

SARAS SpA

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

Dear Shareholders,

With notice of call dated 17 March 2023, you have been called to take part in the Ordinary Shareholders' Meeting in Milan, at the practice of the Notary Luca Barassi in Viale Piave No. 17, on **28 April 2023, at 10:00 a.m.**, on first call, and, if necessary, on 29 April 2023, at the same time and place, on second call, to discuss and resolve on the following

AGENDA

Ordinary Part

1) Financial Statements at 31 December 2022:

1.1) Approval of the financial statements at 31 December 2022, presentation of the consolidated financial statements at 31 December 2022 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 Board of Directors:

2.1) determination of the number of Board members;

2.2) determination of term of office;

2.3) appointment of the Board members;

2.4) determination of the related remuneration;

2.5) possible derogation from the non-competition clause as per Article 2390 of the Italian Civil Code.

3) Assignment of the statutory audit engagement for the financial years 31 December 2024 - 31 December 2032 and determination of the remuneration.

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

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

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

5) Amendment of Article 2 of the Regulations of the Shareholders' Meetings of Saras SPA. Related and consequent resolutions.

Extraordinary Part

1) Amendment of Article 12 of the Articles of Association. Related and consequent resolutions.

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This report has been prepared pursuant to Article 125-ter of Legislative Decree No. 58 of 24 February 1998, as subsequently amended (**“TUF” [Consolidated Financial Law]**).

In accordance with the above law, this report is made available to the public at the company's registered office and on Saras SpA's 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 of the ordinary session of the Shareholders' Meeting

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 2022, accompanied by the related report on operations and the certification pursuant to Article 154-bis, paragraph 5 of the TUF (Consolidated Financial Law) 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 at 31 December 2022 (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 2022 will also be filed at the Company's registered office, on the Company's website and with the other procedures provided for by Consob.

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You are also invited to take note of the results of the consolidated financial statements at 31 December 2022.

Second item on the agenda of the ordinary session of the Shareholders' Meeting

Dear Shareholders,

With regard to the second item on the agenda, you are reminded that the mandate of the current Board of Directors (also the “Board”) expires on the date of the Shareholders' Meeting called to approve the financial statements at 31 December 2022; the Board of Directors has therefore called the Shareholders' Meeting also to approve the appointment of the new Directors and, at the same time, to set their number, term of office and remuneration.

In addition, the Board of Directors of Saras has adopted the Corporate Governance Code (“Code”) which - pursuant to Article 4, Principle XIII and Recommendation 23, also taking into account the provisions of the Principles pursuant to Article 2 - recommends that the boards of directors of companies listed on regulated markets, in view of the renewal of the administrative body, express their guidance to the shareholders on the quantitative and qualitative composition considered optimal, taking into account the results of the self-assessment carried out pursuant to the Recommendation 22 of the Code.

In this regard, it should be noted that the recommendation to express guidance with reference to the optimal composition of the Board of Directors, pursuant to Article 4, Principle XIII and Recommendation 23 of the Code, may not apply to Saras, as it may be classified as *a non-large concentrated ownership company* pursuant to the Code. Nevertheless, on the opinion of the Remuneration and Appointments Committee, the Board formulated its own Guidelines on the optimal quantitative and qualitative composition of the new board of directors, in line with industry best practices. These Guidelines, to which reference should be made, are published at the same time as the publication of this Report.

3.1 determination of the number of Board members;

As regards the size of the Board of Directors, Article 18 of the Articles of Association provides for a number of members between 3 and 15.

The Board of Directors, taking into account the provisions of the Articles of Association, invites you to resolve on the number of members of the Board of Directors deemed suitable to ensure the correct performance of the corporate functions.

3.2 determination of term of office;

With regards to the duration of the mandate of the Board of Directors, we remind you that Article 18 of the Articles of Association provides for the term of office of the directors to be set at the time of their appointment by the Shareholders' Meeting, not exceeding 3 years, also specifying that directors may be re-elected.

Having said this and taking into account the provisions of the Articles of Association, the Board of Directors therefore invites you to resolve on the term of office of the Board of Directors.

3.3 appointment of Board members;

As already noted in the notice of call of the Shareholders' Meeting, to which reference should be made for more information, we remind you that the appointment of the Board of Directors will take place on the basis of lists submitted in the manner described in Article 18 of the Articles of Association (the full text of which is provided at the end of this section) by Shareholders who, alone or together with others, represent, pursuant to Consob Resolution No. 76 of 30 January 2023, at least 1% of the share capital consisting of shares with voting rights in the Ordinary Shareholders' Meeting, with the obligation of proving ownership of the number of shares requested by means of specific documentation issued by an intermediary authorized in accordance with the law; if not available at the time the lists are filed, this documentation must be received by the Company at least twenty-one days prior to the date set for the Shareholders' Meeting.

We also remind you that, pursuant to the aforementioned article of the Articles of Association, the lists of candidates, listed by sequential number, accompanied by the CVs of the candidates as well as a statement in which they accept the office, the absence of causes of ineligibility and incompatibility as provided by law, and the fulfilment of the requirements indicated in the list, must be signed by those who present them and filed at the registered office (or sent by certified e-mail to assemblea.saras@pec.grupposaras.it) by the twenty-fifth day prior to the date of the Shareholders' Meeting convened in first call to resolve on the appointment of the members of the Board of Directors, **that is, by 3 April 2023.**

The candidate lists are made available to the public at the registered office, on the company's website and in the other ways provided for by Consob at least twenty-one days prior to the date of the Shareholders' Meeting.

For the appointment of the Board of Directors, each Shareholder may submit and vote on only one list and each candidate may appear on only one list.

To facilitate compliance with the provisions on the composition of the Board of Directors of the applicable laws and regulations, Article 18 of the Articles of Association provides that each list must be composed of no more than fifteen candidates and that the lists must be composed of candidates belonging to both genders, so that a quota of candidates belongs to the less represented gender (rounded up) equal to that required by the laws and regulations on gender balance in the Board of Directors in force at the time (i.e. two fifths of the elected directors).

According to the rules for the election of the Board of Directors specified in the Articles of Association, at the end of the vote, the number of Directors will be equal to the number of candidates indicated in the list that obtained the highest number of votes and the following will be elected: (i) the candidates on the list that obtained the highest number of votes except the last candidate on that list, and (ii) the first candidate on the list that obtained the second highest number of votes that is not connected in any way, directly or indirectly, with the shareholders who submitted or voted the list that obtained the highest number of votes.

If only one candidate list is submitted and voted, the Board of Directors will include all candidates of the single list.

If, with the candidates elected in the manner indicated above, the composition of the Board of Directors does not comply with the laws and regulations on gender balance in force at the time, the candidate of the more represented gender elected last according to the sequential order in the list that obtained the highest number of votes will be replaced by the first candidate of the less represented gender not elected from the same list, according to the sequential order. If, after carrying out this replacement, the composition of the Board of Directors does not comply with the laws and regulations on gender balance in force at the time, the replacement will take place by resolution taken by the Shareholders' Meeting with a relative majority, subject to the presentation of candidates of the less represented gender.

Lastly, we note that Article 147-ter of Legislative Decree No. 58/1998 (TUF), as amended by Law No. 160 of 27 December 2019, and Article 144-undecies, paragraph 1 of the Issuers' Regulation provide that, for six consecutive mandates starting from the first renewal of the Board of Directors after 1 January 2020, each list with a number of candidates equal to or greater than three must be composed in such a way that

gender balance is ensured within the Board of Directors to an extent at least equal to the minimum required by the laws and regulations in force at the time, which currently reserve to the less represented gender a quota equal to at least two fifths of the Directors elected.

This being the third mandate of the Board of Director after 1 January 2020, each list containing a number of candidates equal to or greater than three must therefore be composed in such a way to ensure a quota of at least two fifths of the Directors elected comes from the less represented gender.

We also remind you that, pursuant to Article 144-undecies, paragraph 1 of the Issuers' Regulation, if the application of the gender allocation criterion does not result in an integer number of members of the Board of Directors of the less represented gender, this number is rounded up to the next higher integer (with the exception of the case where the Board of Directors consist of three members, in which case the number would be rounded down to the lowest integer).

Lists submitted without complying with these provisions will be considered as if they had not been submitted.

3.4 determination of the related remuneration;

We remind you that, on 27 April 2022, the Shareholders' Meeting resolved to award each member of the Board of Directors total gross annual remuneration of €45,000.00 (forty five thousand/00).

The Board of Directors currently in office invites the Shareholders to set the remuneration for each member of the Board of Directors in compliance with the Company's Remuneration Policy, to be paid proportionally, based on the proposals that may be made by the Shareholders.

3.5 possible derogation from the non-competition clause as per Article 2390 of the Italian Civil Code.

If the need arises in relation to the candidacies presented and in order to allow those who hold management positions in partner companies or, in any case, who operate in the same sector of the Company to bring their experience and expertise to the Board of Directors, the Board also deems it appropriate for the Shareholders' Meeting to consider the possibility of allowing an exception to the prohibition of competition pursuant to Article 2390 of the Italian Civil Code to be made for directors who do not hold executive positions.

For any further details on the presentation of the lists and the documentation to be attached, including documentation on the individual candidates, as well as the appointment procedures, please refer to the notice of call, to Article 18 of the Articles of Association, to Article 18 of the Shareholders' Meeting Regulations and to the applicable laws and regulations, with particular reference to the provisions of Article 147-ter of the TUF and Article 144-octies, paragraph 1, letter b) of the Issuers' Regulation.

You are therefore invited to appoint the Board of Directors by voting on one of the lists that will be submitted pursuant to applicable laws and regulations and the Articles of Association, as well as to set the number, the duration of the office (which, pursuant to the law and the Articles of Association, cannot exceed three years) and the annual remuneration of the directors pursuant to Article 2389, paragraph 1 of the Italian Civil Code and to express your opinion on any exception to the prohibition of competition pursuant to Article 2390 of the Italian Civil Code.

ARTICLES OF ASSOCIATION

Board of Directors

Article 18 Number of members and term of office

The company is managed by a board of directors consisting of no fewer than three and no more than fifteen members.

The Shareholders' Meeting sets the number of members of the board of directors within the aforementioned limits with the list voting mechanism referred to in the following paragraphs. The number of directors can be increased by resolution of the Shareholders' Meeting, within the maximum indicated above, even during the term of office of the Board of Directors; the mandate of directors appointed at that time ends together with the mandate of the directors already in office at the time of this appointment.

The term of office of the directors is set at the time of their appointment by the Shareholders' Meeting and cannot exceed three financial years. The mandate expires on the date of the Shareholders' Meeting called to approve the financial statements for the last year of the term of office. Directors may be re-elected.

The members of the Board of Directors are elected on the basis of candidate lists, in compliance with the laws and regulations on gender balance in force at the time, as described below.

The Shareholders who, having regard to the shares that are registered in their name on the day the list is filed with the company, represent at least 2.5% (two point five percent), or the different percentage set by the laws in force at the time, of the share capital consisting of shares with voting rights in the Ordinary Shareholders' Meeting, may present a list of no more than fifteen candidates, sorted sequentially by number, and deposit it at the registered office at least twenty-five days prior to the date of the Shareholders' Meeting in first call, under penalty of forfeiture.

The certification issued by the intermediary proves ownership of the number of shares necessary for the presentation of the lists; said certification may be presented even after the filing of the list, provided this is done by the deadline set for the publication of the lists by the company. Lists with a number of candidates equal to or greater than three must include candidates of both genders, so that the less represented gender includes a quota of candidates (rounded up) equal to that prescribed by the laws and regulations on gender balance in force at the time for the composition of the Board of Directors.

Each member may submit and vote for only one list of candidates and each candidate may stand for election on only one list, under penalty of ineligibility. The vote of each shareholder shall relate to the list and therefore automatically to all the candidates on it, without the possibility of changes, additions or exclusions.

Statements by each candidate must be filed at the registered office together with each list within the deadline set for the filing of said list. Candidates must declare, under their own responsibility, that there are no causes of ineligibility and incompatibility and must confirm compliance with the requirements set by current laws, regulations and Articles of Association for appointment as director of the Company.

The number of directors will be equal to the number of candidates indicated on the list that obtained the highest number of votes.

At the end of the vote, the following will be elected: (i) the candidates on the list that obtained the highest number of votes except the last candidate on that list, and (ii) the first candidate on the list that obtained the second highest number of votes that is not connected in any way, directly or indirectly, with the shareholders who submitted or voted the list that obtained the highest number of votes. If only one candidate list is submitted and voted, the Board of Directors will include all candidates of the single list.

If, with the candidates elected in the manner indicated above, the composition of the Board of Directors does not comply with the laws and regulations on gender balance in force at the time, the candidate of the more represented gender elected last according to the sequential order in the list that obtained the highest number of votes will be replaced by the first candidate of the less represented gender not elected from the same list, according to the sequential order. If, after carrying out this replacement, the composition of the Board of Directors does not comply with the laws and regulations on gender balance in force at the time, the replacement will take place by resolution taken by the Shareholders' Meeting with a relative majority, subject to the presentation of candidates of the less represented gender.

Should one or more vacancies occur on the Board during the financial year, Article 2386 of the Italian Civil Code shall apply. If the outgoing director had been taken from the second list that obtained the highest number of votes, the replacement will be made by nominating a person taken, in sequential order, from the same list the outgoing director belonged to, provided this is still eligible and willing to accept the office. The procedure to confirm the director co-opted by resolution of the Board of Directors, or to appoint another director to replace this, at the next Shareholders' Meeting, is as follows: shareholders representing at least 2.5% (two point five percent), or any other percentage set pursuant to laws and regulations in force at the time, of the share capital consisting of shares with voting rights in the Ordinary Shareholders' Meeting may indicate a candidate by depositing the name of this at the registered office at least ten days prior to the date of Shareholders' Meeting in first call. The previous provisions of this Article 18 apply, insofar as they are compatible. If the co-opted director, or the director they replaced, had been taken from a minority list, the shareholder representing the largest percentage of the share capital present at the meeting and shareholders linked to him, even indirectly, will not be able to vote. After the vote, the elected candidate will be the candidate with the most votes. The term of the new director will expire at the same time as that of the directors in place at the time of appointment, and they will be subject to the same laws and Articles of Association that apply to the other directors. In any case, the replacement of outgoing directors is carried out by the Board of Directors so as to ensure compliance with the laws and regulations on gender balance in force at the time.

Every time that the majority of members of the Board of Directors resign their role for any cause or reason, the entire Board of Directors shall be deemed to have resigned and a Shareholders' Meeting must be called without delay by the directors still in office to reconstitute the board.

Third item on the agenda of the ordinary session of the Shareholders' Meeting

Dear Shareholders,

In relation to the third item on the agenda in the ordinary session, the Board of Directors reminds you that the Shareholders' Meeting of 28 April 2015 appointed the Company to audit the accounts for the years 2015/2023: EY SpA (the “Engagement”).

On the basis of current legislation, defined by European Regulation No. 537/2014 of 16 April 2014 (hereinafter the “Regulation”) implemented in Italy by Legislative Decree No. 135/2016, this mandate is no longer renewable and the new statutory audit engagement must be entrusted by the Shareholders' Meeting of Saras on the reasoned proposal of the Board of Statutory Auditors in its capacity as Internal Control and Audit Committee, pursuant to Article 19 of Legislative Decree No. 135/2016, following a specific selection procedure according to the criteria and methods set forth in Article 16 of the aforementioned Regulation.

In view of the expiry of the terms of the aforementioned Engagement with the approval of the financial statements as at 31 December 2023, the Board of Statutory Auditors of Saras, in agreement with the competent company functions and in line with a widespread practice among numerous listed companies, recognized the opportunity to anticipate the start of the selection procedure for the assignment of the statutory audit for the nine-year period 2024-2032 to allow an effectively organized transition process between the outgoing auditor and the new appointee.

Bringing forward the selection process one year earlier than the natural expiry of the audit engagement also stems from the need to respect the new limits introduced by the Regulation to guarantee the independence of the statutory auditor (“cooling-off” - pursuant to Article 5 of Regulation - according to which the auditor must refrain from providing certain services, other than the statutory audit of the accounts, during the year immediately preceding the first year of the audit).

Therefore, during 2022, Saras started the preparatory activities for the completion of the selection procedures for the identification of the new statutory auditor. In particular, the Board of Statutory Auditors of the Company carried out a formal selection procedure from the main auditing companies in order to formulate - pursuant to Article 16, paragraph 3, sub-section c) of the Regulation - its reasoned proposal (hereinafter the “Recommendation”) to the Ordinary Shareholders' Meeting, called upon to resolve, among

others, on the assignment of the audit engagement for the years 2024-2032. The Company, continuing with the approach adopted thus far and also in order to ensure a more efficient audit process, has opted for the figure of the Group's sole auditor, making the request for proposals also for the other Italian and foreign subsidiaries.

In accordance with the provisions of the aforementioned Regulation, given an assignment of the statutory audit engagement for a Public Interest Entity (PIE), at the end of the aforementioned selection process, the Board of Statutory Auditors formulated the Recommendation, attached to this Report (Annex 1) - and to which reference should be made for more details on the criteria, procedure, assessment and score assigned to the bidders as well as, in general, the selection procedure -, containing at least two possible assignment alternatives and a duly justified preference for one of the two.

In particular, after evaluating the offers received, the Board of Statutory Auditors, pursuant to Article 16, paragraph 2, of the Regulation, as well as Articles 13 and 17 of Legislative Decree No. 39/2010, decided to submit to the Shareholders' Meeting, alternatively, the two proposals relating to the mandate for the statutory audit of the accounts of Saras SpA for the nine-year period 2024-2032, formulated by the companies PwC SpA and Deloitte SpA, expressing, unanimously, their preference for the company PwC SpA which, also in consideration of the proposed audit approach, the professional mix offered and the experience gained, was found to be the highest ranked company and, therefore, considered by the Board to be more suitable for the performance of the engagement.

With reference to the fees, please refer to the Recommendation of the Board of Statutory Auditors attached to this Report (Annex 1).

Having said this, we submit the following draft resolution for your approval.

“The Ordinary Shareholders' Meeting of Saras SpA, having examined the Explanatory Report of the Board of Directors prepared pursuant to Article 125-ter of Legislative Decree No. 58 and the reasoned proposal of the Board of Statutory Auditors attached thereto,

resolves

A) to approve the reasoned proposal of the Board of Statutory Auditors and, therefore, to assign the statutory audit engagement of Saras SpA to the independent auditors PwC SpA, for the financial years 2024-2032, under the conditions and terms specifically indicated in the aforementioned reasoned proposal of the Board of Statutory Auditors;

B) to grant to the Board of Directors and, on its behalf, to the Chairman of the Board of Directors, with the right to sub-delegate, all the broadest powers necessary for the drafting and signing of all deeds and contracts and, more generally, for the "completion of all formalities relating to the assignment of the new statutory audit engagement to PwC SpA”.

In the event that this proposal does not obtain the majority of the votes required for its approval, the proposal to assign the same engagement to Deloitte SpA will be put to a vote under the conditions and within the terms indicated in the reasoned proposal of the Board of Statutory Auditors.

Annex 1: Reasoned Proposal containing the Recommendation of the Board of Statutory Auditors for the assignment of the statutory audit engagement for the period 2024-2032

Fourth item on the agenda of the ordinary session of the Shareholders' Meeting

Dear Shareholders,

In relation to the fourth 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 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”), as well as 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 Info, and on the Company's website www.saras.it.

Fifth item on the agenda of the ordinary session of the Shareholders' Meeting

Dear Shareholders,

In relation to the fifth item on the agenda, the Board of Directors informs you that the ordinary Shareholders' Meeting of Saras will also be called upon to resolve on the amendment of Article 2 of the Regulations of the Shareholders' Meetings of Saras SpA.

The aforementioned amendment proposal, understood as conditional on the approval of the amendment to the Articles of Association submitted to the Shareholders' Meeting with the first and only item on the agenda of the extraordinary part, is aimed at aligning the Articles of Association and the Regulations of the Shareholders' Meetings of the Company to allow the Shareholders' Meeting to also be held solely via means of telecommunication without indicating the place of the meeting, if provided for in the relative notice of call and with the methods indicated therein for the purposes of the attendance and participation, in compliance with the primary legislation and the regulations in force at the time.

| TEXT IN FORCE | TEXT PROPOSED TO THE SHAREHOLDERS' MEETING ON 28 APRIL 2023 |
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| <p>Article 2 - Participation in the Shareholders' Meeting</p> <p>1. Those who have the right to participate in accordance with the law and the Articles of Association may participate in the Shareholders' Meeting.</p> <p>2. It is possible to attend through a representative pursuant to Article 15 of the Articles of Association. In any case, the person attending the meeting, on his/her own behalf or by proxy, must be identified by presenting suitable official documents for this purpose, as well as with regard to the powers vested in any representation of a legal person.</p> <p>3. For the performance of the functions envisaged by the subsequent articles of these Regulations but without being able to take the floor, the clerks and any non-shareholder scrutineers, as well as any assistants to the secretary or notary take part in the Shareholders' Meeting, pursuant to the following Article 3 paragraph 1.</p> <p>4. The General Manager, the Chief Financial Officer and the Administrative Manager of the Company may attend the Shareholders' Meeting. Furthermore, when their presence is deemed useful by the chairman of the Shareholders' Meeting in relation to the matter to be discussed, other employees of the Company, directors and/or employees of group companies,</p> | <p>Article 2 - Participation in the Shareholders' Meeting</p> <p>1. Those who have the right to participate in accordance with the law and the Articles of Association may participate in the Shareholders' Meeting.</p> <p>2. It is possible to attend through a representative pursuant to Article 15 of the Articles of Association. In any case, the person attending the meeting, on his/her own behalf or by proxy, must be identified by presenting suitable official documents for this purpose, as well as with regard to the powers vested in any representation of a legal person.</p> <p>3. For the performance of the functions envisaged by the subsequent articles of these Regulations but without being able to take the floor, the clerks and any non-shareholder scrutineers, as well as any assistants to the secretary or notary take part in the Shareholders' Meeting, pursuant to the following Article 3 paragraph 1.</p> <p>4. The General Manager, the Chief Financial Officer and the Administrative Manager of the Company may attend the Shareholders' Meeting. Furthermore, when their presence is deemed useful by the chairman of the Shareholders' Meeting in relation to the matter to be discussed, other employees of the Company, directors and/or employees of group companies,</p> |

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| <p>representatives of the independent auditing company that has been appointed to audit the Company’s accounts as well as consultants of the Company may attend the meeting.</p> <p>5. With the consent of the chairman of the Shareholders' Meeting, journalists accredited for the individual Shareholders' Meeting by nationally distributed Italian or foreign newspapers, including online, daily newspapers or periodicals, and nationally broadcast Italian or foreign radio and television networks, may also attend the meeting, but without being able to take the floor. Accreditations and requests to attend must be sent to the place where the Shareholders' Meeting is convened pursuant to Article 12 of the Articles of Association by 6:00 pm on the second day prior to the date of first call of the Shareholders' Meeting.</p> | <p>representatives of the independent auditing company that has been appointed to audit the Company’s accounts as well as consultants of the Company may attend the meeting.</p> <p>5. With the consent of the chairman of the Shareholders' Meeting, journalists accredited for the individual Shareholders' Meeting by nationally distributed Italian or foreign newspapers, including online, daily newspapers or periodicals, and nationally broadcast Italian or foreign radio and television networks, may also attend the meeting, but without being able to take the floor. Accreditations and requests to attend must be sent to the place where the Shareholders' Meeting is convened pursuant to Article 12 of the Articles of Association by 6:00 pm on the second day prior to the date of first call of the Shareholders' Meeting.</p> <p>6. If set out in the notice of call and with the methods indicated therein for the purposes of attendance and participation, the Shareholders' Meeting may also be held solely via means of telecommunication, without indication of the place of meeting (“virtual-only meeting”), pursuant to law and in compliance with the legislation and regulations currently in force.</p> |
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For the reasons illustrated above, we therefore invite you to pass the following resolution:

“The Ordinary Shareholders' Meeting of Saras SpA, having examined the explanatory report of the Board of Directors, prepared pursuant to Article 125-ter of Legislative Decree No. 58 and the proposed amendment to the text of Article 2 of the Regulations of the Shareholders' Meetings of Saras SpA submitted to the Shareholders,

resolves

to approve the proposed amendment to Article 2 of the Regulations of the Shareholders' Meetings of Saras SpA in the text prepared by the Board of Directors, and to delegate to the Chairman, with the right to sub-delegate, the power to make all formal and non-substantive amendments to the above, that become necessary and, in general, all the broadest powers to implement this resolution.”

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First item on the agenda of the extraordinary session of the Shareholders' Meeting

Dear Shareholders,

With regard to the first item on the agenda of the extraordinary session, the Board of Directors informs you that you have also been called to resolve on the proposal to amend some provisions of Article 12 of the Articles of Association, as indicated in the report, drafted in accordance with and following the layout of Annex 3A, Schedule 3 of the Issuers' Regulation, which will be made available to the public in the manner and within the terms set by current laws and regulations.

Milan, 29 March 2023

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

SARAS S.p.A.

Recommendation of the Board of Statutory Auditors of Saras S.p.A. for the assignment of the statutory audit of the accounts for the period 2024-2032 - pursuant to Articles 13, paragraph 1, and 17, paragraph 1, of Legislative Decree no. 39 of 27 January 2010 as amended, respectively, by Articles 16 and 18 of Legislative Decree no. 135 of 17 July 2016 and Article 16 of the European Regulation no. 537/2014 of the European Parliament and of the Council of 16 April 2014.

1. Introduction.

The Shareholders' Meeting called to approve the financial statements as at 31 December 2023 marks the expiry of the mandate granted to the independent auditing firm EY S.p.A. for the nine-year period 2015/2023.

According to the current legislation on statutory auditing, most recently amended by European Regulation no. 537/2014 (hereinafter "**European Regulation**") and Legislative Decree no. 39/2010 supplemented by Legislative Decree no. 135/2016, the engagement cannot be conferred again on EY S.p.A., unless at least four years have elapsed from the termination of the current one. The audit engagement must therefore be entrusted to a different company identified through a specific selection procedure.

In this regard, Article 13 of Legislative Decree no. 39/2010 requires the Shareholders' Meeting to assign the engagement on the reasoned proposal of the Board of Statutory Auditors, as Internal Control and Audit Committee pursuant to Article 19 of Legislative Decree no. 39/2010, following a specific selection procedure carried out in compliance with the criteria and methods established by Article 16 of the European Regulation.

The Board of Statutory Auditors, in agreement with the competent corporate functions and consistent with the practice widely used by a number of listed companies, saw the opportunity to bring forward the start of the selection procedure for the assignment of the statutory audit engagement for the nine-year period 2024-2032, to enable an effectively organized process of transition from the outgoing auditor to the new appointee and allow respect for the time limits established to safeguard the auditor's independence (cooling-off, pursuant to Article 5 of the European Regulation, according to which the auditor must refrain from providing certain services, other than the statutory audit, during the year immediately preceding the first year of audit).

In consideration of this circumstance, it was deemed appropriate for the Shareholders' Meeting, called to approve the financial statements of SARAS S.p.A. (hereinafter only "**SARAS**" or "**Company**") as at 31 December 2022, to resolve on the assignment of the statutory audit engagement, on the reasoned proposal of the Board of Statutory Auditors.

The Board of Statutory Auditors thus prepared this recommendation to be submitted to the Shareholders' Meeting called to approve the financial statements as at 31 December 2022. Since SARAS is included in the category of Public Interest Entities (PIE) pursuant to Article 16 of Legislative Decree no. 39/2010, the aforementioned recommendation will identify two alternatives for the assignment of the engagement, with the expression of a duly justified preference, based on the final judgment assigned at the end of the selection procedure.

2. Regulatory framework.

The EU legislation relating to the statutory audit was most recently amended by two separate acts:

- Directive 2006/43/EC as amended by Directive 2014/56/EU (the "Directive") on the statutory audit of annual accounts and consolidated accounts, implemented by Legislative Decree no. 39 of 27 January 2010, as most recently amended by Legislative Decree no. 135 of 17 July 2016;
- European Regulation no. 537/2014, relating to the audit of public interest entities, in force since 17 June 2016.

The purpose of the new legislation is to further harmonize the rules originally introduced by Directive 2006/43/EC at European Union level to strengthen the independence, objectivity, transparency, reliability of auditors as well as the quality of the audit work, also in order to increase public confidence in the separate and consolidated financial statements of the public interest entities

and consequently contribute to the regular functioning of the market.

In particular, the European Regulation strengthened the role of the Internal Control and Audit Committee in the choice of the new auditing company, assigning it the task of presenting a reasoned “recommendation” in order to allow the Shareholders' Meeting to adopt an adequately informed and considered decision.

3. The selection procedure.

3.1 Introduction.

The Board of Statutory Auditors agreed with the process of selecting the independent auditing firm launched by the Company in June 2022. The selection procedure was coordinated by the Manager in charge of financial reporting with the participation of the General Counsel & Corporate Affairs and the Head of Internal Audit, to guarantee the independence and fairness of the process. The Board of Statutory Auditors participated in all the meetings and constantly monitored the progress of the procedure, contributing to its definition.

It is reiterated that the aforementioned procedure and the request to participate in the tender with the offer of services was defined and conducted in compliance with Article 16 of the European Regulation, with the aim of guaranteeing a high quality of the statutory audit service, consistent with the size and structure of the Group. In this regard, the company management involved and the Board of Statutory Auditors, before starting the selection process, identified clear and objective selection criteria in order to guarantee transparency, non-discrimination and traceability of the activities carried out and the decisions taken, enhancing both qualitative and quantitative elements through the assignment of a score.

SARAS has therefore identified the auditing companies to whom the requests for proposals are addressed according to transparent and non-discriminatory criteria, as required by the reference regulations, opening the participation to bidders with adequate expertise and experience and adequate structures for the auditing of SARAS and the Saras Group (hereinafter also referred to as the “**Group**”).

3.2 Independent auditing firm.

The independent auditing firms to whom the request for the submission of an offer must be sent have been identified taking into account the following aspects:

- skills, assuming the reporting value of listed companies operating in similar sectors audited in Italy;
- knowledge of the Group, on the basis of the engagements carried out in recent years for Group Companies;
- international presence of the network of the independent auditing firm, with particular reference to the countries where the Group is present.

In accordance with the above parameters, SARAS has identified three international networks: Deloitte & Touche S.p.A. (or “Deloitte”); KPMG S.p.A. (or “KPMG”) and PricewaterhouseCoopers S.p.A. (or “PwC”) (hereinafter jointly the “**Offeror Companies**”).

On 15 September 2022, SARAS sent these companies a letter inviting them to submit an offer to audit the Group. Therefore, the invitation to submit the offer also concerned the audit engagements of the Italian and foreign subsidiaries of the Company, given the exercise of management and coordination activities by SARAS over said companies pursuant to Article 2497-bis of the Italian Civil Code. In fact, the figure of sole auditor of the Group was chosen - continuing with the approach adopted in the past - in order to increase the efficiency of the audit process, as the company appointed to audit the consolidated financial statements is fully responsible for expressing its opinion.

In the request for a proposal for the assignment of the statutory audit engagement and in the subsequent additions, the following were indicated:

- the audit services requested by both Saras and its subsidiaries for the period 2024-2032;
- the methods and timing of the selection procedure;
- additional information regarding Group companies;
- information regarding the engagement carried out by the current auditing firm.

3.3 Assessment Criteria.

In identifying the assessment criteria, both qualitative (knowledge of SARAS and the Group, assessment of the company and its network, assessment of the audit team, assessment of the methodological approach, planned number of hours, use of systems IT), and quantitative aspects (fees requested) were taken into account.

The assessment criteria identified were assigned a total of 100 points, of which 75 to qualitative criteria and 25 to quantitative criteria.

For the purposes of the assessment, we aimed to give value to:

- knowledge of the Group
- the methodological approach proposed for carrying out the audit activity;
- the Audit team;
- the total number of hours envisaged for SARAS and for the Italian and foreign subsidiaries;
- the mix of professionals;
- the total consideration.

3.4 Execution of the selection of offers.

On 14 October 2022 - within the deadline indicated in the invitation letter - separate expressions of interest were received to accept the statutory audit engagement by the three auditing firms invited: Deloitte & Touche S.p.A.; KPMG S.p.A. and PricewaterhouseCoopers S.p.A.

After examining the individual offers, specific meetings were held with each company in order to delve deeper into the contents of the proposals and allow the assessment to be concluded.

On the basis of the documentation acquired, the clarifications received and taking into account the above criteria, the Board of Statutory Auditors also held several meetings with the company structures to carry out an adequate investigation and to assess the offers in detail through the analysis - for each criteria of assessment - of the individual distinctive and qualifying aspects of the Offeror Companies.

3.5 Assessment.

As indicated, and consequently also reported in the request for proposals, for the purposes of this recommendation we intended to give value to both qualitative and quantitative/economic aspects.

With regard to the process of assessing the qualitative and quantitative aspects illustrated above, the considerations of the Board of Statutory Auditors are provided below.

Qualitative aspects:

- knowledge of the Saras Group: attention was paid to the knowledge of the Group gained by the Offeror Companies;
- the methodological approach proposed for the performance of the audit activity: aspects such as the audit strategy, the process of interaction with the company functions and the control functions and

the details used to prepare the process of communication to the Board of Statutory Auditors were positively assessed;

- the assessment of the Audit Team: in this context, the composition of the audit team and the teams dedicated to specialist areas was considered, taking into account the specific experience of the professionals proposed;
- the assessment of the total number of hours envisaged: the total number of hours envisaged for audit activities with respect to SARAS and its subsidiaries were taken into consideration;
- the professional mix.

The assessments generally took into account the number of hours envisaged for the various activities.

Quantitative aspects:

- the valuation of the amounts requested in the individual offers: for these purposes, the cost incurred in 2021 for the outgoing auditing company was also considered as a reference parameter.

4. Results of the selection procedure.

All the offers received were extremely valid from the point of view of the quality of the proposals; the meetings held also highlighted the high level of professionalism of the audit teams presented.

Each offer contains a specific and justified declaration relating to the commitment to prove the independence requirements envisaged by the regulations in force and all the Offeror Companies have the necessary - albeit with different characterizations - organization and technical-professional suitability consistent with the size and complexity of the engagement.

That is, the assessment procedure was carried out by assigning a score to each Offeror Company for each individual item of detail identified. The comparison between the different scores led to the definition of the following ranking:

1. PwC S.p.A.;
2. Deloitte S.p.A.;
3. Kpmg S.p.A..

In particular, the company PwC S.p.A. has been given the preference of the Board of Statutory Auditors for the following reasons that represent the justification of this Recommendation:

- assessment of the qualitative and quantitative composition of the team;
- knowledge of the complexity of the reference sector and of the business environment in which the Company operates, also by virtue of the experience acquired during the performance of the audit engagement carried out for the company in the nine years prior to the one due to expire;
- the number of hours dedicated by partners and managers to audit the areas of greatest strategic importance;
- appreciation for the proposed audit strategy;
- the lower amount of total fees for the Group.

5. Recommendation of the Board of Statutory Auditors.

The Board of Statutory Auditors:

WHEREAS

- that the results of the procedure carried out were considered and adopted as their own, incorporated in a document prepared by the corporate structures involved in the selection and which derive from the comparative and general analysis of the offers received at Group level, with particular

attention to the independence requirement, as well as technical and economic aspects;

- that account was taken of the fact that Article 16, paragraph 2, of the European Regulation, which requires the reasoned recommendation of the Board of Statutory Auditors to contain at least two possible assignment alternatives in order to allow the right to choose, and

- that it was considered that the aforementioned Article 16, paragraph 2, of the European Regulation requires the Board of Statutory Auditors to express a duly justified preference

HAVING VERIFIED

- that the methods for carrying out the audit illustrated in the Offers, also considering the hours and professional resources envisaged for this purpose and the fee required, are adequate in relation to the scope and complexity of the engagement;

- that, for the Offeror Companies, there are no pre-existing engagements other than the statutory audit of the accounts and the audit of the financial statements, which owing to their nature and/or scope may be considered suitable for compromising independence;

RECOMMENDS

the Board of Directors to propose to the Shareholders' Meeting to:

- to assign the statutory audit engagement of Saras S.p.A. for the years 2024-2032 pursuant to Article 13, paragraph 1 and 17, paragraph 1 of Legislative Decree no. 39 of 27 January 2010 as amended, respectively, by Articles 16 and 18 of Legislative Decree no. 135 of 17 July 2016 and Article 16 of European Regulation no. 537/2014 of the European Parliament and of the Council of 16 April 2014 to the following companies:
 1. PwC S.p.A.
or, alternatively,
 2. Deloitte S.p.A.
- The economic conditions relating to the aforementioned independent auditors are set out in Annex 1 (economic comparison) to this Recommendation.
- Finally, between the two

EXPRESSES ITS PREFERENCE

For PwC S.p.A., given that, following the procedure of assessment of the offers made, it was the company with the highest position in the ranking and, therefore, considered more suitable to fulfil the engagement, also in consideration of the proposed audit approach, due to the professional mix offered and the experience gained.

This preference is to be understood as subordinate to the resolution of the Shareholders' Meeting of Saras S.p.A. on the legal conferral of the accounts for the years 2024-2032.

6. Statements.

The Board of Statutory Auditors, pursuant to Article 16, paragraph 2 of the European Regulation, declares that this Recommendation has not been influenced by third parties and that no clauses of the type referred to in paragraph 6 of the aforementioned Article 16 of the European Regulation have been applied.

THE BOARD OF STATUTORY
AUDITORS

Giancarla Branda (Chairperson)
[signature]

Paola Simonelli (standing auditor)
[signature]

Fabrizio Colombo (standing auditor)
[signature]

Annex 1 – Economic comparison

| ECONOMIC ASSESSMENT | WEIGHT | PWC | Deloitte |
|-------------------------------|---------------|-------------|-----------------|
| Total price | 80% | 3.20 | 3.20 |
| Dedicated hours | 10% | 0.50 | 0.40 |
| MIX | 10% | 0.50 | 0.40 |
| TOTAL ECON. ASSESSMENT | 100% | 4.20 | 4.00 |

| NETWORK ASSESSMENT | WEIGHT | PWC | Deloitte |
|---------------------------------|---------------|-------------|-----------------|
| Turnover | 20% | 0.80 | 0.80 |
| Quality of service | 50% | 2.50 | 2.50 |
| International presence | 30% | 1.20 | 1.20 |
| TOTAL NETWORK ASSESSMENT | 100% | 4.50 | 4.50 |

| TECHNICAL ASSESSMENT | WEIGHT | PWC | Deloitte |
|--|---------------|-------------|-----------------|
| Experience and specialists in OIC and IFRS | 15% | 0.60 | 0.60 |
| Experience in the field of sustainability | 30% | 1.20 | 1.50 |
| Experience in the oil and refining sector | 25% | 1.25 | 0.75 |
| Knowledge of Saras | 30% | 1.50 | 0.90 |
| TOTAL NETWORK ASSESSMENT | 100% | 4.55 | 3.75 |

| SELECTED TEAM ASSESSMENT | WEIGHT | PWC | Deloitte |
|---------------------------------|---------------|-------------|-----------------|
| Audit team and CV | 100% | 5.00 | 4.00 |
| TOTAL NETWORK ASSESSMENT | 100% | 5.00 | 4.00 |

| TOTAL ASSESSMENT | WEIGHT | PWC | Deloitte |
|---------------------------|---------------|-------------|-----------------|
| ECONOMIC ASSESSMENT | 25% | 1.05 | 1.00 |
| NETWORK ASSESSMENT | 25% | 1.13 | 1.13 |
| TECHNICAL ASSESSMENT | 25% | 1.14 | 0.94 |
| SELECTED TEAM ASSESSMENT | 25% | 1.25 | 1.00 |
| OVERALL ASSESSMENT | 100% | 4.56 | 4.06 |

Each activity was assessed according to a score of 1-5

The score was then weighted on the basis of the importance for the overall assessment

| | PWC | | Deloitte | |
|---------------------------------|-------|---------|----------|----------|
| | Hours | k€/year | Hours | k€/ year |
| TOTAL SARAS + CONSOLIDATED (*) | 6,115 | 395 | 6,150 | 473 |
| TOTAL ITALIAN SUBSIDIARIES (**) | 2,356 | 150 | 1,680 | 129 |
| TOTAL SUBSIDIARIES ABROAD (***) | 1,319 | 170 | 1,300 | 128 |
| OVERALL TOTAL | 9,790 | 715 | 9,130 | 730 |

| ANALYSIS OF THE MIX | PWC | | Deloitte | |
|---------------------|-------|------|----------|------|
| | Hours | % | Hours | k € |
| Partner | 1,762 | 18% | 1,370 | 15% |
| Manager | 3,133 | 32% | 2,283 | 25% |
| Senior | 1,958 | 20% | 2,739 | 30% |
| Assistant | 1,958 | 20% | 1,826 | 20% |
| Specialist | 979 | 10% | 913 | 10% |
| TOTAL | 9,790 | 100% | 9,130 | 100% |

TOTAL SARAS + CONSOLIDATED includes (*)

- Audit of separate financial statements (ITALIAN + ENGLISH)
- services involving certification of Saras Spa's tax returns
- Periodic quarterly audits
- Audit of the consolidated financial statements (ITALIAN + ENGLISH)
- Limited audit of the half-yearly consolidated financial statements (ITALIAN + ENGLISH)
- Audit of consolidated financial report in ESEF format
- Judgment on the report on operations
- Judgment of consistency on the report on corporate governance and remuneration
- Examination of unbundling of separate accounts
- Agreed upon procedures
- Additional report pursuant to Article 11 of European Regulation 537/2014 for the Internal Control Committee
- Verification of NFS preparation
- Limited examination of the NFS

TOTAL ITALIAN SUBSIDIARIES includes ()**

- Audit of separate financial statements
- Audit of reporting package
- Tax return certification services
- Examination of separate accounts requested by ARERA for unbundling and essentiality

TOTAL FOREIGN SUBSIDIARIES includes (*)**

- Audit of the separate financial statements
- Audit of the reporting package
- Tax return certification services
- Tax return certification services
- Availability to fulfil the role of internal audit entity according to local legislation