

DIRECTORS' REPORT ON THE SIXTH ITEM ON THE AGENDA

(ordinary part)

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

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(report published on 29 March 2025)

(Courtesy Translation)

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Item 6 on the Agenda – ordinary part

6. Assignment of a new mandate to the audit firm Ernst & Young S.p.A. for the limited review of the Sustainability Reporting prepared under Directive 2022/2464/EU (“CSRD”) for the EQUITA Group for the financial years 2025–2027. Determination of the related compensation.

Dear Shareholders,

this explanatory report (the “**Report**”) is provided pursuant to Article 125-ter of Legislative Decree of 24 February 1998, No. 58, as subsequently amended and supplemented (the “**TUF - Italian Consolidated Law on Finance**”) and Article 84-ter of the Consob regulation adopted by resolution No. 11971 of 14 May 1999, as subsequently amended and supplemented, with reference to the sixth item on the agenda of the shareholders’ meeting of EQUITA Group S.p.A. (the “**Company**” or the “**EQUITA Group**”), convened for 29 April 2025, concerning the assignment of a new mandate to the audit firm Ernst & Young S.p.A. for the limited review of the Sustainability Reporting prepared pursuant to Directive 2022/2464/EU (“CSRD”) of the EQUITA Group for the financial years 2025–2027.

This Report is made 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 (Investor Relations section, Shareholders’ Meetings area) and on the authorised eMarket Storage mechanism (www.emarketstorage.com).

GLOSSARY

In this Report, the meaning of terms indicated in capital letters is as follows:

Shareholders’ Meeting: the ordinary and extraordinary meeting of the shareholders of the Company;

Board of Statutory Auditors: the oversight body of the Company;

Board of Directors: the Company’s Board of Directors;

MEF Decree 261/2012: Ministerial Decree No. 261 of 28 December 2012 containing the “*Regulation concerning the cases and modalities of revocation, resignation and consensual termination of the statutory audit engagement, in implementation of Article 13, paragraph 4, of Legislative Decree No. 39 of 27 January 2010*”;

Legislative Decree No. 39/2010: Legislative Decree No. 29 of 27 January 2010 containing “*Implementation of Directive 2006/43/EC on statutory audit of annual accounts and consolidated accounts, amending Directives 78/660/EEC and 83/349/EEC and repealing Directive 84/253/EEC*”;

Report: this report prepared pursuant to Article 125-ter of the TUF;

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Website: the Company's website, available at www.equita.eu;

Company or EQUITA Group: EQUITA Group S.p.A., with head office in Milan, Via Filippo Turati no. 9, Milan-Monza-Brianza-Lodi Companies' Register, Tax Code and VAT No. 09204170964.

TUF: Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented.

With reference to the sixth item on the agenda of the ordinary session, we remind you that you are called to resolve on the assignment of a new mandate to the statutory auditor Ernst & Young S.p.A. (hereinafter also "**EY**") – to whom the Shareholders' Meeting had already granted, on 20 April 2023, the statutory audit engagement for the financial years 2023–2031 – for the limited **review** on the EQUITA Group consolidated Sustainability Reporting for the financial years 2025–2027, to be prepared in accordance with Directive 2022/2464/EU, as well as on the determination of the related fee.

In this regard, it should be noted that, based on the available information and the regulatory framework currently in force, EQUITA Group falls within the scope of application of Directive 2022/2464/EU (the "Corporate Sustainability Reporting Directive", hereinafter also the "**Directive**" or "**CSRD**") and its transposition into Italian law (Legislative Decree No. 125/2024, hereinafter also the "**Decree**"). The CSRD replaces the reporting requirements set out by Directive 2014/95/EU (Non-Financial Reporting Directive – NFRD), transposed in Italy by Legislative Decree No. 254/2016, and introduces a specific section within the Management Report accompanying the Consolidated Financial Statements, containing the sustainability disclosure, which will be subject to limited review by a statutory auditor.

More specifically, the Company will be required to prepare the consolidated Sustainability Reporting starting from the financial year ending on 31 December 2025, pursuant to Article 17, paragraph 1, letter b), number 1) of the Decree, as it qualifies as a large undertaking other than those referred to in paragraph 1, letter a), number 1) of the same Article 17¹.

Pursuant to Article 13, paragraph 2-ter, of Legislative Decree No. 39/2010, the Shareholders' Meeting, acting on a the reasoned proposal from the supervisory body, shall assign the mandate for the

¹ More precisely, EQUITA Group is qualified as a "large undertaking" pursuant to Article 1, paragraph 1, letter n) of the Decree, having exceeded, for two consecutive financial years, two of the three thresholds set out in the same paragraph. As of 31 December 2024, the Group reported consolidated total assets of approximately €339 million and net revenues from sales and services of approximately €79 million. The Company also qualifies as a "public-interest entity" pursuant to Article 16, paragraph 1, of Legislative Decree No. 39 of 27 January 2010.

However, it is considered a large undertaking other than those referred to in Article 17, paragraph 1, letter a), number 1) of the Decree and is therefore not required to prepare Sustainability Reporting for the financial year ending on 31 December 2024, as it had an average number of 195 employees during the year, thus not exceeding the threshold of 500 employees which would have triggered the obligation to report as of 1 January 2024.

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assurance of compliance of the consolidated Sustainability Reporting and shall determine the fee due to the sustainability auditor or the statutory audit firm for the entire duration of the mandate, as well as any criteria for adjusting such fee during the term of the engagement. The engagement shall have a duration of three financial years and shall expire on the date of the Shareholders' Meeting called to approve the financial statements relating to the third year of the engagement. It should be noted that, pursuant to Article 8, paragraph 2, of the Decree, the same statutory auditor appointed for the statutory audit of the financial statements may also be appointed as the sustainability auditor.

In light of the above, EY has submitted its proposal for the financial years 2025–2027, relating to the limited review of the Group's consolidated Sustainability Reporting pursuant to the Directive and the Decree.

Following the submission of EY's proposal, the Board of Statutory Auditors prepared its own reasoned proposal and submitted it to the Shareholders' Meeting.

As indicated in the aforementioned reasoned proposal, the Board of Statutory Auditors invited the Shareholders to assign to EY the engagement, for the financial years 2025–2027, for the limited review of the EQUITA Group's consolidated Sustainability Reporting to be prepared in accordance with the Directive and the Decree.

It should be noted that the relevant regulatory framework is still evolving. In particular, the legislative process concerning the ESRS reporting standards, the assurance standards, and the tagging requirements is still underway, given that the Sustainability Reporting will be required to be prepared in the electronic format (ESEF).

Moreover, on 26 February 2025, the European Commission issued the first Omnibus package, which includes proposals aimed at simplifying the regulations on Sustainability Reporting, including the EU Taxonomy and the CSRD. The current legislation (in particular, the CSRD) will remain in force until such time as the new European directives are definitively approved and transposed into the Italian legal system.

It is therefore appropriate that, should EQUITA Group, as a result of regulatory developments following the above-mentioned Omnibus package, no longer be subject to the mandatory Sustainability Reporting requirements, the engagement covered by the proposal shall automatically terminate. For this reason, a specific termination clause has been negotiated with EY and included in the agreement governing the engagement.

As previously mentioned, in addition to assigning the mandate for the assurance of compliance of the consolidated Sustainability Reporting, the Shareholders' Meeting is also required to determine the fee payable to EY for the entire duration of the engagement, as well as any criteria for its

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adjustment during the term of the engagement. In this regard, reference is made to the contents of the reasoned proposal of the Board of Statutory Auditors attached to this Report.

In light of the above, having examined the illustrative report of the Board of Directors, prepared pursuant to Article 125-ter of TUF, and Article 84-ter of the Consob regulation adopted by resolution No. 11971 of 14 May 1999, as amended and supplemented, having acknowledged the reasoned proposal submitted by the Board of Statutory Auditors, regarding the assignment to EY of the limited review on the EQUITA Group consolidated Sustainability Reporting for the financial years 2025–2027, the Shareholders' Meeting will be called upon to:

1. to approve the proposal submitted by the Board of Statutory Auditors, under the terms and conditions set out therein, whereby the Board of Statutory Auditors invited the Shareholders to assign a new mandate to the statutory auditor EY for the limited review of the EQUITA Group consolidated Sustainability Reporting for the financial years 2025–2027, to be prepared within the framework of the CSRD, under the terms and conditions indicated in the contractual proposal submitted by EY, as set out in the aforementioned reasoned proposal of the Board of Statutory Auditors, including the fee payable to EY and the inclusion of a termination clause whereby the mandate shall be deemed automatically terminated should EQUITA Group, as a result of regulatory developments, including those possibly arising from the aforementioned first Omnibus package, no longer be subject to mandatory Sustainability Reporting requirements;
2. mandate the Board of Directors, and on its behalf the Chief Executive Officer in office, to perform the acts necessary to finalise the conferment of the assignment, as well as, with the right to sub-delegate, to perform the inherent and consequent tasks;
3. grant the Board of Directors, and on its behalf the Chief Executive Officer, all powers necessary to execute these resolutions, including the completion of any related formalities and, in general, to provide for all that is necessary for the complete execution of the resolutions, with any and all powers necessary and appropriate for this purpose, none excluded and excepted.

THE EQUITA GROUP S.P.A. BOARD OF DIRECTORS