

SARAS SpA

**BOARD OF DIRECTORS' REPORT ON THE ITEMS ON THE AGENDA IN ACCORDANCE
WITH ARTICLE 125-ter OF ITALIAN LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998**

Dear Shareholders,

With notice of call dated 20 March 2024, you have been called to take part in the Ordinary Shareholders' Meeting in Milan, at the office of Notary Luca Barassi in Viale Piave No. 17, on 29 April 2024, at 10:00 a.m., on first call, and, if necessary, on 30 April 2024, at the same time and place, on second call, to discuss and resolve on the following

AGENDA

1) Financial Statements as at 31 December 2023:

1.1) Approval of the financial statements as at 31 December 2023, presentation of the consolidated financial statements as at 31 December 2023 and the consolidated non-financial statement pursuant to Legislative Decree No. 254 of 30 December 2016 - Sustainability Report;

1.2) Resolutions on the results of the financial year and distribution of the dividend.

2) Appointment of the members of the Board of Statutory Auditors for the financial years 2024-2026:

2.1) appointment of the Board members;

2.2) appointment of the Chair.

2.3) determination of the remuneration.

3) Report on the remuneration policy and compensation paid pursuant to Article 123-ter, paragraphs 3-bis and 6 of Italian Legislative Decree No. 58 of 24 February 1998:

3.1) binding resolution on the first section concerning the remuneration policy prepared pursuant to Article 123-ter, paragraph 3 of Italian Legislative Decree No. 58 of 24 February 1998;

3.2) non-binding resolution on the second section concerning fees paid, prepared pursuant to Article 123-ter, paragraph 4 of Italian Legislative Decree No. 58 of 24 February 1998.

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This report has been prepared pursuant to Article 125-ter of Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended ("**TUF**").

In accordance with the above law, this report is made available to the public at the company's registered office and on the Saras SpA website (www.saras.it) (the "**Company**"), at least forty days prior to the date set for the Shareholders' Meeting.

As specified below, any other report on the matters indicated in the items on the agenda required under applicable laws and regulations will be published within the time limits set by the law.

First item on the agenda

Dear Shareholders,

With regard to the first item on the agenda, the Board of Directors' informs you that the draft financial statements of the Company at 31 December 2023, accompanied by the related report on operations and the certification pursuant to Article 154-bis, paragraph 5 of the TUF (Consolidated Law on Finance) by the delegated administration bodies and the Manager in charge of financial reporting, and carrying the draft resolution prepared by the Board of Directors' and submitted to the Shareholders' Meeting, together with the consolidated financial statements as at 31 December 2023 (drafted in ESEF format) and the Consolidated non-financial statement prepared pursuant to Legislative Decree No. 254 of 30 December 2016 ("*Sustainability Report*") will be made available at the Company's registered office and on the Company's website www.saras.it within the time limits set by the law.

In addition, during the twenty-one days preceding the Shareholders' Meeting, a copy of the report of the Board of Statutory Auditors and the Independent Auditors' report on the draft financial statements at 31 December 2023 will also be filed at the Company's registered office, on the Company's website and with the other procedures prescribed by Consob.

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Second item on the agenda

Dear Shareholders,

With regard to the second point on the agenda, the Board of Directors' reminds you that the term of the Board of Statutory Auditors appointed by the Shareholders' Meeting on 12 May 2021 for the 2021/2023 period shall expire on the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2023. Therefore, you have been called in ordinary session to resolve on the appointment of the members of the new Board of Statutory Auditors and to set their remuneration.

In particular, you have been called to appoint three standing auditors and two alternate auditors who, pursuant to the law and the Articles of Association, will remain in office for three years, until the Shareholders' Meeting called to approve the financial statements as at 31 December 2026.

We remind you that the appointment of the members of the Board of Statutory Auditors will take place on the basis of lists, with the procedures described in Article 26 of the Articles of Association - the full text of which is provided at the end of the following section - by Shareholders who, alone or together with others, represent (as per Consob Resolution No. 92 of 31 January 2024) at least 1% of the share capital consisting of shares with voting rights in the Ordinary Shareholders' Meeting.

The lists must be filed at the registered office at least twenty-five days before the date of the Shareholders' Meeting in first call.

Along with the lists filed in accordance with the term set in the above paragraph, the supporting documentation must also be filed which must contain: (i) information on the identity of the shareholders submitting the list, with an indication of the total percentage of shares held, proven by appropriate documentation issued by an intermediary authorised by the law; (ii) exhaustive information on the personal and professional characteristics of each candidate, including a list of directorships and auditing positions held by each candidate in other companies (iii) declarations in which each candidate accepts their candidacy and certifies, under their own responsibility, the non-existence of causes of ineligibility and incompatibility (including that they are not exceeding they regulatory limits on the accumulation of offices) and that they meet the requirements set forth by the applicable legislation and the Articles of Association for holding the office of statutory auditor of the Company; (iv) a declaration by the shareholders other than those who hold,

even jointly, a controlling or relative majority interest, certifying the absence of any association with the latter under Article 144-quinquies of the Issuers' Regulation, also taking into account the recommendations formulated by Consob in Communication of 26 February 2009, no.DEM/9017893.

If only one list is filed by the twenty-fifth day prior to the date of the first call of the Shareholders' Meeting, or if the lists submitted are connected pursuant to the applicable legislation, the term for the presentation of the lists for the appointment to the Board of Statutory Auditors will be extended by three days, and the percentage for their presentation will be reduced to 0.5% of the share capital consisting of shares with voting rights in the Ordinary Shareholders' Meeting.

As a result of the vote, the following will be elected: *(i)* to the office of standing auditor, the candidates indicated at numbers 1 (one) and 2 (two) on the list that obtained the highest number of votes; *(ii)* to the office of Chairperson of the Board of Statutory Auditors, the auditor candidate indicated at number 1 (one) on the list that obtained the highest number of votes among the lists submitted and voted by shareholders who are not connected, not even indirectly, with the shareholders who submitted or voted for the list that obtained the highest number of votes; *(iii)* to the office of alternate auditors, the candidates indicated as alternate auditors at number 1 (one) on both the list that obtained the highest number of votes and on the minority list from which the Chairperson of the Board of Statutory Auditors was drawn.

If two or more lists have received the same number of votes, a new vote will be taken in order to obtain an unequivocal result. If only one list of candidates is submitted, the standing auditors (including the Chair of the Board of Statutory Auditors) and alternates will be elected from that list.

We remind you that Law No. 160 of 27 December 2019 (in force as of 1 January 2020) has amended Article 147-ter, paragraph 1-ter, and article 148, paragraph 1-bis of the TUF on gender balance for Boards of Directors and Boards of Statutory Auditors, and that the less represented gender must obtain at least two-fifths of the elected Statutory Auditors and that this applies for six consecutive terms starting from the first renewal of the management and control bodies of companies listed on regulated markets following the entry into force of this Law.

We also remind you that Consob, with Resolution No. 21359/20, has amended Article 144-undecies, paragraph 1 providing that the criterion for calculating the number of seats on the corporate bodies to be reserved for the less represented gender is - as a general rule and in continuity with the previous rules - that of rounding up, but specifying that rounding down must only take place in the event

that the corporate bodies consist of three members, taking into account the arithmetical impossibility of ensuring gender balance on the basis of rounding up.

Given the above, therefore, the appointment of the new Board of Statutory Auditors, pursuant to the aforementioned laws and regulations, will be subject to the provisions and clauses of the Articles of Association on gender balance on corporate bodies.

The Board reminds you that candidates for the office of auditor must meet the requirements of integrity and professionalism specified by current laws and regulations (and by the Corporate Governance Code of Listed Companies, which the Company has adopted, see Recommendation No. 9)

Considering also that, pursuant to Article 2400, final paragraph of the Italian Civil Code, at the time of their appointment and before accepting their appointment, the Shareholders' Meeting must be informed of the administration and control positions held by statutory auditors in other companies, the candidates are invited to provide a specific statement in the information on their personal and professional characteristics with a recommendation that they should take care to update it, up to the date of the Shareholders' Meeting.

For any additional information on candidate requirements, presentation of lists and documentation to be attached, including documentation on individual candidates, as well as on the appointment procedures, please refer to the notice of call, Article 26 of the Articles of Association, Article 18 of the Shareholders' Meeting Regulation and the applicable laws and regulations, with particular reference to the provisions of Article 148 of the TUF (Consolidated Law on Finance) and Article 144-*sexies* of the Issuers' Regulations.

You are therefore invited to appoint the members of the Board of Statutory Auditors by voting for one of the lists that will be submitted in compliance with the applicable laws and regulations and the Articles of Association, and to set their remuneration.

ARTICLES OF ASSOCIATION

Article 26 - Board of Statutory Auditors

The Board of Statutory Auditors is composed of three standing members and two alternate members, who remain in office for three financial years, expiring on the date of the Shareholders' Meeting called to approve the financial statements for the third financial year, and may be re-elected.

The Board of Statutory Auditors and the auditors operate in accordance with the law.

The election of the standing and alternate members of the Board of Statutory Auditors shall be carried out, in compliance with the regulations in force at the time concerning gender balance, according to the list voting procedure provided for by the regulations in force at the time, as supplemented below.

Lists may be submitted by shareholders representing at least 2.5% (two point five per cent), or a different measure established according to legislation in force at the time, of the share capital consisting of shares with voting rights at the ordinary shareholders' meeting. Lists with a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, so that the least represented gender has a number of candidates for the office of Statutory Auditor and candidates for the office of Alternate Auditor equal to that required by the applicable pro tempore regulations concerning gender balance applicable to the composition of the Board of Statutory Auditors.

Together with each list, before the submission deadline at the registered office, declarations must be submitted in which the individual candidates accept their nomination and attest, under their own responsibility, that there are no grounds for ineligibility and incompatibility (including not exceeding the regulatory limits regarding the number of offices held), as well as the existence of the requirements laid down by law and the current Articles of Association for the office of company auditor.

The candidates on the lists must meet the following professional requirements:

**the first candidate on the list, both for the position of standing auditor and alternate auditor, must be entered in the Register of Auditors and must have exercised the activity of legal auditing for a period of not less than three years;*

**the other candidates, if they do not meet the requirement set out in the previous paragraph, must have at least three years' uninterrupted overall experience in the exercise of the following positions:*

- administration or control activities or management tasks in companies with share capital of at least two million euros;*
- professional activities or tenured university teaching in legal, economic, financial, or technical-scientific subjects strictly related to the field of activity in which the company or the group to which it belongs operates;*
- managerial functions in public bodies or public administrations operating in the credit, financial and insurance sectors or in any case in sectors closely related to the activities of the company or the group to which it belongs.*

Matters and sectors closely related to the activities of the company or the group to which it belongs are those resulting from the corporate purpose.

At the end of the vote, the following will be elected: the candidates indicated as numbers 1 (one) and 2 (two) of the list that obtained the highest number of votes; the office of Chairman of the Board of Statutory Auditors will go to the candidate indicated as number 1 (one) on the list that obtained the highest number of votes among the lists submitted and voted by shareholders who are not connected, not even indirectly, with the shareholders who submitted or voted for the list that obtained the highest number of votes; the office of alternate auditors will be assigned to the candidates indicated as alternate auditors at number 1 (one) on both the list that obtained the highest number of votes and on the minority list from which the Chairperson of the Board of Statutory Auditors was drawn.

If the above procedures do not ensure that the composition of the Board of Statutory Auditors is in accordance with the pro tempore regulations in force regarding gender balance, the necessary replacements will be made by selecting candidates for the position of standing auditor from the list that obtained the highest number of votes, in the progressive order in which the candidates were elected.

If two or more lists have received the same number of votes, a new vote will be taken in order to obtain an unequivocal result. If only one list of candidates is submitted, the standing auditors (including the Chairperson of the Board of Statutory Auditors) and alternates will be elected from that list, subject to compliance with the applicable pro tempore regulations concerning gender balance. If an auditor leaves office, the leaving auditor shall be replaced by the alternate auditor drawn from the same list. If the auditor leaving office is also Chairperson of the Board of Statutory Auditors, the alternate auditor will be appointed Chairperson of the Board of Statutory Auditors.

The Shareholders' Meeting called to reinstate the Board of Statutory Auditors in accordance with the law will, if the reinstatement concerns auditors from the minority list, take steps to comply with the aforementioned principle of minority representation, it being understood that at least one standing auditor and at least one alternate auditor must be entered in the register of auditors and have exercised the activity of legal auditing for a period of not less than three years.

It is understood that the above replacement procedures must in any case ensure that the composition of the Board of Statutory Auditors complies with the applicable pro tempore rules concerning gender balance.

For the appointment of auditors for any reason not elected in accordance with the procedures set out in the preceding paragraphs, the Shareholders' Meeting shall resolve with the majorities required by law, subject to compliance with the pro tempore regulations in force concerning gender balance.

The office of standing auditor is incompatible with the performance of similar offices in more than three other companies listed on Italian regulated markets, with the exclusion of the Company and its subsidiaries.

To this end, each auditor must produce a special declaration to the Board of Directors, containing, where necessary, a mention of the renouncement of incompatible appointments.

Failure to produce the declaration referred to in the previous paragraph within 30 (thirty) days of the appointment or the subsequent assumption of incompatible positions pursuant to the same paragraph shall result in the forfeiture of the office of auditor.

The Chairperson and the other members of the Board of Statutory Auditors are remunerated in accordance with applicable regulations.

Meetings of the Board of Statutory Auditors may be held by telecommunication means, provided that all participants can be identified and that they are allowed to take part in the controls, to follow the discussion and intervene in real time in the discussion of the topics discussed and in the deliberation as well as being able to receive, transmit and view documents. If these requirements are met, the Board of Statutory Auditors shall be deemed to meet at the place where it is convened, where at least one auditor must be present.

Third item on the agenda

Dear Shareholders,

In relation to the third item on the agenda, the Board of Directors informs you that the Report on the remuneration policy and compensation paid by Saras SpA (the "**Report**"), drawn up pursuant to Article 123-ter of the TUF (Consolidated Law on Finance) and Article 84-quater of Consob Regulation No. 11971 of 14 May 1999 implementing Legislative Decree No. 58 of 24 February 1998 concerning the regulation of issuers, as most recently amended ("**Issuers' Regulation**"), also based on the recommendations under Article 5 of the Corporate Governance Code, will be made available as required by law, at the Company's registered office, on the Authorized Storage Mechanism 1Info, and on the Company's website www.saras.it.

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Milan, 20 March 2024

For the Board of Directors
The Chairman and Chief Executive Officer
Massimo Moratti