



***Fifth item on the agenda of the ordinary shareholders' meeting***

**Approval of an incentive remuneration plan based on financial instruments called "Orsero S.p.A. 2023 - 2025 Performance Share Plan". Related and consequent resolutions.**

Shareholders,

You have been called to the Ordinary Shareholders' Meeting to approve the incentive and retention plan based on financial instruments of Orsero S.p.A. ("**Orsero**" or the "**Company**") and referred to as the "Orsero S.p.A. 2023 - 2025 Performance Share Plan" (the "**Plan**").

In this regard, it should be noted that since it is based on financial instruments of the Company, as described below, the Company is submitting the Plan to the Shareholders' Meeting for approval, pursuant to Article 114-bis of Legislative Decree 58/1998 (the "**Consolidated Law on Finance**").

Therefore, in accordance with the provisions of paragraphs 1 and 2 of the above-mentioned article of the Consolidated Law on Finance and Article 84-bis, paragraph 1, of the Issuers' Regulation adopted by Consob Resolution No. 11971/1999, as amended (the "**Issuers' Regulation**"), information about the proposed Plan is provided here.

The above is also in view of the fact that the recommendations of the "Corporate Governance Code" for listed companies of the Borsa Italiana Corporate Governance Committee recognize share-based compensation plans for executive directors and top management as a suitable tool to incentivize alignment with shareholder interests over a long-term time horizon. In addition, the proposed Plan is aligned with the regulations of the Italian Stock Exchange, for the purpose of qualification as an issuer in the STAR segment of Euronext Milan - which Orsero is a member of - according to which the issuer's remuneration mechanisms should require a significant share of the remuneration of executive directors and executives with strategic responsibilities (top management) to be variable in nature and linked to pre-established, measurable performance targets (including sustainability targets) consistent with the issuer's multi-year strategic objectives and aimed at promoting its sustainable success, including, where relevant, non-financial parameters as well.

In accordance with the foregoing, the Plan establishes the recognition to its beneficiaries of a variable remuneration component in ordinary shares of the Company under the terms and conditions set forth in such Plan and, in particular, subject to the achievement of pre-established corporate performance and sustainability targets, as well as the maintenance of a management or employment relationship with Orsero or another company in its group; this in order to attract, incentivize and retain key personnel in the group, as well as align the interests of these parties with those of shareholders and investors within a framework of sustainability and sound and prudent risk management.

Note that the Plan is to be considered to be "*particularly important*" pursuant to Art. 114-bis, paragraph 3, of the Consolidated Law on Finance and Art. 84-bis, paragraph 2 of the Issuers' Regulation, as it also covers the executive directors and other top management of the Company.

It should be noted that the Plan is aligned with Orsero's Remuneration Policy, which will be submitted for approval in accordance with the law to the same Ordinary Shareholders' Meeting of the Company called to approve the Plan and convened for April 26, 2023, on single call.

The basic characteristics of the Plan, its beneficiaries, the objectives to which the incentive remuneration is linked and the manner in which such remuneration is calculated and paid, are explained in detail in the information document, drawn up in accordance with Article 84-bis, paragraph 1, of the Issuers' Regulation and consistent with the indications set forth in Scheme no. 7 of Annex 3A to the same Issuers' Regulation, and attached to this Report.

Finally, taking into account that it is established that the shares of the Company that will be granted to the Plan beneficiaries under the terms and conditions set forth therein may be own shares in the Company's portfolio, it should be noted that, as of the date of this Report, Orsero holds 477,514 of its own ordinary shares, corresponding to 2.70% of the total number of its ordinary shares, which were acquired pursuant to the authorizations provided by the Company's Shareholders' Meeting and which, pursuant to Shareholders' Meeting resolution of April 28, 2022, may be used for the purposes of the Plan. It should also be noted that the same Shareholders' Meeting of April 26, 2023 will also be called upon to decide on the renewal of the authorization to purchase and dispose of treasury shares (in this regard, please refer to the relevant explanatory report).

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Now, therefore, 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 and*
- having seen the information document relating to Orsero S.p.A.'s financial instrument-based incentive and retention plan called "Orsero S.p.A. 2023 - 2025 Performance Share Plan";*

*resolves*

- 1) to approve the incentive and retention plan based on financial instruments of Orsero S.p.A. called "Orsero S.p.A. 2023 - 2025 Performance Share Plan," the regulation of which will be approved by the Board of Directors of Orsero S.p.A. subsequent to this resolution, granting the Board of Directors of Orsero S.p.A. all of the necessary and/or appropriate powers to execute the financial instrument-based incentive and retention plan of Orsero S.p.A. called "Orsero S.p.A. 2023 - 2025 Performance Share Plan", including, but not limited to, all powers to identify the beneficiaries and determine the number of "Rights" to be granted to each of them, make allocations to the beneficiaries, determine the target value and verify the level of achievement of performance and sustainability targets, as well as the other conditions set forth in the "Orsero S.p.A. 2023 - 2025 Performance Share Plan" for the vesting of Rights and the consequent allocation to the beneficiaries of ordinary shares of the Company, as well as carry out any act, obligation, formality or communication necessary or appropriate for the management and/or implementation of the plan and its regulation, with the power to delegate its powers, duties and responsibilities regarding the execution and application of the plan to the Deputy Chairman and/or the Chief Executive Officer of Orsero S.p.A, also severally, it being understood that any decision regarding and/or pertaining to a beneficiary of the above-mentioned plan who is also an Executive Director of the Company (as any other decision regarding and/or pertaining to the management and/or implementation of the plan with respect to him/her) shall remain the exclusive responsibility of the Board of Directors."*

Milan, March 14, 2023

On behalf of the Board of Directors

The Chairman

*Paolo Prudenziati*

**Annex Information document relating to Orsero S.p.A.'s financial instrument-based incentive and retention plan called "Orsero S.p.A. 2023 - 2025 Performance Share Plan"**