of phantom shares to be allocated to each beneficiary—which may be equal to, greater than, or less than (or even zero, in case of non-achievement of the targets) the number initially granted on the initial grant date; and (iii) the "**vesting date**", being the date following the final grant date, on which, after any applicable deferral period, the phantom shares are effectively vested in the beneficiary;

b) to introduce the concept of "**deferral period**", being the time period starting from the final grant date, after which the phantom shares (or the underlying shares) are vested in the beneficiary;

c) to revise the definition of "**final reference price**" and introduce the concept of "**adjusted distributed dividends**" within the definition of "Total Shareholders Return" (TSR), which is the metric used to measure performance targets, so as to ensure correct TSR application in the event of an extension of the observation period from 1 April 2025 to 31 December 2025;

d) to expand the powers of the Board of Directors by allowing it—where shares are granted to beneficiaries (in whole or in part) in lieu of the cash bonus arising from phantom shares—to arrange, upon the beneficiary's request, the sale of a portion of such shares at the time of their transfer to the beneficiary, to cover the tax obligations borne by the latter as a result of the share award (so-called "sell-to-cover" mechanism). Where the shares are subject to a "**lock-up period**", the Company may transfer title to the beneficiary and carry out the above-mentioned sell-to-cover only after the end of such lock-up period, in accordance with the provisions of the 2022–2025 Plan regulations;

e) to further clarify—also in light of the amendments under item (a) above—the consequences of termination of the management, employment or collaboration relationship between the beneficiary and the Company and/or another Group company.

As for the rationale behind the proposed amendments, the primary objective is to better distinguish the accrual period from the deferral period for phantom shares, by introducing the so-called "deferral period", in compliance with the applicable regulatory framework, and in particular with Annex 5 to the Regulation implementing Articles 4-undecies and 6, paragraph 1, letters b) and c-bis) of the TUF, adopted by the Bank of Italy on 5 December 2019, as subsequently amended.

Moreover, the amendments that provide the Board of Directors with discretion to grant phantom shares to beneficiaries whose relationship has ended are aimed at safeguarding the purpose of the plan itself, taking into account the actual contribution of the beneficiary to the Group's performance.

The updated information document, which includes the proposed amendments to the 2022–2025 Plan and has been prepared pursuant to Article 84-bis and Schedule 7 of Annex 3A to the CONSOB Issuers' Regulation, is available to the public at the Company's registered office in Milan, Via Filippo Turati no. 9, on the Company's website (www.equita.eu, section "Investor Relations" – "Corporate Documents"), and on the authorised storage mechanism eMarket Storage (www.emarketstorage.com).

In light of the above, the Shareholders' Meeting is invited, based on this explanatory report of the Board of Directors prepared pursuant to Article 125-ter of the TUF and the aforementioned information document, to:

- approve, pursuant to and for the purposes of Article 114-bis of the TUF, the amendments to the 2022–2025 Plan as outlined in the updated information document, with all other terms and conditions of the Plan remaining unchanged;
- without prejudice to the powers already granted by the Shareholders' Meeting on 22 April 2022, grant authority to the Board of Directors—with power of sub-delegation—to amend the 2022–2025 Plan regulations as provided for in the updated information document, and to take any action necessary or appropriate to implement the 2022–2025 Plan, including, without limitation, the powers described in paragraphs 3.1 and 4.8 of the information document;

- grant the Chairman of the Board of Directors and the Chief Executive Officer, acting severally and with power of sub-delegation, all powers necessary to fulfil the legislative and regulatory obligations arising from the resolutions adopted.

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