2023 ordinary and extraordinary Shareholders' Meeting

Ordinary Part

- ❖ Approved the Saras S.p.A. Annual Financial Statements as at December 31st 2022, examined the Group Consolidated Financial Statements and the consolidated non-financial statement pursuant to Legislative Decree No. 254 of 30 December 2016 - Sustainability Report
- ❖ Resolved the distribution of a dividend for the financial year 2022 equal to EUR 0,19 per share
- ❖ Appointed the Board of Directors for the financial years 2023 - 2025
- ❖ Appointed the statutory auditor for the financial years 31 December 2024 - 31 December 2032
- ❖ Approved the first section and expressed favourable opinion on the second section of the Remuneration Report
- ❖ Amended Art. 2 of the Regulations of the Shareholders' Meetings of Saras S.p.A.

Extraordinary Part

- ❖ Amended Art. 12 of the Articles of Association.

Milan, April 28h 2023 - The ordinary and extraordinary Shareholders' Meeting of Saras S.p.A. met today, on first call, with the possibility of participation of the Shareholders exclusively through Monte Titoli S.p.A. – designated representative appointed exclusively pursuant to article 135-undecies of the Consolidated Finance Act (the TUF) - in compliance with the applicable legal provisions, chaired by Massimo Moratti.

Ordinary Part

Approval of the Saras S.p.A. Annual Financial Statements as at December 31st 2022 and presentation of the Consolidated Financial Statements. Allocation concerning the result for the year and the distribution of the dividend.

The Shareholders' Meeting approved Saras SpA Financial Statements as of 31st December 2022 which shows a Net Income of EUR 399 million and it resolved to distribute a dividend of EUR 0.19 for each of the 951,000,000 ordinary outstanding shares, for a total amount of EUR 180.69 million drawing it from the income for the year.

Moreover, the Shareholders' Meeting decided to pay the above-mentioned dividend on 24th May 2023 (with record date on 23rd May 2023, and coupon n.8 detachment date on 22nd May 2023).

During the Meeting, **the Consolidated Financial Statements as at December 31st 2022 were presented:**

For the oil sector and other sectors, 2022 will be remembered for the outbreak of the Russian-Ukrainian war and its consequences also in the global geopolitical scenario and balance. The sanctions imposed by Western countries on Russia, until then the world's leading oil exporter and third largest oil producer, led to extremely high prices for crude oil and refined products, especially diesel, particularly in Europe, which reached unprecedented levels, with an extremely positive impact on the Group's economic and financial results, especially from the second quarter.

These results are compared to those of 2021, which were negatively impacted by a scenario marred by the lingering effects of the Covid-19 pandemic crisis. In this regard, it should be noted that already at the end of 2021 and in the first months of 2022, before the outbreak of the Russian-Ukrainian crisis, the margins of the main refined products, and in particular those of middle distillates, which were the most affected by the economic slowdown, had returned to levels that were broadly in line with pre-Covid levels.

For a detailed description of the changes in the scenario, please refer to the introductory chapter on "Impact of the Russia – Ukraine war" and the chapter on "Reference Market" of the Industrial & Marketing segment in the "Segment Review" section, and for a detailed description of the impact of these scenario phenomena on the Group's economic and financial results, please refer to the section on the analysis of the segment's economic and financial results.

On the other hand, we recall here the average values that gasoline and diesel margins recorded in 2022, which were 17.1 USD/bbl (compared to 9.5 USD/bbl in 2021) and 37.7 USD/bbl (6.84 USD/bbl in 2021), respectively, significantly higher than historical averages.

However, this change of scenery also had a negative impact in the form of higher energy costs: the strong bullish trend that had already affected the natural gas market and the related electricity market since the second half of 2021 worsened in 2022 with the outbreak of the Russian-Ukrainian conflict: the price of electricity (Single National Price or PUN) averaged 303 EUR/MWh in 2022 (125 EUR/MWh in 2021), and peaked at over 700 EUR/kWh at the end of August, amid extreme volatility. The measures taken by European countries in response to the energy crisis and a milder than expected winter season contributed to a decline in prices in the last quarter. In particular, the agreement reached in Europe on 19 December to cap natural gas prices at 180 EUR/MWh helped to quickly bring prices back to around 100 EUR/MWh, and the PUN in turn returned to values closer to pre-conflict levels in the last quarter of 2022 averaging 268 EUR/MWh (242 EUR/MWh in Q4/21).

During 2022, the government implemented a series of measures to mitigate the effects of the energy emergency, in particular, the TER Support Decree of 27 January 2022 (Decree Law 4/2022, converted, with amendments, by Law no. 25), which provided for the recognition of an extraordinary contribution, in the form of a tax credit, to partially offset the higher costs incurred for electricity purchased and used in the economic activities during the first, second, third and fourth quarters of 2022, in favor of "energy-intensive companies", such as Sarlux Srl, a subsidiary of the Saras Group. Thanks to this measure, Sarlux received a total tax credit of EUR 121.9 million during 2022.

The energy crisis had a negative impact on the Renewables segment. The TER Support Decree (Decree Law 4/2022, converted, with amendments, by Law no. 25) , with the aim of containing electricity prices, introduced a "compensation" mechanism for non-incentivized renewable sources, aimed at eliminating the "extra-profits" earned by certain categories of plants identified by the regulation, as a result of the increase in the cost of electricity. Under this measure, producers returned, with reference to the period 1 February to 31 December 2022, the difference between market prices and "a fair remuneration" (referring to the historical average of market zonal prices, from the operational start date of the plant until 31 December 2020). For Group wind companies, the compensation is based on a historical average price of about 61 EUR/MWh, to be applied to the non-incentivized production sections which became operational prior to 2010 (around 47% of total production of 2022). Moreover, as from December 2022, in implementation of EU regulation 2022/1854, a price cap of 180 EUR/MWh was applied to the revenues of the "infra-marginal" plants, which until that date were measured at the market price of electricity. In the case of Sardeolica, the production affected by the application of this price cap was 5% of the total production in 2022. The application of these price caps impacted 2022 in terms of lower revenues in the Renewables segment by approx. EUR 25.4 million.

Finally, the measures taken by the Italian government against the energy sector as tax "solidarity contributions" on the "extra-profits" of the sector, resulting from the application of Decree Law no. 21 of 21 March 2022, as subsequently amended, and to law no. 197 of 29 December 2022 (2023 Stability Law), affected the Saras Group: these measures had a total impact of EUR 266.6 million on the reported net result for the year. Due to uncertainties in the interpretation of the scope of application and constitutional legitimacy of the tax, the Company reserves the right to consider possible legal appeals.

In 2022, Group revenues amounted to EUR 15,836 million, compared to EUR 8,636 million last year. The significant increase is related to both the changed scenario conditions and the higher volumes produced and sold between the two periods. From a scenario perspective, the variables that had the greatest impact were the appreciation of the main oil products, the increase in the sale price of electricity (in accordance with the Essentiality Regime agreement) and the exchange rate trend characterized by the strengthening of the dollar against the euro. Specifically, the average price of diesel in 2022 was 1,039 USD/ton (vs. 579 USD/ton in 2021), the average price of gasoline was 991 USD/ton (vs. 671 USD/ton in 2021), the single national price for the sale of electricity (PUN) was 303 EUR/MWh (vs. an average sale price of 125 EUR/MWh in 2021 related both to the performance of the CIP6 tariff, until its expiry, and to the subsequent performance of the PUN regulated within the essentiality contract) and the EUR/USD exchange rate was 1.05 (vs. EUR/USD exchange rate of 1.18 in 2021). From the standpoint of industrial production, it should be noted that all main production variables were above the values recorded in 2021. More specifically, refining runs in 2022 amounted to 96.1 million barrels (vs. 94.7 million barrels in 2021), non-renewable electricity production amounted to 4,100 GWh (vs. 3,524 GWh in 2021), renewable electricity production amounted to 273 GWh (vs. 258 GWh in 2021) and Marketing channel sales amounted to 3,659 thousand tons (vs. 3,336 thousand tons in 2021).

The Group's reported EBITDA in 2022 amounted to EUR 1,170.3 million, up from EUR 277.1 million in the 2021 financial year. The positive change is primarily attributable to improved scenario conditions, which, as mentioned, benefited from a strong appreciation of diesel and gasoline cracks, as well as an appreciation of the dollar against the euro. These positive factors were only partly offset by higher costs and greater complexity in the procurement of oil crudes (increase in the price of Brent crude oil and crude oil premiums, especially for light crudes), a weakening of the naphtha crack, an increase in energy costs only partly offset by the effects of the TER Support Decree, and of a "backwardation" market structure that had increased crude oil costs and the costs caused by risk hedging activities on the inventories. The trading & supply activities were characterized by higher sales in all channels as well as improved trading results. Production planning has been adversely affected by a lesser variety of crude oils available on the market and a deterioration in the quality of some of these types. With regard to operating performances, net of the impacts resulting from the increase in unit margins, 2022 was characterized by an overall better performance than that of 2021, although in a context characterized by a more onerous maintenance plan. In addition, as regards the price dynamics of commodities on oil inventories (net of the related hedging derivatives) in 2022, these benefited from an appreciation of EUR 9.6 million compared to an appreciation of EUR 226.5 million in the same period of 2021. Non-recurring items in 2022 had a negative impact of EUR 34.3 million due to: the write-down of some property, plant and equipment, the write-down of some receivables linked to transactions, referring to previous years, to provisions on payroll costs related to certain consensual termination agreements in relation to some top managers, the allocation of provisions for reclamation activities partly offset by the adjustment of CIC certificates pertaining to 2021. Non-recurring items in 2021 were negative for EUR 19.3 million, mainly due to charges for CO2 emissions pertaining to 2021. Lastly, it should be noted that the reported EBITDA for 2022 reflects the effect of the TER Support Decree, respectively a reduction in energy costs by EUR 121.9 million and a limitation of sales tariffs for electricity generated from renewable sources (wind power) by EUR 25.4 million.

The Group's reported Net Income was EUR 416.9 million, compared to EUR 9.3 million achieved in 2021. In addition to the EBITDA figure, this variance is mainly attributable to higher financial expenses (mainly due to the strengthening of the US dollar and the consequent impact on the results of the relative hedging derivatives) and to higher current taxes, as a result of the increase in taxable income for the year, in addition to the effect of the so-called "windfall tax", as better described in the Notes to the Financial Statements.

The Group's comparable EBITDA stood at EUR 1,136.7 million, up from EUR 54.1 million recorded in 2021. With respect to reported EBITDA, this result does not include the above-mentioned positive effect of the scenario on changes in inventories between the start and end of the period, includes the impact of exchange rate derivatives (reclassified under core business) and excludes non-recurring items, net of the effect deriving from the energy-intensive contribution accrued during the year by the subsidiary. The higher result compared to 2021 is made up of a positive variance in both the "Industrial & Marketing" and "Renewables" segments, which will be described in more detail in the "Segment Review" section.

The Group's comparable net income for 2022 was EUR 709.8 million, compared to a loss of EUR 136.0 million in last year as a result of the same phenomena described for Reported Net Profit, net of: the effects of the scenario on changes in oil inventories (net of related hedging derivatives), non-recurring items and "windfall tax" of approximately EUR 266 million.

Investments in 2022 stood at EUR 105.7 million, higher than in 2021 (EUR 77.8 million); this increase is attributable to both the major activities in the Industrial & Marketing segment and to major development activities in the Renewables segment.

The Net Financial Position as at 31 December 2022, before the effects of applying IFRS 16, was positive by EUR 269 million, compared to a negative reported Net Financial Position of EUR 453 million as at 31 December 2021.

In 2022, the total cash flow was EUR 722 million. This flow is primarily attributable to operations, which, thanks to the high margins, generated EUR 1,108 million. The change in working capital is mainly due to increases in the value of inventories and reduction in trade payables, partly offset by the CO2 payment dynamics. Investments amounted to EUR 106 million and the payment of interest and financial charges and taxes absorbed EUR 135 million, including the payment of the "windfall tax" related to the so-called TER Support Decree.

It should also be noted that in 2022 a EUR 312.5 million loan was signed with Intesa San Paolo, BPM and Unicredit, maturing in March 2028, backed by a guarantee issued by SACE for 70% of the loan. This loan redefined the maturity profile of the debt, allowing the early repayment of the medium/long-term credit line of EUR 50 million of Unicredit, maturing in August 2023, and the bond loan of EUR 200 million maturing in December 2022. It should be noted that these debt positions as at 31 December 2021, as well as the portion of EUR 321 million of the loan signed in 2020, were shown respectively under "Current bank loans" and "Short-term portion of MLT loans" (for more details, see the Report on Operations of the financial statements as at 31 December 2021).

Lastly, it should be noted that cash and cash equivalents as at 31 December 2022 amounted to EUR 707 million and that this amount will be used in part for the payment of outstanding debt under the Essentiality Regime agreement, payment of ordinary taxes and the remaining portion of the so-called "windfall tax" as better described in the Notes to the Financial Statements.

In 2022, thanks to the subsiding of the pandemic emergency and the changed oil scenario, the Group regained its historical ability to generate cash from core business, recording a positive net financial position at the end of the year of EUR 269 million (before IFRS 16) and EUR 227 million (after IFRS 16).

Consolidated non-financial statement - 2022 Sustainability Report

The Consolidated Non-Financial Statement - Sustainability Report 2022 was also presented during the Meeting. It was prepared as a separate report from the Annual Financial Statements. This statement prepared pursuant to Legislative Decree no. 254/2016, is based on the standards of the Global Reporting Initiative (GRI - Sustainability Reporting Standards) and describes the responsibility and social commitment of the Group and the strategies of sustainable development for the creation of shared value, with utmost protection of health, safety and environment.

For information and details on the 2022 Sustainability Report - Consolidated non-financial statement pursuant to Legislative Decree no. 254/2016, refer to the complete document available on the Company website (www.saras.it).

Appointment of the Board of Directors

The Shareholders' Meeting resolved to set the number of members of the Board of Directors at 12 (twelve) (in line with as suggested by the outgoing Board regarding its quantitative composition). This was deemed suitable for ensuring the correct performance of corporate functions. It appointed the members of the new Board of Directors, which will remain in office for three years until the date of the meeting called to approve the financial statements as at 31 December 2025.

The new Board of Directors is composed of the following members:

Massimo Moratti	
Angelo Moratti	
Angelomario Moratti	
Gabriele Moratti	
Giovanni Emanuele Moratti	
Franco Balsamo	
Giovanni (also known as Gianfilippo) Mancini*	Independent Director
Valentina Canalini *	Independent Director
Adriana Cerretelli *	Independent Director
Laura Fidanza *	Independent Director
Francesca Stefania Luchi*	Independent Director

candidates on the list presented by the companies Massimo Moratti Sapa di Massimo Moratti (owner of 20.011%), Angel Capital Management S.p.A. (owner of 10.005%) and Stella Holding S.p.A. (owner of 10.005%), owners overall of 40.021% of Saras shares.

Silvia Pepino*	Independent Director

candidates on the list presented by a group of Asset Management companies and Financial Intermediaries, also based internationally, owners overall of 2.39101% of share capital.

* Candidate in possession of the independence requirements provided for by article 147-ter, paragraph 4 of Legislative Decree 58/1998 and the additional requirements of the Corporate Governance Code.

All the CVs of the Directors are available on the Company website.

Massimo Moratti expressed a heartfelt thanks to Dott.ssa Isabelle Harvie-Watt and Ing. Patrizia Radice, outgoing Directors, for the contribution and professionalism provided to the Company during their term of office and welcomed the new member of the Board of Directors, Dott. Franco Balsamo, Avv. Valentina Canalini e Dott.ssa Silvia Pepino.

The meeting resolved to pay each Director who is a member of the Board of Directors for each financial year a gross annual remuneration of EUR 45,000. The meeting also authorised the exceptions to the competition prohibition pursuant to article 2390 of the Italian Civil Code in favour of Directors who do not hold executive positions.

Lastly, it is noted that on May 3rd 2023, the Board of Directors is going to meet to resolve on the offices and powers of the Directors and to appoint the Committees.

Appointment of the independent auditors to audit the 31st December 2024 – 31st December 2032

With the approval of the Financial Statements for the year ended 31st December 2023, the term of office came to an end for the independent auditors "E&Y SpA", appointed to audit Saras SpA Financial Statements for the period 2015-2023. Furthermore, article 17 of the Legislative Decree 39/2010 provides that such appointment cannot be renewed, and the very same independent auditing firm cannot be reappointed, until at least three financial years have passed since the previous appointment ended. Therefore, in accordance with article 13 of the aforementioned Legislative Decree 39/2010, the Shareholders' Meeting, upon motivated proposal made by the Board of Statutory Auditors of Saras SpA, appointed the firm "PwC S.p.A" as the new independent auditors which will carry out the audit of Saras SpA Financial Accounts for the period 2024-2032, and it also determined the total annual fee to be paid to the independent auditing firm.

Remuneration Report in accordance with article 123-ter of Legislative Decree 58/1998

First section: approval of the 2022 remuneration policy pursuant to article 123-ter, paragraph 3-bis, of Legislative Decree no. 58/1998.

The Meeting resolved to approve – pursuant to article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998 (TUF) and for all other legal and regulatory purposes – the remuneration policy for members of the Boards of Directors, Managing Directors and Key Executives with reference to 2022 and, without prejudice to the provisions of article 2402 of the Italian Civil Code, of the Board of Statutory Auditors, contained in the first section of the Remuneration Report.

Remuneration Report - second section: resolution pursuant to article 123-ter, paragraph 6, of Legislative Decree no. 58/1998. The Meeting expressed a favourable opinion on the second section of the Remuneration Report, pursuant to article 123-ter, paragraph 6, of the TUF.

Amended Art. 2 of the Regulations of the Shareholders' Meetings of Saras S.p.A.

The Amendment is aimed at aligning the Regulations of the Shareholders' Meetings to the modification of the Article of Association resolved in the Extraordinary part of the Shareholders' Meeting 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.

Extraordinary Part

Amended Art. 12 of the Articles of Association

The Extraordinary Shareholders' Meeting resolved on the amendment and integration of article 12 (entitled “Notice of Call”) of the Articles of Association. To safeguard and protect the rights of Shareholders, the Company intends to reserve the possibility - taking into account contingent factors to be considered from time to time - of holding its future Shareholders' Meetings, where technological developments allow, also exclusively by means of telecommunication (known as "virtual-only meetings") without specifying the place where they are to be held, if provided for in the notice of call and in the manner specified therein for attendance purposes, in compliance with the primary regulations in force at the time, and in any case, continuing to guarantee and protect the full and active attendance of the Shareholders in the meetings in real time, in accordance with the best market practices from time to time.
For information and details on amendments and integration of art. 12 of the Articles of Association, refer to the Report of the Board of Directors, available on the Company website www.saras.it (Governance/Shareholders’ Meetings/go to archives/2023).

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The Saras Group, founded by Angelo Moratti in 1962, is one of the leading players in the European energy and oil refining industry. Through the Parent Company Saras S.p.A., and its subsidiaries, Saras Trading SA, based in Geneva, and Saras Energia SAU, based in Madrid, the Group sells and distributes oil products in the domestic and international markets. The Group also operates in the production of electricity, through its subsidiaries Sarlux S.r.l. (IGCC plant) and Sardeolica S.r.l. (wind plant). Moreover, the Group provides industrial engineering and research services to the oil, energy and environment sectors through its subsidiary Sartec Srl. The Group has about 1,576 employees and total revenues of about EUR 15.8 billion as of 31 December 2022.