

Third item on the agenda.

Authorization for the purchase and disposal of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Art. 132 of the TUF [Consolidated Finance Law] and the related implementing provisions, subject to revocation of the resolution authorizing the purchase and disposal of ordinary treasury shares passed by the Ordinary Shareholders' Meeting of Orsero S.p.A. on April 29, 2021. Related and consequent resolutions.

Shareholders,

you have been called to the Ordinary Shareholders' Meeting to examine and approve the proposal to authorize the purchase and disposal of ordinary shares of Orsero S.p.A. ("**Orsero**" or also the "**Company**"), in accordance with the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Art. 132 of Italian Legislative Decree no. 58/1998 as amended (the "**Consolidated Law on Finance**") and the relative implementing provisions.

Please note that by resolution passed on April 29, 2021, this Shareholders' Meeting authorized the purchase and disposal of ordinary shares in the Company. In accordance with the law, the purchase authorization is valid for 18 months from the date of the aforementioned resolution and therefore expires during 2022, while the disposal authorization was granted without time limits.

It therefore seems appropriate that, in line with the 2021 Shareholders' Meeting resolution, the Company should once again be granted the power to purchase treasury shares for the purposes set forth in paragraph 1 below.

It is therefore proposed to the Shareholders to approve a new authorization to purchase and dispose of treasury shares under the terms described in this Report, subject to revocation of the resolution adopted on April 29, 2021 for the part not carried out.

1. Reasons for which authorization to purchase and dispose of treasury shares is required

The request for authorization to purchase and dispose of treasury shares, subject of the proposed authorization to be submitted to the Ordinary Shareholders' Meeting, is aimed at providing the Company with a useful strategic investment opportunity for any purpose permitted by current provisions, including the purposes contemplated in Art. 5 of Regulation (EU) 596/2014 (Market Abuse Regulation, the "**MAR**") and in the practices permitted pursuant to Article 13 MAR, where applicable, including the purpose of purchasing treasury shares with a view to their subsequent cancellation, under the terms and in the manners that may be decided by the competent corporate bodies.

2. Maximum number, class and nominal value of shares to which the authorization refers

Authorization is requested for the purchase, even in several tranches, of Orsero ordinary shares, without nominal value, up to a maximum number that, taking into account the Orsero ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, is not greater, in nominal value, than the maximum limit established by regulations applicable *pro tempore* (at the date of this report, this limit is set at one-fifth of the share capital pursuant to Article 2357, paragraph 3, of the Italian Civil Code) and in any case for a maximum equivalent value of Euro 4,000,000.

It is therefore proposed to give a mandate to the Board of Directors to identify the amount of shares to be purchased in relation to each purchase program, within the scope of the purposes indicated in the previous paragraph, before the start of such program, in compliance with the maximum limit referred to above.

At the date of this Report, Orsero share capital amounts to Euro 69,163,340.00 and is divided into 17,682,500 ordinary shares, with no nominal value. At the same date, the Company holds 327,514 treasury shares, equal to 1.85% of the share capital; Orsero subsidiaries do not hold any shares in the Company.

3. Useful information for the purposes of a full assessment of compliance with the provisions of Article 2357, paragraph 3, of the Italian Civil Code.

As indicated above in paragraph 2, at any time the maximum number of treasury shares held by Orsero, also taking into account any ordinary shares of Orsero held by subsidiaries, shall never exceed the maximum limit established by regulations applicable *pro tempore*. In order to ensure compliance with legal limits, appropriate procedures will in any case be put in place to ensure timely and complete disclosure of shareholdings in Orsero subsidiaries.

The purchase of treasury shares must in any case take place within the limits of the distributable profits and the available reserves set forth in the latest financial statements (including interim) approved at the time the operation is carried out and, when the treasury shares are purchased and disposed of, the necessary accounting entries will be made in compliance with legal provisions and the applicable accounting principles.

4. Duration for which authorization is requested

Authorization to purchase treasury shares is requested for a period of eighteen months from the date of the Ordinary Shareholders' Meeting resolution. The Board of Directors may proceed with the authorized transactions on one or more occasions and at any time, to an extent and at times freely determined in compliance with applicable regulations, with the graduality deemed appropriate in the interest of the Company.

The authorization to dispose of treasury shares is requested with no time limits.

5. Minimum and maximum consideration for treasury shares to be purchased

The Board of Directors proposes that purchases of treasury shares be made in accordance with the conditions relating to trading set out in Article 3 of Delegated Regulation (EU) 2016/1052 (the "**Regulation 1052**") in implementation of the MAR, where applicable. The purchases may be carried out at a price that is no greater than the highest price considering the last independent transaction and the highest current independent purchase price offered in trading venues where the purchases are carried out. However, in any case, the unit price cannot be more than 20% lower and 10% higher than the arithmetic average of the official prices of the Orsero share in the MTA market organized and managed by Borsa Italiana S.p.A. in the 10 trading days prior to each individual purchase transaction.

6. Methods for carrying out purchases and disposals

The Board of Directors proposes that purchases be made in accordance with the procedures set out in the applicable provisions of Consob Regulation no. 11971/99 Issuers as amended in implementation of Article 132 of the Consolidated Law on Finance, in compliance with the conditions and restrictions on trading as per

Articles 3 and 4 of Regulation 1052 and with the graduality deemed appropriate in the interests of the Company.

The Board of Directors also proposes authorizing the use in accordance with Article 2357-ter of the Italian Civil Code, at any time, in whole or in part, in one or more tranches, of the treasury shares purchased on the basis of this proposal, or in any case already held in the Company's portfolio, by disposing of them on the stock exchange or off-exchange, possibly also by means of the transfer of real and/or personal rights, including but not limited to securities lending, with the terms, methods and conditions of the deed of disposal of the treasury shares deemed most appropriate in the interest of the Company, in compliance with legal provisions and regulations in force at the time and for the pursuit of the purposes of this proposed resolution.

Disposals of treasury shares in portfolio will be carried out in compliance with the laws and regulations in force concerning the execution of trading on listed securities, including the practices allowed under Art. 13 of the MAR (where applicable), and may be carried out in one or more stages, and with the frequency deemed appropriate in the interest of the Company.

If you agree with the proposal made, we invite you to adopt the following resolution:

"The Ordinary Shareholders' Meeting of Orsero S.p.A., having seen and approved the Report of the Board of Directors,

resolves

- (A) *to revoke the resolution authorizing the purchase and disposal of ordinary treasury shares, passed by the Ordinary Shareholders' Meeting of Orsero S.p.A. on April 29, 2021 for the portion not executed, as of the date of this resolution;*
- (B) *to authorize the purchase and disposal of ordinary treasury shares for the purposes indicated in the Report of the Board of Directors attached to these minutes, and therefore:*
 - 1) *to authorize, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, on one or more occasions, for a period of eighteen months from the date of this resolution, of ordinary shares of Orsero S.p.A. up to a maximum number that, taking into account the ordinary shares of Orsero S.p.A. held from time to time in the portfolio of Orsero S.p.A. and possibly of its subsidiaries, is no higher than the maximum limit established by the regulations applicable pro tempore and in any case for a maximum equivalent value of Euro 4,000,000.00 at a price which is no higher than the highest price between the price of the last independent transaction and the price of the highest current independent purchase offer in the trading venues where the purchase is made, it being understood that the unit price may not in any case be more than 20% lower and 10% higher than the arithmetic average of the official prices recorded for Orsero shares on the MTA market organized and managed by Borsa Italiana S.p.A. in the 10 trading days prior to each individual purchase transaction;*
 - 2) *to provide a mandate to the Board of Directors, and on its behalf to the Chairman, Deputy Chairman and Chief Executive Officer, as well as the Chief Executive Officer, severally, to identify the amount of shares to be purchased in relation to each purchase program, within the scope of the purposes indicated above, prior to the start of the program itself and to proceed with the purchase of shares in accordance with the applicable provisions of Consob Regulation 11971/1999 as amended, in implementation of Article 132 of*



Italian Legislative Decree 58/1998 as amended, in compliance with the conditions and restrictions on trading set forth in Articles 3 and 4 of Delegated Regulation (EU) 2016/1052 and with the frequency deemed appropriate in the interest of Orsero S.p.A., granting the most extensive powers to execute the purchase transactions referred to in this resolution and any other formality related to the same, including the possible assignment of engagements to qualified intermediaries pursuant to the law and with the power to appoint special attorneys;

- 3) *to authorize the Board of Directors, and on its behalf the Chairman, the Deputy Chairman and Chief Executive Officer, as well as the Chief Executive Officer, severally, so that, pursuant to and for the purposes of Article 2357-ter of the Italian Civil Code, they may dispose of, at any time, in whole or in part, in one or more tranches, the treasury shares purchased on the basis of this resolution, or in any case already in the portfolio of Orsero S.p.A. by disposing of them in the stock exchange or over the counter, possibly also by means of the transfer of real and/or personal rights, including but not limited to securities lending, in compliance with legal provisions and regulations in force at the time and for the pursuit of the purposes of this resolution, with the terms, methods and conditions of the deed of disposal of treasury shares deemed most appropriate in the interest of Orsero S.p.A., granting the same, and on its behalf its Chairman, Deputy Chairman and Chief Executive Officer, as well as the Chief Executive Officer, always severally, all of the most extensive powers to execute the transactions referred to in this resolution and any other formalities relating to them, including the possible assignment of engagements to qualified intermediaries in accordance with the law and with the power to appoint special attorneys. Disposals of treasury shares in portfolio will be carried out in compliance with the laws and regulations in force concerning the execution of trading on listed securities, including the practices allowed under Art. 13 of the MAR (where applicable), and may be carried out in one or more stages, and with the frequency deemed appropriate in the interest of Orsero S.p.A. The authorization referred to in this point (B) 3) is granted without time limits and shall be understood to be granted also with reference to the treasury shares already held by Orsero S.p.A. at the date of this resolution;*
- (C) *to provide, in accordance with the law, that the purchases referred to in this authorization shall be restricted within the limits of the distributable profits and the available reserves set forth in the latest financial statements (including interim financial statements) approved at the time of the transaction and that, at the time of the purchase and disposal of treasury shares, the necessary accounting entries shall be made in compliance with the law and the applicable accounting standards"*

Milan, March 15, 2022

On behalf of the Board of Directors
The Chairman
Paolo Prudenziati