2024 Financial Report

F.lli Orsero QUALITÀ

GRUPPO ORSERO

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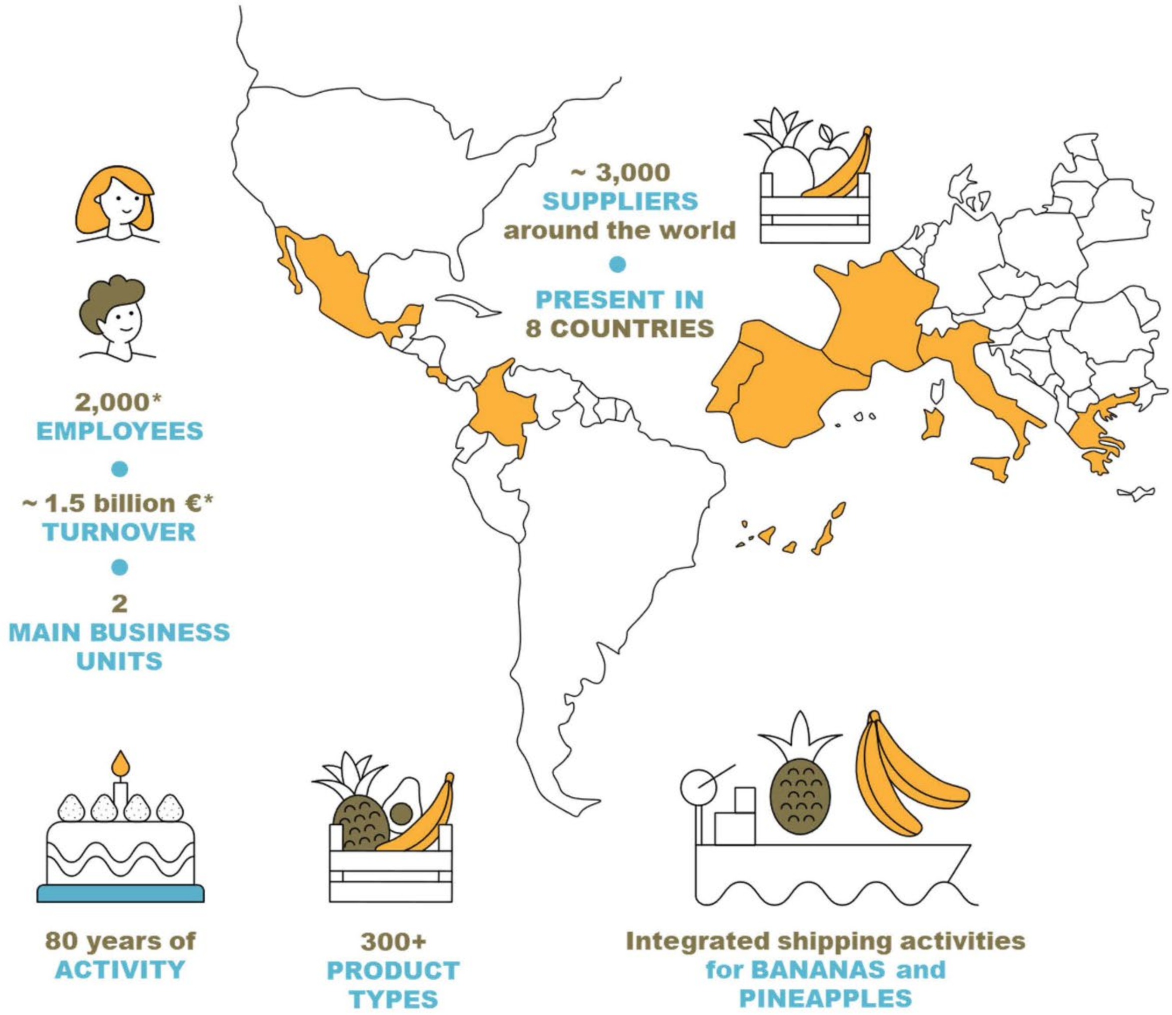
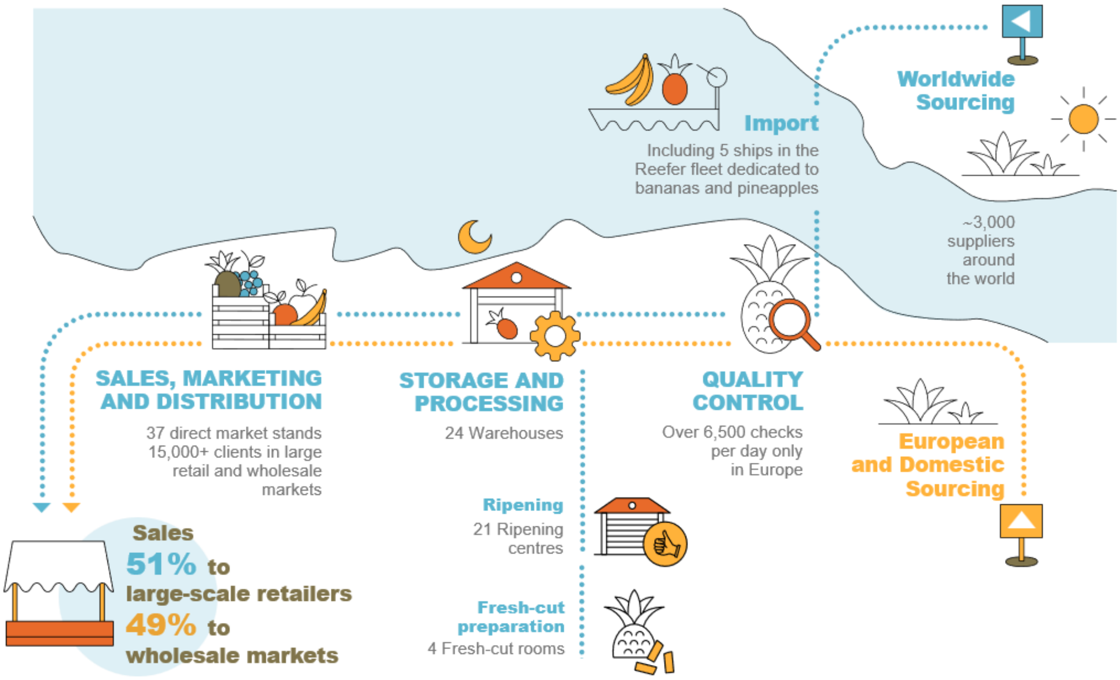
Our Group, at a glance.




Worldwide Sourcing
~3,000 suppliers around the world
Import
Including 5 ships in the Reefer fleet dedicated to bananas and pineapples
QUALITY CONTROL
Over 6,500 checks per day only in Europe
European and Domestic Sourcing
STORAGE AND PROCESSING
24 Warehouses
Ripening
21 Ripening centres
Fresh-cut preparation
4 Fresh-cut rooms
SALES, MARKETING AND DISTRIBUTION
37 direct market stands
15,000+ clients in large retail and wholesale markets
Sales
51% to large-scale retailers
49% to wholesale markets

Key economic, equity and financial data

Economic data:

Thousands of €	12.31.2024	12.31.2023
Net sales	1,571,270	1,540,813
Adjusted EBITDA	83,690	107,114
% Adjusted EBITDA	5,33%	6,95%
Adjusted EBIT	48,698	72,780
EBIT	44,018	64,931
Profit/loss for the period	27,680	48,129
Profit/loss attributable to non-controlling interests	875	853
Profit/loss attributable to Owners of Parent	26,805	47,276
Adjusted profit/loss for the period	31,509	53,952

Equity data:

Thousands of €	12.31.2024	12.31.2023
Net Invested Capital	367,566	366,365
Capital and reserves attributable to Parent Company	254,708	236,800
Non-Controlling Interest	1,692	1,724
Total Shareholders' Equity	256,400	238,523
Net Financial Position	111,165	127,842

Main indicators:

	12.31.2024	12.31.2023
ROE Group	11.76%	24.94%
ROI	13.25%	19.87%
Net Financial Position/Total Shareholders' Equity	0.43	0.54
Net Financial Position/Adjusted EBITDA	1.33	1.19
Main indicators without IFRS 16 effect		
Net Financial Position/Total Shareholders' Equity	0.21	0.28
Net Financial Position/Adjusted EBITDA	0.83	0.74

Cash flow data:

Thousands of €	12.31.2024	12.31.2023
Profit/loss for the period	**27,680**	**48,129**
Cash flow from operating activities	49,926	75,169
Cash flow from investing activities	(27,252)	(63,102)
Cash flow from financing activities	(27,376)	9,166
Increase/decrease in cash and cash equivalent	(4,703)	21,233
Net cash and cash equivalents, at beginning of the period	**90,062**	**68,830**
Net cash and cash equivalents, at end of the period	**85,360**	**90,062**

ESEF Financial Statements

The Group has prepared the consolidated financial statements as at December 31, 2024 in the single electronic reporting format (ESEF) by applying the provisions of Delegated Regulation (EU) 2019/815 endorsed by the legislature with Italian Law no. 21 of February 26, 2021, which converted Italian Decree Law 183/2020 ("Milleproroghe" Decree).

Orsero S.p.A. corporate information

Registered Office:

Orsero S.p.A.
Via Vezza D'Oglio 7,
20139 Milan, Italy

Legal data:

Share capital (Euro): 69,163,340
No. of ordinary shares with no par value: 17,682,500
Tax ID and Milan Register of Companies enrollment no.: 09160710969
Milan Chamber of Commerce enrollment no. R.E.A. 2072677
Company website www.orserogroup.it

Composition of Orsero S.p.A. corporate bodies

Orsero S.p.A., Parent Company of the Orsero Group, adopted the “traditional system” of management and control.

Board of Directors[1]:

Paolo Prudenziati	Non-Executive Chair
Raffaella Orsero	Deputy Chair, Chief Executive Officer (CEO)
Matteo Colombini	Chief Executive Officer (Co-CEO, CFO)
Carlos Fernández Ruiz	Director
Armando Rodolfo de Sanna[2]	Independent Director
Vera Tagliaferri[2]	Independent Director
Laura Soifer[2]	Independent Director
Costanza Musso[2]	Independent Director
Elia Kuhnreich[2,3]	Independent Director
Riccardo Manfrini[2,3]	Independent Director

Board of Statutory Auditors[4]:

Lucia Foti Belligambi[5]	Chair
Michele Paolillo	Statutory Auditor
Marco Rizzi	Statutory Auditor
Monia Cascone	Alternate Auditor
Paolo Rovella	Alternate Auditor

Control and Risks Committee[6]:

Vera Tagliaferri	Chair
Armando Rodolfo de Sanna	Member
Riccardo Manfrini	Member

Remuneration and Appointments Committee[6]:

Armando Rodolfo de Sanna	Chair
Elia Kuhnreich	Member
Paolo Prudenziati	Member

Related Parties Committee[6]:

Laura Soifer	Chair
Riccardo Manfrini	Member
Costanza Musso	Member

Sustainability Committee[6]:

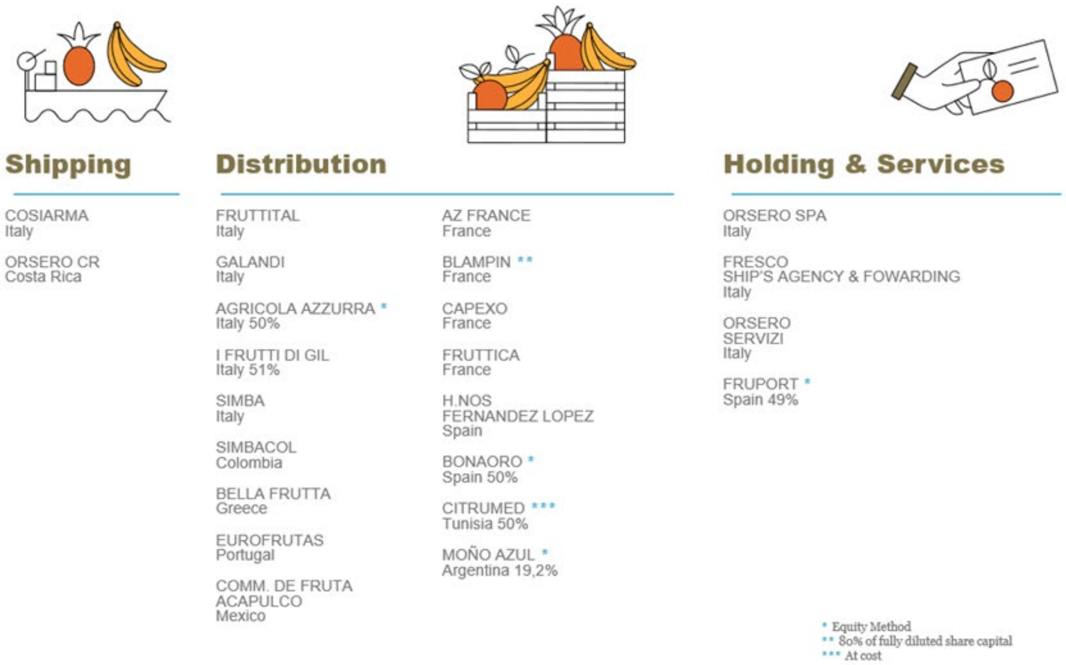
Costanza Musso	Chair
Laura Soifer	Member
Vera Tagliaferri	Member

Independent Auditors:

KPMG S.p.A.

[1] The Board of Directors, consisting of ten members, was appointed by the Shareholders’ Meeting on April 26, 2023 and shall remain in office until the date of approval of the financial statements at December 31, 2025.
[2] Declared, on submission of the list for the appointment of the Board of Directors, that he/she meets the established independence requirements.
[3] Taken from the list submitted jointly by funds managed by Praude Asset Management Limited.
[4] The Board of Statutory Auditors, consisting of three statutory auditors and two alternates, was appointed by the Shareholders’ Meeting on April 26, 2023 and shall remain in office until the date of approval of the financial statements as at December 31, 2025.
[5] Taken from the list submitted by First Capital S.p.A.
[6] The members of the Remuneration and Appointments, Related Parties and Control, Risks and Sustainability committees were appointed by the Board of Directors on May 5, 2023 and shall remain in office until the date of approval of the financial statements at December 31, 2025.

Group Structure



Summary representation of the Group. For a complete list of Group companies, please refer to the paragraph “Consolidation policies and scope of consolidation” of the Notes.

Alternative performance indicators

In this annual financial report, certain economic/financial indicators are presented and analyzed that are not defined as accounting measures by IAS-IFRS, but which make it possible to discuss the Group's business. These figures, explained below, are used to comment on the performance of the Group's business in the sections “Key economic, equity and financial data”, “Directors' Report on Operations” and in the “Notes”, in compliance with the provisions of the Consob Communication of July 28, 2006 (DEM 6064293) and subsequent amendments and supplements (Consob Communication no. 0092543 of December 3, 2015 implementing the ESMA/2015/1415 guidelines).
The alternative performance indicators listed below should be used as a supplement to those provided in accordance with IAS-IFRS to assist users of the financial report in better understanding the Group's economic, equity and financial performance. It should be emphasized that the criterion used by the Group may not be the same as that adopted by other groups and thus the figure obtained may not be comparable with that determined by these other groups.
The definitions of the alternative performance indicators used in the Annual Report are as follows:
EBIT: the operating result.

Adjusted EBITDA: the operating result (EBIT) including depreciation, amortization, and provisions, however excluding non-recurring costs/income and costs related to Top Management incentives.
Adjusted EBIT: the operating result excluding non-recurring costs/income and costs related to Top Management incentives.
Adjusted profit/loss for the period: used for a comparison in terms of total consolidated result, represents the profit/loss net of non-recurring income and expense, inclusive of the relative taxes. As such, this indicator provides useful and immediate information on the profit trends for the year without considering non-recurring components.
Fixed assets: **c**alculated as the algebraic sum of the following items: goodwill, intangible assets other than goodwill, property, plant and equipment, investments accounted for according to the equity method, non-current financial assets, deferred tax assets. Any fair value of hedging derivatives included in the item "non-current financial assets" should be excluded from these items.
Commercial net working capital**:** calculated as the algebraic sum of inventories, trade receivables and trade payables.
Other receivables and payables: the algebraic sum of the following items: current tax assets, other receivables and other current assets, non-current assets held for sale, other non-current liabilities, deferred tax liabilities, provisions, employee benefits liabilities, current tax liabilities, other current liabilities and liabilities directly associated with non-current assets held for sale. Any fair value of hedging derivatives and current financial assets included in the item "other receivables and other current assets" should be excluded from these items.
Net working capital**:** is calculated as the algebraic sum of commercial net working capital and other receivables and payables.
Net invested capital (NIC): calculated as the algebraic sum of commercial net working capital, fixed assets, and other receivables and other payables, as defined above. This indicator represents the capital "Requirements" necessary for the company's operation at the reporting date, financed through the two components, Capital (Shareholders' Equity) and Third-party Funds (Net Financial Position).
Net financial position (NFP), or also "Total Financial Indebtedness" in the ESMA definition: calculated as the algebraic sum of the following items: cash and cash equivalents, non-current/current financial liabilities, which also include payables associated with acquisition prices still to be paid and the positive/negative fair value of hedging derivatives and current financial assets recorded under the item "other receivables and other current assets".
ROI**:** calculated as the ratio between Adjusted EBIT and Net invested capital.
Group ROE: calculated as the ratio between the profit/loss attributable to the Owners of Parent company and the shareholders' equity attributable to the Owners of Parent net of the profit for the year.

DIRECTORS' REPORT ON OPERATIONS

Significant events during the year

The following are the most significant events that took place during 2024, consisting mainly of (i) the approval of the FY 2024 Expected Results Guidance, (ii) the resolutions of the Shareholders' Meeting on April 29 regarding the distribution of the dividend on the 2023 result and the approval of the 2024 Remuneration Policy, and (iii) the initiation of a share buyback program.
Group management and the Board of Directors constantly monitor the economic and macroeconomic environment, which is still heavily influenced by the macroeconomic effects still deriving from the conflicts in Ukraine and the Middle East, in order to assess the best business strategies to handle changing and volatile market scenarios in a timely and effective manner.

Macroeconomic situation

As specified by the European Economic Forecast published in November 2024 (Autumn Forecast 2024), after prolonged and extensive stagnation, the EU economy resumed growth in the first quarter of this year. As predicted in the spring, the expansion continued at a subdued but steady pace throughout the second and third quarters amid a further reduction in inflationary pressures. The conditions for a slight acceleration in domestic demand appear to be in place, despite increased uncertainty. The Autumn Forecast predicts real GDP growth in 2024 of 0.9% in the EU and 0.8% in the Eurozone. For the EU, this is a decline of 0.1 percentage point from the previous forecast, while it is unchanged for the Eurozone. In the EU, growth is expected to rise to 1.5% in 2025, as consumption is shifting gears and investment is expected to recover from the contraction recorded in 2024. In 2026, economic activity is expected to expand by 1.8%, thanks to the continued expansion of demand. Growth in the Eurozone is expected to follow similar trends and reach 1.3% in 2025 and 1.6% in 2026. The disinflationary process that began in late 2022 continued during the summer. Despite a slight recovery in October, largely driven by energy prices, overall inflation in the Eurozone is expected to decline by more than half in 2024, from 5.4% in 2023 to 2.4%, before falling more gradually to 2.1% in 2025 and 1.9% in 2026. In the EU, the disinflation process will be even sharper in 2024, with overall inflation falling to 2.6%, from 6.4% in 2023, and continuing to decline to 2.4% in 2025 and 2.0% in 2026.
Household disposable income continued to grow at a strong pace in the first half of the year, thanks to the expansion of employment and the continued recovery of real wages. By mid-year, salary buying power had recovered nearly half of the loss caused by high inflation.
In the second quarter of 2024, the household savings rate stood at 14.8%, above expectations and more than 3 percentage points above the pre-pandemic long-term average. At the same time, investments declined, contracting by more than 2.5% in the first half of the year. More than half of the contraction was due to one-off transactions on intellectual property products. However, net of this volatile component, the contraction was deep and broad across all asset categories. High uncertainty is estimated to have weighed on consumption and especially investment. The recovery of global trade in goods and the continued expansion of trade in services boosted exports of goods and services by 0.5% in the first half of the year. Import growth was significantly lower, so net external demand contributed positively to growth. Consumption is estimated to have strengthened in the third quarter, while investment contracted further.
Concerns about OPEC+ production cuts and the escalating conflict in the Middle East have driven the recent volatility in Brent oil prices. However, their gradual decline over the summer put average annual oil futures prices on a downward path throughout the forecast horizon, driven downward by expectations of weak global oil demand, especially in China, and increased production by OPEC+ and the United States. Compared with the Spring Forecast, at the

forecast closing date, oil futures prices were 7% and 10% lower in 2024 and 2025, respectively. Meanwhile, gas prices have increased since the spring and are expected to be higher than assumed in the Spring Forecast in both 2024 and 2025, while wholesale electricity prices are expected to be slightly higher in 2024 but lower in 2025.

After the strong deflationary impact of energy inflation wore off, consumer inflation moved broadly sideways in the early months of the year. It resumed its decline in August, under renewed downward pressure from energy and the continued moderation of non-energy inflation. Inflation in the Eurozone fell to 1.7% in September before rising to 2% in October, thanks to higher oil prices and strong base effects that lifted energy inflation again. Despite a certain expected volatility caused by base effects and expiring energy support measures, the disinflationary process appears to be firmly underway. Energy inflation is projected to make a negligible contribution to overall inflation, despite a slight recovery in 2026. Pressures on non-energy prices are expected to moderate further, with non-energy food and industrial goods inflation stabilizing around historical averages by the end of the forecast horizon. Importantly, strong inflationary pressures in services are expected to remain strong until early 2025 and then begin to moderate as wage growth slows and productivity is expected to recover, supported by negative base effects.

In October, the European Central Bank cut the rate for the third time since the start of the easing cycle that began in May. As of the closing date of this forecast, markets were pricing the Eurozone deposit rate below 3% by the end of the year. By the end of 2025, the rate is expected to fall further to around 2%, roughly 60 basis points lower than projected in the spring, and stabilize around this level for the remainder of the forecast horizon. Most central banks of non-Eurozone member states are also expected to loosen their monetary stance, with somewhat more pronounced cuts in Poland and especially Romania. Long-term rates in the Eurozone (10-year) have fallen in recent months, but far less than short-term rates. They are now expected to remain slightly above 2% over the forecast horizon, and the downward adjustment since spring largely reflects lower inflation expectations. Meanwhile, bank credit data in the Eurozone are showing signs of recovery. Net loans are expanding again but remain weak in nominal terms. Demand for home loans is recovering and credit standards are loosening. For businesses, credit standards have not yet started to ease, but in the final quarter they stopped tightening, heralding a turnaround in credit flows.

The EU labor market held up well in the first half of 2024. The economy generated jobs for 750,000 people. This brings the number of newly employed since the beginning of the pandemic (2019-Q4) to as many as 8 million, mainly benefiting women, older workers and foreign-born job seekers. However, the pace of employment growth has slowed, and the intensity of employment growth seems to be normalizing gradually. Although still tight by historical standards, the EU labor market has begun to loosen, with the job vacancy rate approaching its pre-pandemic level and the business executive labor shortage easing further, especially in industry. however, growth in labor demand has continued to outpace supply growth. In October, the EU unemployment rate reached a new record low of 5.9%. Employment growth is set to slow from 0.8% in 2024 to 0.5% in 2026. After a contraction in 2023, productivity is expected to stagnate in 2024. A cyclical recovery is then expected in 2025, with further strengthening in 2026. However, productivity growth is likely to remain subdued.

After peaking in 2023 (6.1%), wage growth in the EU is still expected to record a strong pace in 2024 (4.9%). Thereafter, it is expected to slow sharply to 3.5% and 3% in 2025 and 2026, respectively. However, wage growth will be sufficiently higher than inflation to allow for the full recovery of real wages by next year in the EU and the following year in the Eurozone.

As inflation continues to decline, household real disposable income is projected to grow further in both 2025 and 2026. Thanks to strong budgets, reduced incentives to save and improved credit conditions, the households savings rate is expected to gradually reduce to 14% in 2026. Thus, consumption growth is expected to accelerate throughout the forecast horizon.

Global economic activity held up well in the first half of the year, mainly due to the recovery of activity in the United States. Excluding the EU, global growth is expected to remain around 3.5% over the forecast horizon. This figure is broadly in line with last spring's projections. As demand for goods picks up and the manufacturing sector recovers, global trade in goods is expected to continue to grow in the second half of 2024. Global trade in services is expected to continue to expand at a rapid pace, driven by tourism and digital services. Overall, global trade excluding the EU is expected to expand by 3.2% in 2024 and accelerate to 3.5% in 2025 before falling to 3.2% in 2026.
After essentially flat annual growth in goods exports in 2024, goods exports are expected to accelerate in 2025 and 2026. Data for the first half of the year show that service exports are set to perform strongly this year, bringing the projected growth of aggregate exports to 1.4% in 2024. In 2025 and 2026, service exports are projected to grow at about the same rate as goods exports as the recovery trend in global travel spending subsides. After substantially stagnating this year, imports of goods and services in 2025 and 2026 are expected to recover sharply. As a result, after supporting real GDP growth in 2024, net exports are no longer expected to contribute to growth in 2025 and 2026. The surplus in the current account balance with the rest of the world is set to decline from 3.6% in 2024 to 3.4% in 2025 and 3.3% in 2026 as the improvement in the terms of trade comes to a halt.
In this context, the Group's activities have not - at least so far - been affected to any significant extent that would cause a business disruption, both because of the absence of direct relations with the countries in conflict and because of the nature of its business related to the marketing of staple food products, without, therefore, significantly impacting the Group's profitability nor casting doubt over the assumption of the company acting as a going concern or the success of the activities with respect to management’s forecasts. The Group's management carefully monitors operations from the financial, commercial and organizational perspectives, including treasury situations relating to the collection of receivables from customers.
Following the U.S. elections and the protectionist policies announced by the new U.S. administration, there could be possible penalizations of countries with higher trade exposure to the U.S., like many European Union countries, with resulting impacts on net exports and economic growth expectations. This factor, as well as the highly uncertain and changing international environment, could significantly alter all of the forecasts provided above.

FY 2024 Guidance

On February 6, 2024, the Board of Directors, based on the approved Budget projections for this financial year, announced to the financial market and made available on the corporate website its FY 2024 Guidance with reference to the key economic and financial indicators, in continuity with what was done for the previous financial years, in order to ensure increasingly smooth and effective communications with Group stakeholders. In view of the Strategic Sustainability Plan, the Board of Directors also communicated ESG targets for the current tax year to the financial market. Implementation of the Strategic Plan and achievement of goals will also be monitored through the Sustainability Committee.

Distribution of the ordinary dividend

The Shareholders' Meeting of April 29, 2024 approved the allocation of profit for the year 2023 of Euro 22,165 thousand as proposed by the Board of Directors and in particular the distribution of an ordinary monetary dividend of Euro 0.60 per share, gross of withholding tax, for each existing share entitled to receive a dividend, thus excluding from the calculation 753,137 treasury shares held by the company, for a total dividend of Euro 10,158 thousand. The ex-dividend date was May 13, 2024, the record date was May 14 and payments began on May 15, 2024.

Resolution on the Remuneration Policy

The Shareholders' Meeting of April 29, 2024 approved with a binding vote the 2024 Remuneration Policy (Section I) pursuant to Article 123-ter, paragraphs 3-bis and 3-ter of the Consolidated Law on Finance and with an advisory vote pursuant to Article 123-ter, paragraph 6 of the Consolidated Law on Finance the Remuneration Report (Section II) on the compensation paid in 2023.

Authorization to purchase and dispose of treasury shares

On June 17, 2024, Orsero initiated a share buyback program, which ended on July 11, 2024 and resulted in the purchase of a total of 80,720 treasury shares, of which 48,369 in June and 32,351 in July, at an average price of Euro 12.5349 and for a total value of Euro 1,012 thousand (including commissions).
At the date of approval of this report, Orsero holds 833,857 treasury shares, equal to 4.72% of the share capital.

Other significant events during the year

Appointment for the certification and audit of the Consolidated Sustainability Statement
At the Extraordinary Shareholders' Meeting on December 19, 2024, a proposal was approved to provide for the possibility of assigning the certification of compliance of sustainability reporting to a manager other than the Corporate Accounting Reporting Officer, with specific expertise in sustainability reporting and appointed after obtaining the mandatory opinion of the control body. The shareholders' meeting also approved the appointment of the independent auditors KPMG S.p.A. to certify the compliance of the Consolidated Sustainability Statement for the 2024-2026 three-year period.

Investments during the period
During 2024 investments were made in intangible assets other than goodwill and in property, plant and equipment for a total of Euro 38,944 thousand, including Euro 12,267 thousand for "rights of use" pursuant to IFRS 16, primarily connected to the extension of container rental contracts, renewals and the stipulation of new contracts for stands and sales points in European wholesale markets, as well as adjustments to rents due to inflation.

Analysis of the economic and financial situation of Orsero Group

The Separate Financial Statements for Orsero and the Consolidated Financial Statements for Orsero Group as at December 31, 2024 were prepared in accordance with international accounting standards (IAS/IFRS) issued by the International Accounting Standard Board (IASB) and endorsed by the European Union, including all International Financial Reporting Standards (IFRS) and the interpretations of the International Financial Reporting Interpretation Committee (IFRIC) and of the previous Standing Interpretations Committee (SIC). Additionally, in compliance with the provisions issued in implementation of Art. 9 of Italian Legislative Decree no. 38/2005, the indications have been considered as given in Consob Resolution no. 15519 of July 27, 2006, setting out "Provisions on financial statements", Consob Resolution 15520 of July 27, 2006, setting out "Amendments and supplements of the Issuers' Regulation adopted by Resolution no. 11971/99", Consob Communication no. 6064293 of July 28, 2006, setting out "Corporate disclosures required in compliance with Art. 114, paragraph 5 of Italian Legislative Decree no. 58/98", communication DEM/7042270 of May 10, 2007 and Bank of Italy/Consob/Isvap document no. 2 of February 6, 2009.

The disclosure responds to the requests set forth in CONSOB's March 18, 2022 warning notice urging issuers to provide adequate and timely disclosure on the current and foreseeable effects that the conflict in Ukraine is having and/or is expected to have on the economic and financial situation of issuing companies. The disclosure also reflects CONSOB's December 20, 2024 warning notice, concerning climate information to be disclosed in the financial statements, requiring the reporting by Issuers of financial information in their financial statements that is consistent with information provided to the market, particularly in sustainability statements. Issuers are required to provide relevant information that enables investors to appreciate any impacts on accounting estimates of the actions identified within any transition plans and present the assessments that led to the recognition or otherwise of impacts in the financial statements.

This report was prepared in accordance with Art. 2428 of the Italian Civil Code; it provides the most significant information on the economic, equity, and financial situation as well as the performance of Orsero Group, as a whole and in the various sectors in which it operates. For the purpose of preparing the separate and consolidated financial statements, the option was exercised, as granted by current legislation on financial statements, of presenting a single report on operations that accompanies both the separate and consolidated financial statements of the Parent Company ("Orsero"), giving more prominence, unless otherwise indicated, to the phenomena at Group level.

The consolidated financial statements show a profit for the year of Euro 27,680 thousand (at December 31, 2023: Euro 48,129 thousand), of which Euro 26,805 thousand attributable to shareholders of the parent (at December 31, 2023: Euro 47,276 thousand), after depreciation, amortization and provisions for Euro 34,991 thousand (at December 31, 2023: Euro 34,333 thousand), net non-recurring charges (also including LTI incentives) for Euro 4,680 thousand, other income/expenses from investments for Euro 60 thousand (positive) and the pro-rata result of the companies consolidated with the equity method of Euro 2,047 thousand. It should be noted that out of Euro 9,039 thousand in net financial expenses, Euro 4,018 thousand represents net notional expenses.

The Orsero Separate Financial Statements show profit of Euro 13,435 thousand (as at December 31, 2023: profit of Euro 22,165 thousand), after depreciation, amortization and provisions for Euro 810 thousand (as at December 31, 2023: Euro 799 thousand) and accounted for dividends from subsidiaries of Euro 25,886 thousand, the associates of Euro 490 thousand, other expenses from equity investments of Euro 338 thousand and net non-recurring charges for Euro 1,942 thousand (as at December 31, 2023: charges for Euro 2,652 thousand).

Below is a breakdown of the main income statement items, almost all identifiable in the financial statements with the exception of the "Adjusted EBITDA", which is the main performance indicator used by the Group, "Adjusted EBIT" and the "Adjusted profit/loss for the period", defined in the "Alternative performance indicators" section.

It should be noted that all the figures shown include the effects of the application of IFRS 16.

Thousands of €	**12.31.2024**	**12.31.2023**
Net Sales	1,571,270	1,540,813
Adjusted EBITDA	83,690	107,114
Adjusted EBIT	48,698	72,780
Operating result (EBIT)	44,018	64,931
Financial income	2,072	1,512
Financial expense and exchange rate differences	(11,111)	(12,457)
Share of profit/loss of associates and joint ventures accounted for using equity method and other investment income/expense	2,107	2,138
Profit/loss before tax	37,086	56,124
Profit/loss for the period	27,680	48,129
Profit/loss attributable to non-controlling interests	875	853
Profit/loss attributable to Owners of Parent	26,805	47,276
Adjusted profit/loss for the period	31,509	53,952

The Group's performance in 2024 was well in line with expectations and was affected as expected by the normalization of the Shipping segment as well as the lower profitability of the Banana product, correction factors that brought the Group's results to a lower level than in the exceptional year 2023, while still maintaining the Group's profitability at "best in class" levels compared to the reference segment. The Shipping segment records good levels of volumes transported and a significant reduction in sea freight rates, which nevertheless remain profitable; there was also a significant impact on the dry container traffic on the back haul route from the Mediterranean to Central American countries. Segment profitability was also affected by the performance in the third quarter of 2024, of periodic 5-year dockside maintenance (“dry docking”) on the Cala Pino and Cala Pula vessels, required to maintain the navigation class, resulting in the need to charter an additional vessel for 3 journeys and higher costs incurred than in 2023. The Distribution segment in 2024 was affected by a very uncertain macroeconomic environment also characterized by phenomena of declining consumption in certain geographical areas and the normalization of the Banana product but recorded a result higher than the historical average performance for the year. Thanks to positive second half performance, revenues are higher than the previous year, profitability - net of the impact relating to the above-mentioned normalization of the Banana product - nevertheless marked a positive result in line with the market average, albeit taking into consideration stagnation in the consumption of certain products subject to winter campaigns, particularly citrus fruits, due to a particularly mild climate. This result stems mainly from the continuous improvement of the marketed product mix and in particular to the exotic product range. At geographical area level, excellent performance was recorded by the French subsidiaries in terms of both turnover and profitability in the second half of 2024 compared with the corresponding period of the previous year and 2024 saw continuous growth for Portugal and Greece. In this segment, the impact of operating energy costs continued to be significant, albeit lower than in the previous year, at Euro 9,192 thousand and Euro 10,715 thousand in 2024 and 2023, respectively (approx. -14.22%), as a result of the drop in market prices of energy products and the reduction in energy consumption thanks to the investments made in cooling plants.
Adjusted EBITDA, totaling Euro 83,690 thousand, marked a reduction of Euro 23,424 thousand compared to 2023, and the profit for the period of Euro 27,680 thousand decreased by Euro 20,449 thousand, essentially linked to the lower operating performance[7].

[7]The deterioration of Euro 20,449 thousand is due to the poorer operating performance by Euro 23,424 thousand, higher amortization, depreciation and provisions by Euro 658 thousand, lower net financial expenses by Euro 157 thousand, higher exchange rate gains by Euro 1,749 thousand, higher taxes by Euro 1,411 thousand, lower income from investments and for the share of profits of investments consolidated with the equity method by Euro 32 thousand and the lower impact of net non-recurring expenses by Euro 3,169 thousand.

In terms of revenues, they rose compared to 2023 by Euro 30,458 thousand (+1.98%), linked to the good performance of the Distribution sector (+3.00%) and were also characterized, on the other hand, by the normalization of freight rates for the Shipping segment after the exceptional nature of the years 2022 and 2023.

Thousands of €	12.31.2024	12.31.2023
"Distribution" Sector	1,496,092	1,453,029
"Shipping" Sector	116,048	132,737
"Holding & Services" Sector	10,759	10,994
Net Sales Inter-sector	(51,629)	(55,948)
Net Sales	**1,571,270**	**1,540,813**

Geographical information

The analysis of information shows details of the Group's revenues, divided up into the main geographical areas (thereby meaning those in which the company that generated the revenue is based) for 2024 and 2023, showing the Group's eurocentric nature.

Thousands of €	12.31.2024	12.31.2023	Change
Europe	**1,513,664**	**1,493,868**	**19,796**
*of which Italy**	*534,145*	*554,966*	*(20,821)*
of which France	*512,488*	*494,669*	*17,820*
o which Peninsula Iberica	*426,171*	*408,304*	*17,867*
Latin America and Central America	**57,606**	**46,945**	**10,661**
Total Net sales	**1,571,270**	**1,540,813**	**30,458**

* Italy revenues include turnover from Shipping and Holding & Services activities

As shown in the table, Europe represents the center of the Orsero Group’s activities, while non-European revenue is linked to activities carried out in Mexico, relating to the production and marketing/export of avocados, and Costa Rica, to support sourcing and logistics activities for the import of bananas and pineapples. Finally, please note that for Group revenues, the currency component is insignificant (with the exception, as noted above, of Shipping activities, the revenues of which moreover accounts for less than 10% of total revenues), given that the revenues of distributors, apart from the Mexican company, are all in euros.
The table below provides a reconciliation of the Adjusted EBITDA, used by the Group’s management team as a performance indicator monitored on a consolidated level, with the profit/loss presented in the consolidated income statement.

Thousands of €	12.31.2024	12.31.2023
Profit/loss for the period	**27,680**	**48,129**
Income tax expense	9,406	7,995
Financial income	(2,072)	(1,512)
Financial expense and exchange rate differences**	11,111	12,457
Share of profit/loss of associates and joint ventures accounted for using equity method and Other investment income/expense	(2,107)	(2,138)
Operating result	**44,018**	**64,931**
Amortization, depreciation and Accruals of provision	34,991	34,333
Non-recurring income and expense	4,680	7,849
Adjusted EBITDA*	**83,690**	**107,114**

* It should be noted that the Adjusted EBITDA as at December 31, 2024 of Euro 83,690 thousand (Euro 107,114 thousand as at December 31, 2023) incorporates the improvement effect from the application of IFRS 16 "leases" for Euro 17,412 thousand (Euro 16,514 thousand as at December 31, 2023). This improvement effect is almost entirely offset by higher depreciation and amortization of Euro 15,423 thousand (Euro 14,647 thousand as at December 31, 2023) and financial expenses of Euro 2,751 thousand (Euro 1,821 thousand as at December 31, 2023).

** Please note that the item financial expenses and exchange differences includes, for 2024 and 2023 respectively, Euro 913 thousand and Euro 1,125 thousand in interest linked to the discounting of the earn-out and the put/call option, price components established in the contracts for the acquisition of the two French companies.

The table below shows the sector results in terms of Adjusted EBITDA, highlighting the above-mentioned deterioration of the Distribution sector by Euro 4,570 thousand (equal to -6.2%) with a result that goes from Euro 73,711 thousand in 2023 to Euro 69,141 thousand in 2024. The Shipping segment deteriorated by Euro 19,390 thousand with respect to Adjusted EBITDA in 2023.
Lastly, please note that the Adjusted EBITDA of Euro 83,690 thousand was impacted by the IFRS 16 reclassification of Euro 17,412 thousand, while in 2023, that impact amounted to Euro 16,514 thousand, essentially due to adjustments of operating lease payments as a result of inflation.
The Holding & Services sector is mainly represented by the Parent Company Orsero S.p.A., flanked on a lesser scale by the companies operating in customs and IT services, mainly inter-company. The result measured by adjusted EBITDA is typically negative, as the Parent Company determines its result according to the dividends collected.

Thousands of €	12.31.2024	12.31.2023
"Distribution" Sector	69,141	73,711
"Shipping" Sector	22,176	41,567
"Holding & Services" Sector	(7,627)	(8,164)
Adjusted EBITDA	**83,690**	**107,114**

The following table, on the other hand, shows the comparison between the adjusted results for the two periods under review, highlighting the components related to profit sharing by the employees of the French and Mexican companies, the share attributable to 2024 of the 2023-2025 LTI incentives as well as the contingency arising from the settlement agreement related to the insurance premium for the LBO policy to cover the customs litigation concluded in 2023, which was paid earlier. Also of note is the closure of the Solgne warehouse decided in order to take advantage, for the Banana product business, of synergies with other production sites in France. All items are shown net of related tax effects.

Thousands of €	12.31.2024	12.31.2023
Profit/loss for the period	**27,680**	**48,129**
Top Management incentives	1,797	2,529
Employee profit-sharing	806	759
Customs Agency settlement agreement	-	477
Closing of Solgne warehouse	522	-
Other non-recurring profit/loss	705	2,058
Adjusted profit/loss for the period	**31,509**	**53,952**

As regards the Statement of financial position, the main data used and reviewed periodically by Management for the purpose of making decisions regarding resources to be allocated and evaluation of results is presented.

Thousands of €	12.31.2024	12.31.2023
Fixed Assets	360,766	355,346
Commercial Net Working Capital	34,755	37,382
Other receivables and payables	(27,956)	(26,363)
Net Invested Capital	367,566	366,365
Total Shareholders' Equity	256,400	238,523
Net Financial Position	111,165	127,842

The main changes in the financial structure at December 31, 2024 compared to December 31, 2023, which will be extensively analyzed in the notes to the financial statements, are primarily linked to:

- increase in fixed assets by Euro 5,420 thousand, mainly due to investments in tangible and intangible assets of Euro 38,944 thousand (including Euro 12,267 thousand for new contracts and IFRS 16 rent/lease adjustments in relation to stands, offices, machinery, means of transport, equipment with an offsetting increase in IFRS 16 liabilities), due to the positive pro-rata result for 2024 of the companies valued by the equity method of Euro 2,047 thousand and a net increase of Euro 168 thousand in non-recurring receivables, partially offset by Euro 33,038 thousand in amortization/depreciation;
- decrease of Euro 4,220 thousand in net working capital, inclusive of the change in commercial working capital and other receivables and payables, linked to a careful working capital management policy implemented by the management;
- improvement of the Net Financial Position by Euro 16,676 thousand, benefiting from the good cash generation during the year, but which also considers the payment of the dividend, the purchase of treasury shares and the effect of the changes described above.

The summary representation of the Group’s financial statements at December 31, 2024 through the main indicators highlights the good capital and financial structure of the Group, also within an “IFRS 16 compliant” context.

	12.31.2024	12.31.2023
Net Financial Position/Total Shareholders' Equity	0.43	0.54
Net Financial Position/Adjusted EBITDA	1.33	1.19
Main indicators without IFRS 16 effect		
Net Financial Position/Total Shareholders' Equity	0.21	0.28
Net Financial Position/Adjusted EBITDA	0.83	0.74

Note that the Net Financial Position as specified below is calculated in full compliance with the ESMA recommendation:

Thousands of €		**12.31.2024**	**12.31.2023**
A	Cash	85,360	90,062
B	Cash equivalents ****	14	12
C	Other current financial assets *****	3,291	750
D	**Liquidity (A + B + C)**	**88,666**	**90,825**
E	Current financial debt *	(17,400)	(14,974)
F	Current portion of non-current financial debt **	(41,011)	(37,602)
G	**Current financial indebtedness (E + F)**	**(58,411)**	**(52,576)**
H	**Net current financial indebtedness (G + D)**	**30,254**	**38,248**
I	Non-current financial debt ***	(126,419)	(146,090)
J	Debt instruments	(15,000)	(20,000)
K	Non-current trade and other payables	-	-
L	**Non-current financial indebtedness (I + J + K)**	**(141,419)**	**(166,090)**
M	**Total financial indebtedness (H + L)**	**(111,165)**	**(127,842)**

* Debt instruments are included, but the current portion of non-current financial debt is excluded.
** Includes payables for rental and lease agreements under IFRS 16 for Euro 15,143 thousand at December 31, 2024 and Euro 12,855 thousand at December 31, 2023
*** Debt instruments are excluded. Includes payables for rental and lease agreements under IFRS 16 for Euro 41,218 thousand at December 31, 2024 and Euro 47,904 thousand at December 31, 2023
**** Marketable portfolio securities measured at market value are represented here
***** Positive values of mark-to-market derivative instruments are represented here

Shareholders’ equity and Treasury shares

The share capital at December 31, 2024 of the Parent Company Orsero, fully paid in, consists of 17,682,500 shares without par value for a value of Euro 69,163,340; there are no preference shares. Holders of ordinary shares have the right to receive the dividends as they are resolved and, for each share held, have a vote to be cast in the Company’s shareholders' meeting. Shareholders' equity at December 31, 2024 increased compared to December 31, 2023 mainly due to the profit for the year, which more than offset the reduction related to the dividend payment and the purchase of treasury shares. The statement of changes in shareholders’ equity provides all information explaining the changes taking place during the year.
At December 31, 2024, Orsero held 833,857 treasury shares, equal to 4.716% of the share capital, for a value of Euro 9,781 thousand, shown as a direct decrease in shareholders' equity. In the course of 2024, the Parent Company acquired a total of 80,720 treasury shares at an average price of Euro 12.5349 per share for Euro 1,012 thousand.
As at December 31, 2024, the Group does not hold, directly or indirectly, shares in parent companies and it did not acquire or sell shares in parent companies during the year.

Commentary on performance of the business segments

This section provides information on the Group's performance as a whole and in its various segments by analyzing the main indicators represented by turnover and Adjusted EBITDA. The information required by IFRS 8 is provided below, broken down by "operating segment". The operating segments identified by the Orsero Group are identified as the business segments that generate net sales and costs, the results of which are periodically reviewed by the highest decision-making level for the assessment of performance and decisions regarding the allocation of resources. The Group's business is divided into three main segments:

- Distribution segment
- Shipping segment
- Holding & Services segment

The table below provides a general overview of the performance of the different sectors in the two-year period 2024-2023. Please note that the data and comments on the sectors given below show the results of only companies that are consolidated on a line-by-line basis; information is given on the performance of associates further on in the notes.

Thousands of €	Distribution	Shipping	Holding & Services	Eliminations	Total
Net sales 12.31.2024 [A]	1,496,092	116,048	10,759	(51,629)	1,571,270
Net sales 12.31.2023 [B]	1,453,029	132,737	10,994	(55,948)	1,540,813
Net sales change [A] - [B]	**43,063**	**(16,689)**	**(234)**	**4,318**	**30,458**
Adjusted EBITDA 12.31.2024 [A]	69,141	22,176	(7,627)	-	83,690
Adjusted EBITDA 12.31.2023 [B]	73,711	41,567	(8,164)	-	107,114
Adjusted EBITDA change [A] - [B]	**(4,570)**	**(19,390)**	**536**	**-**	**(23,424)**
NFP 12.31.2024 [A]	N.d.	N.d.	N.d.	N.d.	111,165
NFP 12.31. 2023 [B]	N.d.	N.d.	N.d.	N.d.	127,842
NFP change [A] - [B]					**(16,676)**

We would now like to comment on the trends of the individual operating sectors, referring to the Notes for all the details of the various investees and the consolidation criteria adopted. Note that the following figures have been determined based on the accounting standards of consolidation in accordance with International Accounting Standards and Group standards and for that reason may be different from those that may be deduced from the individual statutory financial statements filed by the companies.

Distribution Sector

Thousands of €	12.31.2024	12.31.2023
Net Sales	1,496,092	1,453,029
Gross commercial margin *	195,991	199,529
% Gross commercial margin	13.10%	13.73%
Adjusted EBITDA	69,141	73,711
% Adjusted EBITDA	4.62%	5.07%

* The “gross commercial margin”, also called the contribution margin, represents the difference between net sales and the direct costs of the products sold (meaning the purchase costs of the goods, plus incoming and outgoing cargoes, customs duties and packaging costs, for labor as well as packaging materials).

In this sector of activity, companies are involved in the import and distribution of fresh fruit and vegetables from many countries around the world, at any time of the year, in the relevant regions, in addition to the companies located in Mexico dedicated to the production and export of avocados. The Distribution sector companies are located and operate on the markets of Mediterranean Europe (Italy, France, Iberian Peninsula and Greece) and Mexico.

The widespread presence in the regions, with specialized platforms in the processing and storage of fresh products, allows the Company to serve both traditional wholesalers/markets and large-scale retail, with different mixes in different Countries depending on the greater or lesser incidence of large retail in these markets. Overall, 2024 showed a substantial balance of aggregate sales of the European distribution companies among the sales channels.

With mass distribution, there are framework agreements that govern the main specifications and features of the product being delivered while, as a rule, the volumes and prices of the products are defined on a weekly basis, following the dynamics of the market. Suppliers, selected in some of the world’s most important production areas, guarantee the offer of a full range of products available 365 days a year.

The table above differs from the summary tables of the other segments shown below in that it includes a specific indicator for the distribution segment, the “gross commercial margin”, also referred to as the contribution margin, which in distribution companies constitutes the main indicator used to monitor business activity. The “gross commercial margin” represents the difference between net sales and the direct costs of the products sold (meaning the purchase costs of the goods, plus incoming and outgoing cargoes, customs duties and packaging costs, including labor as well as the packaging materials) where it is considered that these costs represent most of the costs incurred by the company and therefore the positive or negative changes in the gross sales margin tend to be reflected almost entirely on the profit or loss for the year.

The import and sale of bananas and pineapples is one of the Group’s main activities as a whole because of the importance and weight of these items within the range of fruit and vegetables and the fact, not inconsiderable in terms of stability of the operational cycle, of their availability throughout the year. The Group procures bananas and pineapples through long-term relationships established with major producers based in Central American countries and uses its own fleet to regularly transport bananas and pineapples from Central America to the Mediterranean, with a clear
advantage in terms of supply chain efficiency. Bananas and pineapples are sold under the brands “F.lli Orsero” and “Simba”, in addition to numerous private labels.

The Group's management has for several years been implementing a commercial policy aimed at reducing the weight of the Banana product in relation to the total volumes marketed and is focusing on product lines with higher added value and higher €/kg in order to improve the overall marginality of the business. This strategy is bringing remarkable results in terms of product mix and added value.

The uncertain geopolitical environment continued in 2024, but with a reduction in the inflationary wave that started in 2022, which still had impacts on the sourcing and structural costs of the sector against which the Group continued to work by acting on both sales prices and the marketed product mix, continuing to increase the incidence of those with higher added value in line with the strategy outlined above.

As for energy costs in particular, these decreased from Euro 10,715 thousand to the current Euro 9,192 thousand, due to the decrease recorded in energy product prices and energy consumption efficiency as a result of investments also made under the ESG Strategic Plan.

Overall, profitability as measured by Adjusted EBITDA, at 4.62% of sales, is above the average profitability of the industry despite the effect of the normalization of the Banana product and stagnant consumption in some winter campaigns, particularly citrus fruits, related to climatic factors. Excellent performance was recorded by the French subsidiaries in terms of both turnover and profitability in the second half of 2024 compared with the corresponding period of the previous year and the good performance of Greece and Portugal in 2024 compared to 2023.

Shipping segment

Thousands of €	12.31.2024	12.31.2023
Net sales	116,048	132,737
Adjusted EBITDA	22,176	41,567
% Adjusted EBITDA	19.11%	31.31%

The Shipping sector reflects only the activities linked to the maritime transport of bananas and pineapples of Central American production, carried out mainly with owned ships, the four reefer units “Cala Rosse”, and with a fifth ship operated under a freight contract, which connect, on the basis of a 35-day travel schedule, Central America with the Mediterranean, thereby allowing punctual arrival of fresh fruit in European markets on a weekly basis.
The segment performed in 2024 in line with expectations albeit discounting, a sharp normalization of profitability compared to the exceptional two-year period 2022-2023. Fruit volumes transported remain at excellent levels, with a satisfactory loading factor; there is a reduction in the profitability of dry container traffic on the west-bound route due to the decline in freight rates and volumes transported. Furthermore, segment profitability in 2024 was affected by the dry docking of the Cala Pino and Cala Pula vessels, in the course of the third quarter, resulting in the need to charter an additional vessel for 3 journeys and higher costs incurred than in 2023.
Due to the presence in fruit (reefer) transportation contracts of the BAF ("Bunker Adjustment Factor") clause and in fruit (reefer) and general cargo (dry) transportation contracts of mechanisms for recovering the higher costs linked to the introduction of the EU ETS in the maritime industry in Europe, the segment’s income statement during the reporting period was not substantially impacted by a slight increase in the cost of fuel, which consists of bunker fuel and EU ETS costs. The Group continues to be exposed to price volatility on captive reefer fuel volumes, in response to which the Group implements hedging policies with derivative instruments for mitigation purposes.

Holding & Services segment

Thousands of €	12.31.2024	12.31.2023
Net sales	10,759	10,994
Adjusted EBITDA	(7,627)	(8,164)

This segment includes the activities related to the Parent Company as well as the activities of providing services in customs and in the IT sector.
The Adjusted EBITDA of the segment typically has a negative sign, because, in view of the Parent Company’s nature as a holding company, the income and ultimately the profit or loss for the year are tied to the dividends received from Group companies.

Analysis of the economic and financial situation of the Parent Company Orsero

The Orsero annual financial statements at December 31, 2024 show profit of Euro 13,435 thousand (2023: profit of Euro 22,165 thousand), after depreciation, amortization and provisions for Euro 810 thousand (2023: Euro 799 thousand), dividends collected for Euro 26,375 thousand, other investment expense of Euro 338 thousand and total non-recurring expenses recorded for Euro 1,942 thousand, primarily linked to Top Management incentives. The following are details of the main income statement items:

Thousands of €	12.31.2024	12.31.2023
Net Sales	2,694	2,363
Adjusted EBITDA	(8,260)	(8,931)
Adjusted EBIT	(9,070)	(9,730)
Operating result (EBIT)	(11,012)	(12,381)
Financial income	1,472	1,557
Financial expense and exchange rate differences	(6,463)	(7,063)
Dividends*	26,375	36,279
Other investment income/expense*	(338)	(127)
Profit/loss before tax	10,035	18,264
Profit/loss for the period	13,435	22,165

* Included in the "Other investment income/expense"

In terms of the income statement, the result of the Parent Company is of limited relevance as the revenue side is essentially linked to the services provided to the Group and the collection of dividends, while on the cost side, personnel costs, expenses for specialized consulting and promotional expenses of the brand are the most significant components, which result in a negative Adjusted EBITDA value; therefore, the discussion in relation to the consolidated income statement is much more relevant.

Adjusted EBITDA showed a positive change of Euro 671 thousand. In 2024, revenues increased over the previous year. General and administrative costs decreased by Euro 400 thousand and related mainly to costs for legal, tax, notary and other consulting (Euro 383 thousand).

During the year, Euro 1,852 thousand of net expenses linked to the MBO/LTI incentives for the Management were recognized as non-recurring expenses.

As regards the Statement of financial position, the main data used and reviewed periodically by Management for the purpose of making decisions regarding resources to be allocated and evaluation of results is presented.

Thousands of €	12.31.2024	12.31.2023
Fixed Assets	263,281	262,662
Net Working Capital	(21,857)	(12,789)
Net Invested Capital	241,424	249,873
Total Shareholders' Equity	165,785	162,995
Net Financial Position	75,639	86,878
Net Financial Position/Total Shareholders' Equity	0.46	0.53

The increase in non-current assets is mainly due to the capital contribution of the Costa Rican company Inmobiliaria Pacuare, acquired during 2024. The decrease in Net Working Capital essentially reflects the change in the position of treasury current accounts ("Cash pooling") from a debt situation of Euro 19,176 thousand to a current debt situation of Euro 29,192 thousand; in addition to this change, other receivables and other payables decreased by Euro 1,450 thousand, partially offset by the increase in commercial working capital by a net Euro 2,398 thousand due to the reduction of Euro 2,939 thousand in trade payables and the decrease in trade receivables from Group companies and third parties of Euro 541 thousand. The change in Shareholders' equity between 2024 and 2023 takes into account the effect of the result for the year, the purchase of treasury shares, the payment of the dividend, the change in the reserve for derivatives, the adjustment of the actuarial reserve related to employee benefits and the recognition of the reserve linked to the Performance Share Plan.

Reconciliation between the results and shareholders’ equity of the Parent Company and the Group

The reconciliation schedule for the results and shareholders’ equity of the Parent Company and the analogous consolidated values are provided below:

Thousands of €	Share capital and reserves	Profit/loss	Total Shareholders’ Equity
Orsero S.p.A. (Parent company)	**152,350**	**13,435**	**165,785**
The difference between the carrying amount and the corresponding equity	(84,984)	-	(84,984)
Pro-quota gains/losses achieved by subsidiaries	-	40,755	40,755
Pro-quota recognition of associated companies consolidated using the equity method	2,227	2,047	4,273
Dividends distributed by consolidated companies to the Parent company	29,224	(29,224)	-
Consolidation differences	126,557	-	126,557
Elimination of capital gain and/or other transactions carried out by subsidiaries	2,531	(208)	2,323
Total Group equity and net profit attributable to Parent company	**227,904**	**26,805**	**254,708**
Minority interests and net profit attributable to non-controlling interests	817	875	1,692
Total shareholders' equity and profit/loss 12.31.2024	**228,720**	**27,680**	**256,400**

Risk profiles of the business, control systems, environment

The Orsero Group’s business is focused on the import, sourcing and distribution of fresh fruit and vegetables, which over time have been joined by activities in the maritime transport and service sectors.

Strategic and operational risks

Operational risks

The Group is exposed to operational risks linked to the use of ships and storage plants, quality control, ripening and processing plants and these consist of the risk of losses caused by errors, breaches, downtime and damage, caused by internal processes, personnel, systems or external events. This is also compounded by changing ship-related environmental regulations and increased pressure on wages and the contractual regulation of workers in certain jurisdictions. Should such circumstances arise, considered highly likely, a risk would be run that may have a significant negative impact on the Group's economic, equity and financial position. The risk is considered of medium-high relevance. Orsero Group's activities are characterized by the need to ensure the optimal preservation of fruit throughout the whole source path to the final market and the regularity of supply to protect the continuity of operations. For this purpose, the Orsero Group uses its own fleet, represented by four reefer ships and the chartered ship that transport bananas and pineapples from Central America to the Mediterranean weekly and the warehouses where bananas are ripened and the fruit is stored, and is able to maintain control over the cold chain for the entire time.

The Group works to ensure that it remains compliant with current regulations at all times, while at the same time seeking to manage higher cost by investing in operational efficiency projects and/or by incorporating those higher costs into sale prices.

Risk connected with procurement difficulties and the volatility of commodity prices

The Orsero Group business, represented by the import and distribution of fruit and vegetables, is very much dependent on the procurement of certain products, such as bananas, pineapples, avocado, etc. and the fluctuation of the related purchase prices, particularly in consideration of product availability and the risks linked to the absence of any formalized short- or longer-term contracts with most of its suppliers. There is also a risk that the Group may be unable to transfer any higher purchase prices of products onto the prices of sale applied on the reference markets. Should such circumstances arise, considering the level likelihood of such, they may have a significant impact on the Group's equity and/or financial position. This risk is considered of high relevance. The quality and quantity of the supply of these products, and the availability and sustainability of the purchase price of the goods marketed by the Orsero Group, which, by nature, are perishable, may be impacted by factors that are difficult for it to predict or control. In particular, procurement conditions are extremely sensitive to the climatic factor (periods of drought or excessive rainfall, storms or hail on plantations), as well as soil conditions or the presence of weeds or parasites that determine the higher or lower availability of products, and consequently, their purchase price. The change in the prices of raw materials is generally handled through the pricing policy of the products for sale. To address these issues, the Orsero Group is implementing a strategy of diversifying its sources, both in terms of geographical supply areas as well as suppliers, in order to mitigate and offset any product shortages during the various seasons (or "campaigns") for the products. For the Orsero Group, one of the priorities has always been developing relations with suppliers, many of whom have established consolidated relationships over time, thus guaranteeing the consistency of the necessary procurement and possible mediation of purchase prices. Also in this sector, the consequences of the current geopolitical context characterized by ongoing conflicts and by uncertainty could have an impact on both inflation and product availability, jeopardizing the ability to meet the demand for fruit and vegetable products in terms of volume.

Risks connected with shipping in regard to fuel

With regards to the shipping business, the fuel used to power the bunkers is one of the main cost factors of the Shipping sector (as at December 31, 2024, the cost for fuel purchases accounted for around 35% of Shipping sector revenues). Historically, major fluctuations have been recorded in the price of the bunker, impacting the increase in costs incurred for purchasing the fuel used to power the ships and, consequently, the Group's result. There is therefore a risk that very significant (or repeated) fluctuations of the cost of fuel may only partly be covered by the hedges implemented by the Group and that in the event of contracts not including BAF clauses, the rise in bunker prices may generate a negative impact on the profitability of charters to customers. The likelihood of these circumstances occurring is considered high. In order to manage the risk of cost fluctuations, linked to fluctuations in the price of oil, the Orsero Group, in line with the practice of the shipping sector, stipulates, where possible and based on agreements reached with customers, transport contracts with the “bunker adjustment factor” (BAF) clause that allows an adjustment of the transport price depending on the increase or decrease of the bunker price. It should also be noted that to reduce the risk of significant price fluctuations, the Orsero Group generally stipulates hedging contracts for part of its bunker consumptions according to the best strategies identified. As already mentioned, the strategies adopted in recent years have allowed for the significant mitigation of this type of risk. As with the previous risk factors, the risk situation at the "macro" level has certainly increased in reference with previous years, especially due to global geopolitical risks that directly impact the valuations of assets like oil.

Risk connected with the transport of third party operator products

Through Cosiarma, the Group uses part of the capacity of its ships to also carry products pertaining to third party operators. There is therefore a risk connected with failure to renew such cargo contracts or with the renewal of such contracts but at more onerous conditions. Such circumstances, which are classed as “low” probability, may have very significant negative effects on the Group’s economic, equity and financial position. The risk described is considered as of medium-high relevance. Additionally, Cosiarma has a reduced customer base, precisely due to the market on which it operates, whose relations are generally regulated by annual contracts; this makes for uncertainty as to the continuation of such relations and the potential renewal at their expiry dates. Potential negative impacts cannot be excluded on the business and economic results and the Group’s equity and financial position, in the event of failure to stipulate one or more contracts, without there being equal replacement traffic or in the event of renewals at less remunerative contractual conditions. The management constantly monitors its customer portfolio, paying careful attention to their needs and maintaining contact with the main operators with a view to potentially improving the quantity and quality (price) of the cargo carried. As already mentioned, the expansion of the customer base in recent years has helped to mitigate this type of risk.

Risks associated with dependence on distribution channels

The Orsero Group’s turnover depends significantly on sales to both Mass Distribution (“GDO”) and traditional wholesalers. In particular, in FY 2024, the Orsero Group’s turnover from GDO was approximately 51% of total aggregated revenues of the European Distribution companies. The Group is exposed to risks relating to the potential interruption of relations with its customers, or a worsening of such relations as compared with the situation as at the reference date. Should such circumstances occur (considered unlikely), this would entail a risk of a significant negative impact on the Group’s economic, financial and equity position. This risk is considered of medium relevance. It should be noted that contracts with the GDO are governed by framework agreements, which regulate the main specific characteristics of the product being delivered. Except for specific cases, product volumes and prices are defined on a weekly basis, also in order to manage some factors not necessarily related to the product such as the Euro/Dollar exchange rate or the cost of oil that affects the transport cost. In this context, the Orsero Group has always responded with a strategy aimed at increasing its size and with a continuous effort to adapt and improve efficiency, while maintaining the objective of safeguarding the basic economic efficiency of its operations. Since 2012, the marketing of bananas and pineapples under its own brand has represented an effective strategic response from a structured and mature group to a radical change in the mechanisms of its core business. The Orsero Group is well aware of the risk associated with this challenge but believes that it is balanced by a unique opportunity to create over time a name and an Italian quality brand able to stand on the market and compete with the major multinationals in the sector. The acquisition of Blampin Groupe, the strong leading French operator in the wholesale markets with turnover of nearly Euro 200 million, allows the Group to notably rebalance its turnover between mass distribution and traditional markets, effectively leading to a decrease in this type of risk. Furthermore, after the post-pandemic years, in which the large-scale retail had focused more on product availability, since 2024 there has been a resurgence of aggressive policies on purchase prices especially in the higher volume commodity product lines. Especially in some markets, there has also been an attempt to strengthen and centralize purchasing by some brands, which are creating joint purchasing centers to gain additional commercial strength against suppliers. The Group maintains a focus on both the traditional and large-scale retail markets, being careful within the latter to maintain balanced relationships with the different brands in the countries in which it carries on business.

Risk linked to the evolution of energy prices

The main type of risk and uncertainty is linked to the evolution of energy prices - even though today it is declining compared to the peaks recorded in 2022 - regarding which it is difficult to make an estimate since although the Group does not operate in an extremely energy-intensive sector and even considering the fact that sale price dynamics in the Distribution BU have to date made it possible to absorb most of the price increases, the future scenario could result in a depletion of the flexibility and elasticity of demand with respect to prices, thus leading to a decline in consumption and/or the inability to recover further energy price increases by means of the product pricing policy. We do not believe that the European energy situation is likely to have a significant impact on the Group's ability to continue to operate as a going concern. However, a further scenario deterioration could have an even significant impact on the profitability of the Group's core businesses. Should the circumstances described above arise, considering the high-level likelihood of such, a risk would be run that may have a significant impact on the Orsero Group’s equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of high relevance.
In the current context of severe disruptions, the Group is carefully monitoring energy prices and adopting all tools to optimize its energy purchases and consumption, including by evaluating opportunities for investment in alternative energy sources (photovoltaics) in order to reduce costs. The Group is aware that this risk is largely beyond its ability to control, yet it nonetheless strives to find contractual solutions with major energy supply companies at favorable rates that help reduce energy price volatility.

Risks related to information systems and platforms: Cyber Risk

The Group is exposed to the risk that the IT systems and platforms used by the Group Companies and their employees may not guarantee the protection of personal and business data and may not be suitable to prevent data breaches. In addition, it is exposed to the risk of corporate infrastructure being blocked, damaged or hacked due to accidental events and malicious acts (e.g., hacker attacks) and the erroneous/involuntary disclosure of confidential information managed by the Group. Should the circumstances described above arise, considering the high-level likelihood of such, a risk would be run that may have a significant impact on the Orsero Group’s equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of high relevance.
The Group has focused on covering Cyber risks with risk assessments and the analysis and implementation of software systems, staff training and specific procedures, as well as the establishment of the position of Chief Information Officer some time ago. In the course of 2024, a process of coming into compliance with NIS 2 was initiated, beginning with the mapping of existing procedures to ensure compliance with the standard. "Cyber pills" cybersecurity courses have been provided to employees of major companies in Italy and abroad; in addition, the new IT regulation implementing NIS2 is being disseminated, and Italian companies have been registered on the ACN (national cybersecurity agency) portal, in accordance with the provisions of Italian Legislative Decree 138/2024, in implementation of EU regulations.

Risks associated with the maintenance of Group ships

The Group incurs significant costs for the periodic maintenance of owned ships. It is also exposed to the risk of having to deal with higher ship maintenance costs, some of which could potentially arise as a result of various regulatory updates, including those resulting from international treaties that have not been budgeted for to date, or changes in the way technical and operational ship maintenance and management activities are handled, the non-implementation of which could result in ships losing their classification and thus the ability to operate in the shipping segment in which Cosiarma (the Group's company dedicated to maritime transport) operates, or the application of other penalties. Should the circumstances described above arise, considering the low-level likelihood of such, a risk would be run that may have a significant impact on the Orsero Group’s equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of low/medium relevance. Global supply chain difficulties cause greater impacts in the purchase of spare parts, with potential issues relating to proper fleet utilization. The Group is pursuing actions for the increased stockpiling of spare parts to handle any shortages in the market in order to ensure continuous operations. During FY 2024, two cyclic dry-docking maintenance operations (special surveys conducted in dry dock every 5 years in order to renew the IMO seagoing class) were carried out and by 2025 they will be carried out for the other two owned ships.

Risks related to the corporate acquisitions made by the Group and the external growth strategy
In accordance with its external growth strategy, the Group has made several acquisitions of companies, shareholdings or businesses. Although, with the implementation of these operations, the Group believes that it has achieved much of its growth target, the future strategy is to continue with external growth. The Group is therefore exposed to the risks associated with any failure to implement this strategy. Should the circumstances described above arise, considering the low/medium-level likelihood of such, a risk would be run that may have a negative impact on the Orsero Group's equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of low/medium relevance. It should be noted that the Top Management continues to be engaged in the integration of the companies within the Group. Recent M&A deals require up to 5 years of management commitment from the sellers and the payment of a significant portion of the price in the form of future earn-outs. As the above commitments come to an end, the Group takes steps to maintain the necessary operational continuity for the companies.

Risks related to tax audits and regulations and the application of transfer pricing regulations
In carrying out its activities, the Group is subject to tax audits and assessments. Therefore, the Group is exposed to the risk associated with the outcomes of such audits and assessments and the risk associated with multiple developments in tax and fiscal legislation as well as its interpretation, particularly with reference to customs and transfer pricing regulations. Should the circumstances described above arise, considering the low/medium-level likelihood of such, a risk would be run that may have a negative impact on the Orsero Group's equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of medium-low relevance. The Group's transfer pricing policy has been updated.

Socio-political risks, also associated with the Group's presence in emerging Countries
The Orsero Group operates globally and, in particular, between Central America, South America and the Mediterranean; therefore, the Group is exposed to the risk related to the possible contraction of fruit and vegetable product procurement in politically and economically unstable countries outside Europe. Should the circumstance described above arise, considering the low-level likelihood of such, a risk would be run that may have a negative impact on the Orsero Group's equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of medium-low relevance.

Personnel-related risks
The Group is exposed to the risk of increases in labor costs should it be unable to make use of third-party contractors, the risk of having to meet wage and contribution obligations with respect to the employees of contractors and/or subcontractors in the event of the breach by such contractors and/or subcontractors of their obligations to their employees. Should the circumstances described above arise, considering the low-level likelihood of such, a risk would be run that may have a significant impact on the Orsero Group's economic, equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of medium-low relevance. Service contractors are always closely analyzed and monitored, especially by continuing to conduct social ethics audits.

Risks related to the protection of intellectual property
The Group companies are exposed to the risk of failing to adequately protect their intellectual property rights and in particular their trademarks. Should the circumstances described above arise, considering the low-level likelihood of such, a risk would be run that may have a negative impact on the Orsero Group's economic, equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of medium-low relevance.

Reputational risk related to Group image and branding
The Group is exposed to the risk that damage to the Group's image (brand) could adversely affect its results and expose it to possible economic losses. This risk may be related to, for example but not limited to: non-compliance with national and international regulations; negative externalities linked to the supply chain, whether of a social or environmental nature; the inefficient management of food loss and waste; the misalignment with consumption trends; the failure to focus on the well-being of and respect for human resources; a lack of control of externalities (social or environmental) on local communities; the communication of opaque or unclear environmental or social information designed to create a misleadingly positive image by means of false statements or statements not supported by data that generate accusations of greenwashing.

Should the circumstances described above arise, considering the medium-level likelihood of such, a risk would be run that may have a negative impact on the Orsero Group's economic, equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of medium-low relevance. The Group has adopted a sustainability strategy and approved a Sustainability Policy with the aim of combining business growth with social and environmental sustainability. In addition, the Group pays close attention to regulatory compliance and aspects that may affect its reputation and respect for its values. The Group has an Organizational Model, Code of Ethics, Anti-Corruption Policy, Whistleblowing Policy and Supplier Code of Conduct. The Group's Sustainability Governance System was also formalized with a view to strengthening the sustainability management system. The Group monitors compliance with the policies adopted and is attentive to the topics of internal and external communication and awareness-raising on the subject.

Risks related to respect for workers' human rights

The Group is exposed to risk with respect to possible human rights violations and discrimination such as, for example, discrimination on the basis of gender, age or sexual orientation. Should the circumstances described above arise, considering the medium-level likelihood of such, a risk would be run that may have a negative impact on the Orsero Group's economic, equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of medium relevance.

The Group pays close attention to regulatory compliance and aspects that may affect human rights and any discrimination. During 2021 and 2022, a new Code of Ethics, the Anti-Corruption Policy and the Sustainability Policy were adopted, also with the enactment of a sustainable strategy with defined targets and also with a focus on people.

Financial risks

In going about its business, the Orsero Group is exposed to financial risks connected with its operations; more specifically, it is exposed to the credit risk, the liquidity risk and the market risk (including the foreign exchange risk, the interest rate risk and the price risk). Financial risks are handled in accordance with specific organizational rules the regulate and manage the same and the control of all transactions relevant to the breakdown of financial and/or trade assets and liabilities.

Risks associated with credit

The Orsero Group is exposed to credit risk, mainly deriving from commercial relations with its customers and, in particular, any delays or non-payments by such, which, should such occur, may have negative effects on the Group's economic, equity and financial position. The onset of circumstances connected with credit risk is considered of low likelihood. Considering the foregoing, this risk is considered of medium-low relevance. As at December 31, 2024, the Group's provision for bad debts of Euro 10,743 thousand accounts for 6.5% (2023: 7.4%) of the Orsero Group's gross trade receivables. It should also be noted that this measure reflects the need expressed in the tax systems of the various countries to not reverse non-performing loans until completion of the envisaged bankruptcy proceedings.

The management monitors commercial credit risk using formalized procedures for selecting and evaluating the customer portfolio, defining credit limits, monitoring the expected income flows and any recovery actions, has also stipulated suitable, specific insurance policies with leading counterparties and performs constant monitoring with audits in compliance with procedures in force.

Liquidity risk

The Group manages liquidity risk with a view to ensuring the presence, on a consolidated level, of a liability structure that matches the composition of financial statement assets, in order to maintain a solid level of capital. The Group constantly monitors forecast cash flows, available credit facilities, loan repayment plans, available liquid funds and any financial needs of subsidiaries, in order to identify the most appropriate ways by which to guarantee the most efficient management of financial resources.

Interest rate risk

The Group helps finance its medium/long-term investments and working capital through use of credit instruments. The Group mainly uses medium-term credit facilities in euros, part of which at fixed rate and part at variable rate; a suitable partial IRS plain vanilla hedge has been activated on the main ones (2022-2028 Pool Loans for an original figure of Euro 90 million and 2020-2029 Pool Loans originally for Euro 15 million, in addition to the 2021-2027 loan for Euro 5.5 million), with a view to mitigating the risk of fluctuation of the reference rates (Euribor) over time; instead, in the case of the only debenture loan issued, the option was chosen for an entirely fixed rate structure. As at December 31, 2024, the interest rate hedges hedge approximately 79.7% of medium and long-term variable rate bank loans, thereby meaning that approximately 85.4% of the Group's entire medium/long-term bond and bank debt is at fixed rate. It is stressed that, in the Group's opinion, such choices have turned out to be highly satisfactory in light of reference rate trends in Europe.

Foreign exchange risk

The Orsero Group is exposed to the risk of changes in foreign exchange rates (in particular US dollars), for currencies that differ from that used to express commercial and financial transactions, for which it adopts hedging strategies in order to mitigate/avoid negative effects on the economic, equity and financial position. The Group operates, particularly in the Distribution sector, purchasing goods in US dollars and then importing them and selling in euros on the South European markets. On the other hand, in the Shipping segment, revenues in US dollars are higher than costs incurred in euros, thus
limiting in part the Group's currency balance, which is in any event naturally exposed to the US dollar. Over time a growing number of European mass distribution chains have begun to request fixed annual prices in auctions for bananas, one of the main products marketed by the Group and one of the few that are purchased at a fixed price in USD. For this reason, in the presence of fixed sale prices in euros, the impact of fluctuations in the USD/euro exchange rate is quite significant compared to past years.
As things currently stand, in order to deal with the high level of risk, the Group has adopted:

- a medium/long-term strategy to reduce the weight of bananas in the basket of products marketed by the Group,
- implemented a hedging strategy on the USD/EUR exchange rate with the aim of lowering risk levels.

Despite the actions taken as outlined above, we cannot exclude any significant and/or sudden changes to the USD/EUR exchange rate could have immediate negative impacts on the Group's economic, equity, and financial situation. The risk is considered of high relevance. Together with the Treasury and Sales Offices, the management team constantly monitors changes in exchange rates so as to promptly take any corrective and mitigating action for the Group.

Risks connected with the performance of results and economic margins

The Orsero Group recorded oscillations in the performance of its margins and economic results, connected with the performance of the various fruit campaigns held during the year at the distributors and the performance of the ship-owning business and the import of bananas and pineapples, which is usually more variable. It cannot be excluded that oscillations and reductions in the results and margins may also take place in the future and this may have significant impacts on the Group's economic, equity and financial position. The likelihood of this occurring is considered "medium". Please note that the margins of the Distribution sector are characterized on one hand by the volatility of imports due to factors that are not completely under the Group's control, such as the trend in production and imports into Europe of bananas and pineapples, and, on the other hand, by Distribution, which due to its intrinsic characteristics and being differentiated in the various countries of Mediterranean Europe, usually shows limited variations in trends. The Shipping sector is more volatile, due to factors that are not entirely under the Group's control, such as: (i) the performance of the shipping charter market, in particular as regards the reefer transport segment; (ii) the performance of fuel prices; (iii) the onset of events that can impact the normal provision of the shipping service, such as, by way of example, unfavorable atmospheric events or operating difficulties in the cargo loading or unloading ports due to strikes; and (iv) fluctuation in the exchange rate. In order to mitigate this risk, the Group constantly monitors its business, seeking to interpret the dynamics and find effective, efficient solutions. During the past few years the risk connected with shipping activities was mitigated by the Group by means of actions to hedge fuel cost

fluctuations, both direct (using BAF clauses and recovery of additional costs linked to environmental regulations) and indirect (hedging via derivatives), the chartering of a fifth ship, which lengthened round-trip times from 28 to 35 days, thus permitting fuel savings and less stress on the vessels, as well as the expansion of the customer base.
The focus on and investment made in the core Distribution business continue, which also thanks to the acquisitions in 2023, led to excellent stability in industrial margins and helped to mitigate this type of risk, which, however, in light of the current macroeconomic situation (geopolitical context, energy situation, declining consumption, environmental regulations) presents a high risk profile and a medium likelihood of occurrence.

Risks associated with loan agreements and the debenture loan as well as additional financial relationships
The Orsero Group has medium-term loan contracts in place with some of the leading banks. These include financial covenants, mandatory early repayment clauses where certain hypotheses of default, termination, withdrawal or application of the acceleration clause or cross default, should arise. The Group is therefore exposed to the risk of having to repay its financial debt early, if such hypotheses should occur; this may determine very significant negative effects on the economic, equity and financial position of the Parent Company and/or Group. The onset of such circumstances has been considered of low probability of occurrence and low relevance. Please note that the three main financial payables of the Group are the (i) variable rate 2022-2028 pool loan for Euro 90 million, maturing on June 30, 2028, on which there is an overall fixed rate swap hedge covering 100%, (ii) the variable rate pool loan for an original figure of Euro 15 million, maturing on December 31, 2029, on which there is an overall fixed rate swap hedge for 85% of the nominal amount and (iii) the debenture loan for Euro 30 million, maturing on October 4, 2028, at a fixed rate. Please note that as at the date of the presentation of this financial report, the Group has fulfilled the financial covenants and obligations envisaged by the loan contracts and debenture loan; the Group’s management team expects to constantly monitor the performance of financial covenants in order to verify that they are respected. The improvement in the Group's financial position has helped to mitigate this type of risk, also thanks to the further strengthening of the Group's results.

Risks connected with the adequacy of the provisions for risks and charges and the current dispute
The Group is exposed to the risk of having to cover, should it lose its case, expenses deriving from litigation currently not covered by provisions recognized in the financial statements; this circumstance could have significant effects on the Group’s economic, equity and financial position. Where said circumstances should arise (considered as low probability), this would entail a risk of significant impact on the Orsero Group’s economic, equity and financial position. The risk described is considered of low relevance. However, the recognition of a provision for risks depends on the likelihood of losing a dispute to which an entity is party.
The Group has absorbed most of the outstanding litigation and continues to focus on managing litigation from the past and implementing current management policies aimed at lowering the risk profile with respect to future litigation. The Group still has a number of minor disputes with a low probability of occurrence.
The Group’s management team constantly monitors the onset and evolution of any disputes, also through the support offered by legal advisors, to ensure that the best, most appropriate action is taken to protect the Group.

Risks associated with the lack or possible insufficiency of insurance coverage
The Group is exposed both to the risks relating to the possible inability of its insurance coverage to cover any events harmful to its operations (particularly with regard to the Group's vessels and the products it transports and/or markets in connection with the most delicate stages of the supply chain) and to the possible increase in insurance premiums if the covered events take place as well as to the possible unavailability in the future of coverage similar to that in place. Where such circumstance arises, considered to have a low probability of occurrence, this would entail a risk of significant negative impacts on the Orsero Group’s economic, equity and financial position. The risk described is considered of medium relevance. The Group focused on covering Cyber risks with risk assessments, analysis and the implementation of software systems and staff training. The NIS2 regulatory alignment was carried out in 2024 and is ongoing.

Legal and compliance risks

Risks associated with key management figures
The Group is exposed to the risk of the possible termination of employment relationships with some key management figures, on which the Group's future development and results significantly depend. Should the circumstances connected to such risk arise, considering the low-level likelihood of such, a risk would be run that may have a significant impact on the Orsero Group’s equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of medium relevance. The HR department continues to be strengthened in order to attract and select the talent needed for open job positions.

Risks associated with the regulatory framework of reference
The Group operates in a number of countries and is therefore subject to the legal provisions and technical standards applicable to the products marketed and transport by ship in the relevant jurisdictions and the ensuing risk that the enactment of new regulations or changes to existing regulations could require the Group to adopt stricter standards which, in turn, could entail costs to adjust its production methods or product characteristics or, possibly, limit, even temporarily, the Group's operations with possible significant adverse effects on the Group's activities and outlooks as well as its economic, financial and equity position. Should the circumstances connected to such risk arise, considering the high-level likelihood of such, a risk would be run that may have a significant impact on the Orsero Group’s equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of high relevance. Specifically, in the ship owning industry, there are two regulatory frameworks: the first at international level (IMO) and the second at European level. Regarding the international level, i.e., the regulations issued by the IMO, the Group continuously monitors the Carbon Intensity Indicator (CII) index of owned ships which measures ship energy efficiency in order to keep it within the limits established for maintaining the navigation class. At European level, the main regulations deserving of attention are those deriving from the European package of environmental initiatives aimed at reducing greenhouse gas emissions by 55% by 2030 compared to 1990 and to zero by 2050, the “EU fit for 55”: EU Emission Trading System (“EU-ETS”) and Fuel EU. Specifically, the EU-ETS is an emissions cap-and-trade system that aims to reduce greenhouse gas (GHG) emissions by setting a limit, or cap, on GHG emissions, applied starting from 2024 for the maritime transport sector, while the Fuel-EU incentives energy efficiency improvements and will be applied starting in 2025. As a ship logistics operator, the Group has been required to come into compliance with the current regulatory framework. Cost increases generated by these obligations are normally recovered through freight rate surcharges applied to customers.
The distribution business is affected by the European legislation on supply chain due diligence, Directive (EU) 2024/1760 (CSDD) on corporate sustainability due diligence and amending Directive (EU) 2019/1937 and Regulation (EU) 2023/2859 the implementation of which was recently postponed to 2028.

Risks related to potential conflicts of interest of members of the Board of Directors and Senior Managers
The Orsero Group is exposed to the risk that some of its Directors and Managers with Strategic Responsibilities may have their own interests in that they hold, directly or indirectly, equity stakes in the share capital of Orsero and/or hold positions on the boards of directors of companies that hold stakes in Orsero. Should the circumstances connected to such risk arise, considering the low-level likelihood of such, a risk would be run that may have a negative impact on the Orsero Group’s economic, equity and financial position. The Group has adopted a policy that has specifically included quantitative limits on the professional activities carried out by independent directors with respect to the Group.

Risks associated with the administrative liability of legal entities
The Group is exposed to the risk of incurring the administrative liability of legal entities envisaged by Italian Legislative Decree 231 and any sanctions envisaged by said same Decree (or other similar applicable local regulations), due to a potential assessment of the inadequacy of the model adopted, in accordance with said Decree, by the Parent Company and Italian subsidiaries and/or the failure to apply a similar model by the Group’s foreign companies. The onset of such circumstances, which is considered unlikely to occur, would,

however, entail a risk that may have negative effects on the Group's economic, equity and financial position. In view of the above, the risk referred to in this paragraph is of low relevance. Starting in 2010, the Orsero Group (formerly GF Group) has applied the organizational model and the code of ethics and appointed the ethical committee as provided by the Italian Legislative Decree of June 8, 2011, in addition to the supervisory body, in order to ensure compliance with the prescribed conditions of fairness and transparency in the conduct of business, safeguarding the company's position and image, shareholders' expectations and employees' work. The model is a valuable tool for raising awareness among all those who work on behalf of the Orsero Group so that they ensure proper and consistent conduct in carrying out their activities and a means of preventing the risk of committing crimes. The Model 231, updated in March 2024 in compliance with regulatory updates, and the Code of Ethics are available for consultation from the corporate governance section of the website www.orserogroup.it. There is also an anti-corruption policy and a Whistleblowing policy in accordance with the new regulations.

ESG risks

Risks related to climate change and the ecological transaction

The Group is exposed to the risk that climate change may adversely affect the Group's activities and performance (e.g., environmental disasters, global warming, commodity shortages). There is also a risk that the Group will fail to promptly implement an ecological transition process aligned with market expectations and in compliance with national and international regulations. Should the circumstances connected to such risk arise, considering the medium-level likelihood of such, a risk would be run that may have a significant negative impact on the Orsero Group's equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of medium-high relevance.

The Group has adopted a sustainability strategy and approved a Sustainability Policy with the aim of combining business growth with social and environmental sustainability. The strategy identifies four macro areas of action, which are strategic to the business, including reducing the business's impact on the planet.

In addition, GOAL 2 of the strategic sustainability plan is dedicated to energy efficiency in warehouses.

It should be noted that, with reference to the ESMA notice of October 24, 2024 and the Consob warning notice no. 2/24 of December 20, 2024, the Group continues to monitor climate-related impacts, which may become relevant, so as to assess whether there will be significant developments deriving from climate-related issues and if so, how intensely such developments will affect the Group's activities, operations, and, as a result, financial reporting. To this end, an interdisciplinary consultation group consisting of various Group functions was set up to survey physical and transition risks deriving from the climate-related matters to which the Group and its assets are subject.

Therefore, from this working group, which will be updated periodically, no elements emerged that would change the assumptions used in the preparation of the plans underlying impairment testing or that would result in material adjustments to the carrying amounts of the Group's assets within the next financial year.

Furthermore, to manage this risk, the Group continuously monitors the emissions generated, particularly by the naval fleet, constantly monitors regulatory developments and promotes efficient energy consumption and the improvement of environmental performance at Group sites.

Risks related to the failure to focus on human resource well-being

The Group is exposed to the risk of failing to adequately monitor the satisfaction and well-being of the Group's human capital, which can have an impact from the economic perspective (causing increased costs due to the lack of employee retention) and the social point of view, generating dissatisfaction, increased absenteeism, high turnover, loss of strategic expertise, etc. Should the circumstances connected to such risk arise, considering the low-level likelihood of such, a risk would be run that may have a significant impact on the Orsero Group's equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of medium-low relevance.

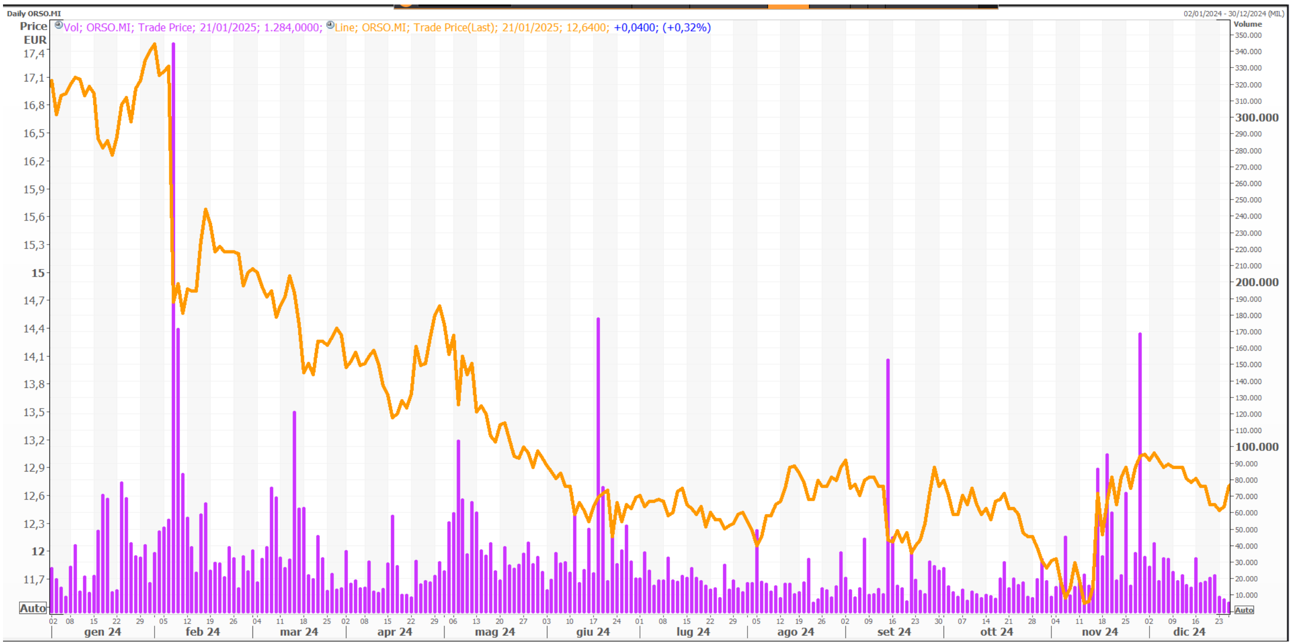
The Group has adopted a sustainability strategy and approved a Sustainability Policy with the aim of combining business growth with social and environmental sustainability. The strategy identifies four macro areas of action, which are strategic to the business, including recognizing people's value. In addition, GOALS 8 and 9 of the strategic sustainability plan are dedicated to human resources.

Risks related to lack of oversight and poor visibility of the supply chain
The Group is exposed to risks generated by a lack of oversight or poor visibility of the Group's supply chain, which can result in information asymmetry with regard to critical issues from the socio-environmental perspective, which can have both reputational and operational impacts. Examples include, but are not limited to, instances of unethical conduct by suppliers or producers; lack of visibility into agricultural practices and any associated environmental and social impacts; failure to monitor negative externalities attributable to the supply chain, e.g., loss of biodiversity, destruction of local communities. Should the circumstances connected to such risk arise, considering the medium/low-level likelihood of such, a risk would be run that may have a negative impact on the Orsero Group's equity and financial position. In view of the above, the risk referred to in this paragraph is considered to be of medium relevance. The Group has adopted a sustainability strategy and approved a Sustainability Policy with the aim of combining business growth with social and environmental sustainability. The strategy identifies four macro areas of action, which are strategic to the business, including the development of responsible supply chains. In addition, GOAL 1 of the strategic sustainability plan is dedicated to engaging the supply chain on socio-environmental issues.

Other information

Share performance

On the trading day of December 30, 2024, the Orsero share price was Euro 12.70, a 25.56% decrease from its initial listing on January 2 of Euro 17.06. The stock market capitalization at December 30, 2024 was Euro 224.6 million (Euro 299.9 million at December 29, 2023).



The following table summarizes the main data relating to the shares and stock market at December 30, 2024.

Share and Stock Exchange Data	Year 2024
First price (01/02/2024)	17.06
Maximum annual price	17.56
Minimum annual price	11.20
Closing price (12/30/2024)	12.70
Average daily volume (no. of shares)	30,804
No. of shares in circulation	17,682,500
Stock-Exchange Capitalization	224,567,750

Significant shareholders

Below is a list of shareholders with an investment in excess of 5% (considering the classification of the Issuer as an SME in accordance with Art. 1, paragraph 1, letter w-quater.1 of Italian Legislative Decree no. 58/1998, as subsequently amended and supplemented (the "Consolidated Law on Finance" or "TUF")), as resulting from the Consob communications received in accordance with Art. 120 of the TUF and other information available to the Company.

Shareholder's name (1)	Number of shares	% on the total share capital
FIF Holding S.p.A. (4)	5,899,323	33.36%
Grupo Fernández S.A. (4)	1,180,000	6.67%
Praude Asset Management Ltd. (3)	1,489,680	8.42%
First Capital S.p.A. (2)	995,010	5.63%

(1) Updated situation at July 12, 2024
(2) Through its wholly owned subsidiary First SICAF S.p.A.
(3) Includes shareholdings managed by Praude Asset Management Ltd. and held by the following parties: Hermes Linder Fund SICAV Plc.; PRAUDE FUNDS ICAV; Altinum Funds Sicav Plc.; Plavis Gas SRL.
(4) The two partners are bound by a shareholder agreement, the details of which are available on the Company's website www.orserogroup.it, section "*Investors/Shareholders' agreement*"

Corporate governance

The Group follows the new Corporate Governance Code published in January 2020, which is addressed to all companies listed on the Electronic Stock Market managed by Borsa Italiana. In compliance with the regulatory obligations, the "Corporate Governance Report" is drawn up once a year, which, in addition to providing a general description of the Group's corporate governance system, also gives information on the ownership structures and adhesion to the individual provisions of the Corporate Governance Code and observance of the relevant commitments. Below is a summary description of the main components of corporate governance. For a more analytical description of the elements comprising corporate governance, reference is made to a reading of the complete document on the Annual Report, available from the Governance section of www.orserogroup.it. More specifically, reference is made to the above document for information about the internal control system, aimed at managing risks relating to the financial disclosure pursuant to Art. 123-bis of the TUF.

Board of Directors
The Parent Company's Board of Directors in office as at the date of the approval of these financial statement's numbers 10 members; it was appointed by the Ordinary Shareholders' Meeting on April 26, 2023 and will remain in office until the date of approval of the financial statements as at December 31, 2025.

Board of Statutory Auditors
The Board of Statutory Auditors in office as at the date of approval of these financial statements was appointed by the Ordinary Shareholders' Meeting held on April 26, 2023 and it will remain in office until the date of approval of the financial statements as at December 31, 2025.

Financial disclosure and relations with Shareholders

In order to maintain a constant dialog with its shareholders, potential investors, and financial analysts, and in adherence with the Consob recommendation, Orsero S.p.A. has established the Investor Relator function. This role ensures continuous information between the Group and financial markets. Economic and financial data, institutional presentations, official press releases, and real-time updates on the share price are available on the Group's website in the Investor Relations section.

Tax consolidation

All Italian subsidiaries, with the exception of the ship-owning company Cosiarma, participate in the "tax consolidation" system headed by Orsero, pursuant to Articles 117 et seq. of the TUIR Tax Code, and a similar system is in place in France between AZ France and its French subsidiaries and Blampin SAS with all of its subsidiaries.

Workforce

The Notes provide an indication of the staff employed by the Group at December 31, 2024 and 2023.

Human Resources

The Group is committed to employee welfare on several fronts, offering stable working relationships and opportunities for growth. In addition, the year saw the completion of the administration of the corporate climate questionnaire to all Group Human Resources, in which welfare offers and proposals and the perception and enhancement of diversity were also evaluated. The responses obtained were analyzed to better understand the needs that emerged among the corporate population. In addition, as is already the case in the French subsidiaries, an HR listening initiative has been launched in the Italian and foreign companies by organizing individual interviews with all employees.

Safety and protection of the health of workers

As concerns occupational health and safety, the Group has continued its personnel awareness-raising activities, ensuring the appropriate level of training for each employee based on their duties and relative risk level. It should be noted that training, supervision and awareness-raising activities on the subject of accidents continue.

Environment

In line with a responsible approach, the Group is committed to limiting all of the environmental impacts generated by its activities. During 2024, the plan of interventions initiated for energy efficiency in warehouses was continued: freon engine rooms were replaced with new, more environmentally efficient equipment both in the Cavaillon warehouse of the historic French subsidiary AZ France and in the Cagliari production plant. In addition, monitoring activities continued on projects defined in the Long-Term Sustainability Plan and reported among others in the consolidated sustainability statement.

Research & Development

Considering the nature of the Orsero Group business, there was no basic or applied research carried out; however, as already indicated in the previous Reports, in the course of 2024 the Group is completing the implementation of the main integrated information and management system for the Italian companies, to meet the specific needs of the distribution segment, with innovative economic/financial planning instruments.

Information pursuant to Art. 1, paragraph 125 of Italian Law no. 124 of August 4, 2017

In accordance with Art. 1, paragraph 125 of Italian Law no. 124 of August 4, 2017 and Art. 3-quater, paragraph 2 of Italian Decree Law no. 135 of December 14, 2018, please note that some of the Group's Italian companies benefit from the aids for which publication is mandatory in the National State Aid Register.

Art. 36 of the Consob Market Regulation (adopted by Consob Resolution no. 16191/2007 as subsequently amended)

As described in the notes, the Group holds investments in some companies located outside Europe and in regard to the regulatory provisions pursuant to the title, please note that as at December 31, 2024, there were no companies coming under the scope of application of the regulatory provisions of Art. 36 of the Market Regulation, i.e. an amount of assets and revenues that exceeds 2% and 5% of the consolidated assets and revenues and the sum of all non-European companies, as a whole, is less than 10% the consolidated assets and 15% the consolidated revenues.

Art. 37 of the Consob Market Regulation

Please note that as at December 31, 2024, FIF Holding does not manage and coordinate the Parent Company Orsero in accordance with Art. 2497 of the Italian Civil Code, and, therefore, the regulatory provisions of Art. 37 of the Market Regulation do not apply.

Management and coordination

Orsero S.p.A. is not managed or coordinated pursuant to Article 2497 et seq. of the Italian Civil Code. The company FIF Holding does not manage or coordinate Orsero S.p.A. insofar as the latter operates under corporate and entrepreneurial autonomy, with autonomous capacity for negotiating relations with customers and suppliers and defining its strategic guidelines, organization and development, without any interference; FIF Holding also does not carry out any centralized Group duties; the Orsero Board of Directors operates autonomously and FIF purely performs the role of reference shareholder. All direct and indirect Italian subsidiaries of Orsero S.p.A. have fulfilled publishing obligations laid down by Art. 2497-bis of the Italian Civil Code, indicating that Orsero S.p.A. is the subject managing and coordinating them.

Transactions with related parties

In accordance with the provisions of the Regulation adopted by Consob with resolution no. 17221 of March 12, 2010 and subsequent amendments, Orsero S.p.A. has adopted a Procedure for Transactions with Related Parties, approved by the Board of Directors on February 13, 2017, and most recently amended on
November 14, 2024, which is available on the Group's website (Please see the website under governance, code of ethics and corporate policies, related party transactions procedure).
The Related Party Procedure identifies the principles the Company follows in order to ensure transparency and substantive and procedural fairness of transactions with related parties carried out by the Parent Company, directly or through subsidiaries. It aims to monitor and track the necessary information about transactions in which directors and senior managers have a personal interest and related party transactions, in order to control and, where necessary, authorize, them.
The main Group activities, carried out at market prices with related companies, regard commercial relationships for the supply of fruit and vegetables and port services. On the other hand, as concerns related parties that are individuals, these are essentially employment and/or collaboration relationships. It should be noted that during 2024 no related party transactions were implemented other than those that are part of the Group's ordinary course of business with the exception of the purchase of Inmobiliaria Pacuare PLI Limitada, a Costa Rican company owning an office in Costa Rica, which was leased to a company of the Group. With reference to dealings with related parties, please refer to the details provided in the notes.

Investments during the year

Period Group investments made in intangible assets other than goodwill and in property, plant and equipment amounted to a total of Euro 38,944 thousand, including Euro 1,671 thousand for intangible assets to complete and upgrade information systems and Euro 37,273 thousand for property, plant and equipment related to specific improvements to buildings and plants at the France, Spain, Italy and Portugal warehouses along with normal renovation investments at other sites. This Euro 37,273 thousand includes Euro 12,267 thousand for IFRS 16 "rights of use" linked to the extension of container rental contracts and new contracts and rent adjustments for inflation relating to rent on stands, warehouses and offices. The following tables show the investments made during the year (excluding IFRS 16 renewals, for which reference should be made to the specific table in Chapter 3 of the Notes) and their breakdown by sector.

Description	Country	Thousands of Euro
New ERP	Italy, Spain, Portugal	959
Enlargement and refitting of the Alverca site	Portugal	531
Warehouses upgrade	Italy, France	11,957
Bananas and avocados ripening rooms	France, Spain	1,177
Dry-docking of 2 vessels and upgrades	Italy	5,924
Others		6,129
Total investments (no IFRS 16)		**26,677**

Investments (Thousands of Euro)	Distribution Sector	Shipping Sector	Holding& Services Sector	Total
Intellectual property rights	573	-	42	615
Concessions, licenses and trademarks	634	-	36	670
Assets in progress and advances	32	14	-	46
Other intangible assets	327	-	12	339
Total investments in Intangible assets other than Goodwill	**1,566**	**14**	**90**	**1,671**
Land and buildings	3,096	-	352	3,448
Plantations	-	-	-	-
Plant and machinery	4,029	5,924	-	9,953
Industrial and commercial equipment	120	-	2	122
Other tangible assets	1,880	93	506	2,479
Assets in progress and advances	8,888	116	-	9,004
Total investments in Property, plant and equipment	**18,014**	**6,132**	**860**	**25,006**
Total investments	**19,580**	**6,147**	**950**	**26,677**

Transactions deriving from atypical and/or unusual transactions

In compliance with the provisions of the Consob Communication of July 28, 2006, in FY 2024, the Company did not implement any atypical and/or unusual transactions as defined in that Communication.

Transactions deriving from non-recurring transactions

In accordance with the Consob Communication of July 28, 2006, it is specified that in 2024, the Group incurred costs relating to non-recurring transactions. In accordance with Consob Resolution no. 15519 of February 28, 2005, please note that “Other operating revenues/costs” includes Euro 4,680 thousand in net non-recurring expenses, essentially referring to expenses linked to the share of competence 2024 of the 2023-2025 LTI and Top Management bonus, linked to employee profit-sharing (element required by French and

Mexican laws) and the closure of the French warehouse located in Solgne, partially offset by the contingent asset originated following the signing of the settlement agreement related to the insurance premium for the LBO policy covering the customs dispute concluded in 2023, which was paid previously and subject to a dispute. It should be noted that the closure of the Solgne warehouse was decided upon in order to obtain synergies
with the other warehouses in France as far as the Banana product is concerned. For more details, refer to the Note 26 “Other operating revenues/costs” and Annex 2 “Financial statements tables stated in accordance with Consob Resolution 15519/2006”.

Right to opt out of the obligation to publish an information document in the event of significant transactions

Please note that on September 9, 2019, the Company's Board of Directors resolved to apply the derogation envisaged by Art. 70, paragraph 8 and Art. 71, paragraph 1-bis of Consob Regulation no. 11971/99.

Definition of SME

As regards the definition of SMEs, as per Article 1, paragraph 1, letter w-quater. 1) of the TUF, it is noted that as at this reporting date, the Company comes under the scope of this definition given that, on the basis of the verification performed on the financial statements closed as at December 31, 2024, the simple average of daily capitalizations calculated with reference to the original price, recorded during the corporate year, as envisaged by Art. 2-ter, point 1, letter (a) of the Issuers' Regulation, totals less than the Euro 500 million threshold, insofar as the above-specified capitalization comes to approximately Euro 239 million.

Personal data protection

The Orsero Group has taken action to best fulfill the obligations envisaged by EU Regulation 679/2016, instituting a series of procedures aimed at guaranteeing constant conformity with the provisions of the law and a high degree of confidentiality of customer information, in accordance with the provisions of GDPR 679/2016.
The processing carried out by the Orsero Group is based on lawfulness, correctness, transparency, limitation of purpose, data minimization, precision, storage limitation, integrity and confidentiality, as well as the new standard of accountability introduced by the Regulation.
The company has implemented organizational, physical and logical security measures to guarantee the protection of personal data in compliance with the provisions of EU Regulation 2016/679 and Italian Legislative Decree no. 2003/196.
The Group has established the position of Chief Information Officer in order to ensure the security of the Group's information, thus defining a strategy to protect all corporate assets, limiting any possible cyber risk. This figure has become indispensable in view of the increasing importance of "cyber security", covering a fundamental function in guaranteeing the security of the Group, in line with the new European regulations concerning the protection of information systems, networks and data.

Significant events after 2024 year-end close

At the date of this Annual Financial Report of the Orsero Group, there were no significant events in terms of operating activities. With reference to the latest developments in the international geopolitical situation, the

Group's management continues to monitor their developments with the aim of maintaining an efficient import and distribution logistics chain and preserving its cost-effectiveness.

Outlook for the Orsero Group

The Group's priority continues to be the sustainable growth of its business, by both external and internal channels; with regard to the latter, we believe it is important to emphasize that despite the current difficult economic situation, regular procurement from suppliers, as well as logistics and goods transportation activities that ensure business continuity, have been confirmed to date. The Group is well aware of the uncertainty of the general economic landscape linked to the macroeconomic situation resulting from the conflicts in Ukraine and the Middle East and the ensuing effects that it may have in the immediate future. However, in the face of the current European context of great uncertainty, the Group remains confident in the potential for growth and resilience of its business in the medium to long term thanks to its strong competitive positioning on essential goods and solid financial structure and the management's constant commitment to controlling costs and improving the efficiency of the production organization. Thus, the Group's commitments to the timely reporting of business performance to its stakeholders are confirmed, in addition to those relating to ESG issues to create and develop a sustainable business and operating environment in the medium to long term as outlined in the strategic sustainability plan.

Financial Statements as at December 31, 2024 of Orsero S.p.A. - Proposed resolution

Shareholders,
Following your review of the financial statements as at December 31, 2024, we propose:

1) approving the financial Statements as at December 31, 2024 of Orsero S.p.A.;
2) allocating the 2024 profit of Euro 13,434,948.00 as follows:
   - Euro 671,750.00 to the legal reserve;
   - Euro 4,338,876.50 to the extraordinary reserve; and
   - with regard to the remaining amount of Euro 8,424,321.50, equal to 62.70% of the profit, to be allocated to the Company's shareholders as a dividend, and therefore for a unit amount of Euro 0.50 (excluding the 833,857 treasury shares held in the Company's portfolio), with an ex-dividend date of May 12, 2025 (ex date), the date of entitlement to payment, pursuant to Article 83-terdecies of Italian Legislative Decree no. 58/1998, as amended, (Consolidated Law on Finance, or "TUF") (record date) of May 13, 2025 and date for payment of the dividend of May 14, 2025.

On behalf of the Board of Directors
The Chairman
Paolo Prudenziati

Orsero Consolidated Sustainability Statement as of December 31, 2024

Contents

1. General information

Basis for preparation

Scope of consolidation

This sustainability statement is prepared on a consolidated basis, with the same scope of consolidation used for the financial statements, i.e., it includes all companies that are consolidated line-by-line for financial reporting. For a list of all companies consolidated on a line-by-line basis and for details regarding organizational changes taking place in the Group in 2024, see the "Scope of consolidation" section in the Notes to the Financial Statements. Simbacol S.A.S and I Frutti di Gil are excluded from the scope of environmental data and information because they have no headquarters. Any additional scope limitations – specified in the individual chapters – do not limit the understanding of the Group's operations and impact.
This sustainability statement includes material information regarding the Group's upstream and downstream value chain in connection with the material topics identified in its assessment of impacts, risks and opportunities based on the principle of double materiality. For an overview of which of the IROs identified as material were found to relate to Orsero's value chain, please refer to the table under *Description of the process to identify and assess material impacts, risks and opportunities*, as well as the sections on the individual ESRSs.
In light of the complexity and extent of the Group's supply chains, it was not possible to find specific data for each of the players in the value chain. Useful information has been obtained in order to assess the materiality of the different topics for the different phases of the value chain, where possible conducting an assessment of the criticality/priority of the main groups of players belonging to the different phases, including in this document the information necessary to illustrate their materiality. To this end, reference was made to indexes, reports and data made available by recognized international bodies.
By consolidating its supplier evaluation and management processes, as well as through the plan of stakeholder engagement activities designed to involve all main stakeholder categories, the Group is committed to defining flows that make it possible to identify and collect timely data and information regarding material topics for the segments of the value chain concerned.

Incorporation by reference

The following information is incorporated by reference to other parts of the management report:

Subject	Where to find it
Information about incentive schemes and remuneration policies linked to sustainability matters (ESRS 2 Gov3 par.29 and ESRS E1 GOV3)	Remuneration report
Breakdown of total revenue (ESRS 2 SBM1 par. 40)	*Commentary on the performance of the business segments* section in the Directors' Report on Operations

Governance

Role of administrative, management and supervisory bodies

The parent's Board of Directors was appointed by the Ordinary Shareholders' Meeting on April 26, 2023, and will remain in office until the date of approval of the financial statements for the year ending December 31, 2025. The ten-member Board of Directors plays a central role in defining and pursuing the company's strategic and organizational coordination goals. The corporate governance system consists of the following bodies (The Chairman of the Board of Directors does not hold an executive role within the Group):

The appointment of the current Board of Directors took place through the so-called slate voting mechanism, in compliance with the principles of gender balance – 40% of the members of the Board of Directors are female – expertise and independence. Sixty percent of the members of the Board of Directors are independent, 2 members hold executive positions and 8 are non-executive. The representation of employees and other workers is not expressed in the Board of Directors.
In 2024 the Board of Directors met 8 times with a 99% participation rate. The activity of the Board of Directors is supported by the presence of committees with advisory, proposal and control functions in accordance with the provisions of the Corporate Governance Code of listed companies published by Borsa Italiana:

- ***Related Parties Committee***: composed of three independent directors. The Committee carries out the activities and tasks assigned by the Related Parties Procedure and the provisions contained in the applicable regulations on transactions with related parties.
- ***Remuneration and Appointments Committee***: composed of three directors, the majority of them independent. Its task is to make and present proposals to the Board of Directors on remuneration policy, and to periodically assess its adequacy, overall consistency and practical application.
- ***Sustainability Committee***: composed of three independent directors, with the specific duty of carrying out screening, advisory and proposal functions for the Board of Directors on sustainability.
- ***Control and Risk Committee***: composed of three independent directors. As per the provisions of the Corporate Governance Code, the tasks entrusted to the Committee are to provide preliminary

research to support the assessments and decisions of the Board of Directors relating to the internal control system and the management of financial and non-financial risks, as well as those relating to the approval of periodic financial reports.

The Internal Control and Risk Management System (ICRMS) of Orsero S.p.A. includes various parties with specific responsibilities.
The Board of Directors plays a role in guiding and evaluating the adequacy of the ICRMS, identifying and managing risks and periodically checking system effectiveness, identifying from among its members the Chief Executive Officer, who is responsible for overseeing the functioning of the ICRMS and implementing the guidelines set by the Board of Directors, and the Control and Risks Committee, which supports the Board of Directors in evaluations and decisions concerning the ICRMS.
The Chief Executive Officer, Matteo Colombini, is responsible for identifying the main business risks, executing the guidelines set by the Board of Directors, and adapting the internal control system to operational and regulatory conditions.
The Head of Internal Audit verifies the functioning and adequacy of the ICRMS through an Audit Plan, while the Board of Statutory Auditors supervises system effectiveness. The Corporate Accounting Reporting Officer and the Supervisory Body are also involved in the ICRMS.
The internal control and risk management system refers to various regulations and best practices, including Legislative Decree 58/1998 (TUF), Italian Law 262/2005, the Consob Issuers' Regulation, the Italian Civil Code and Italian Legislative Decree 231/2001.
The ICRMS is a key pillar of corporate governance and serves as a catalyst for the various individuals and functions that contribute to running the business in a manner that is sound, fair and consistent with financial and non-financial risk management targets. Coordination between the various parties involved in the ICRMS is pursued by sharing all relevant information relating to the system, which takes place in an institutional manner through discussions between the main players in the internal control and risk management system.
With this coordination in mind and in compliance with the new CSRD regulations, those involved in the internal control and risk management system also include the Sustainability Committee and the Sustainability function, necessary to ensure better monitoring, management and control over material impacts, risks and opportunities and their effects on the company's strategy (see the section *Description of the process to identify and assess material impacts, risks and opportunities*).
The supervision of the company is entrusted to the Board of Statutory Auditors, composed of three statutory auditors and two alternate auditors, appointed by the Shareholders' Meeting of April 26, 2023 and in office for the financial years 2023-2025. The Statutory Auditors may ask the Directors for information and clarifications on the information received, and on the progress of corporate operations. They can also perform inspections and audits or request information at any time, as envisaged by the law.

BOARD OF STATUTORY AUDITORS	
Lucia Foti Belligambi	Chair of the Board of Statutory Auditors
Michele Paolillo	Standing Auditor
Marco Rizzi	Standing Auditor
Monia Cascone	Alternate Statutory Auditor
Paolo Rovella	Alternate Statutory Auditor

Description of how the bodies are informed about sustainability matters

The Group Sustainability Policy formalizes the roles and responsibilities of the corporate bodies and structures that oversee sustainability topics, opportunities and the associated risks, as well as their monitoring and reporting. All of the corporate departments help identify sustainability impacts that are most important to Orsero: each of them reports, for their area of competence, on risks and opportunities related to sustainability, as well as on management methods and results achieved, interacting with the Sustainability department. For this reason, in 2022 the management system was strengthened by identifying Sustainability Coordinators (contact persons for cross-cutting topics at Group level) and Sustainability Country Leaders, who, with the support of the Sustainability Officers in the various countries, locally oversee sustainability projects and performance monitoring. During the 2023, the Orsero S.p.A. Board of Directors had a board Sustainability Committee, with the specific duty of carrying out screening, advisory and proposal functions for the Board of Directors. All sustainability topics are regularly monitored by our Sustainability function, which reports to the Sustainability Committee on sustainability topics that are material to the Group (impacts, risks and opportunities), as well as regarding the evolution of the Group's sustainability strategy, major ongoing projects and the associated development actions. In the performance of its duties, the Committee may make use of external consultants should it deems this necessary, under the terms established by the Board of Directors.
The issues discussed during Committee meetings are brought to the attention of the Orsero S.p.A. Board of Directors.
During 2024, the Sustainability Committee met 4 times, with regular participation of all its members and the Board of Statutory Auditors. The meetings focused on the analysis and approval of the DNF 2023, ESG risk mapping, the process of alignment with the new sustainability reporting legislation (Directive (EU) 2022/2464), ESG mentions received by the Group, an update regarding the main ongoing projects (by way of example GoEquality, GoWelfare) as well as an update of the achievements of ESG performance targets.

Information about incentive schemes and remuneration policies linked to sustainability matters

The Group's management remuneration system is designed to attract, motivate and retain key resources and is defined in such a way as to align the interests of management with those of shareholders, pursuing the priority objective of creating sustainable value in the medium to long term, through an effective and verifiable link between remuneration on the one hand and individual and Group performance on the other.
Variable remuneration establishes objectives that include economic-financial aspects for the short-term component, while for the medium- to long-term component they include both economic-financial aspects and sustainability targets. These targets are monitored and evaluated periodically to ensure that the Orsero Group continues to make progress toward a more sustainable future.

Information regarding the following disclosure requirement is contained in the Report on the 2025 Remuneration Policy and 2024 Fees Paid (prepared in accordance with Article 123-ter Consolidated Law on Finance and Article 84-quater of the Issuers' Regulation).

Statement on due diligence

The due diligence process (a process for companies to identify, prevent and mitigate their actual and potential negative impacts on people or the environment and to account for how they address the problem) is an integral part of the Group's decision-making and risk management systems and has been structured in line with OECD guidelines for multinational companies. It consists of the following steps:

- Formulation of the strategic approach, with the adoption of a system of Group policies and codes
- Communication of policies externally to stakeholders and internally through employee training and communication activities
- Identification and prioritization of material topics (see the double materiality analysis process, conducted in line with the requirements of current regulations)
- Identification of gaps and possible improvement action plans
- Discussions with the stakeholders involved on material topics

In addition, the Group is committed to remediating or helping to remediate negative impacts when it is found to have been the cause of or contributed to them. The applications of the main phases of the due diligence process can be found in the paragraphs mentioned in the table below.

Core elements of due diligence	Paragraphs in the sustainability statement
a) Embedding due diligence in governance, strategy and business model	ESRS 2 GOV 2 ESRS 2 GOV 3 ESRS 2 SBM 3
b) Engaging with affected stakeholders	ESRS 2 SBM 2 ESRS 2 IRO 1 ESRS S1-2 and S1-3 ESRS S2-2 and S2-3 ESRS S3-2 and S3-3 ESRS S4-2 and S4-3
c) Identifying and assessing adverse impacts	ESRS 2 IRO 1 ESRS 2 SBM 3
d) Taking actions to address those adverse impacts	ESRS E1 MDR-A ESRS E3 MDR-A ESRS E4 MDR-A ESRS E5 MDR-A
e) Tracking the effectiveness of these efforts and communicating	ESRS E1 MDR-M and MDR-T ESRS E3 MDR-M and MDR-T ESRS E4 MDR-M and MDR-T ESRS E5 MDR-M and MDR-T

Risk management and internal controls over sustainability statement

The sustainability reporting process, like the Group's other processes, is characterized by the principles of transparency and accountability, on the basis of which the main responsibilities of the functions and bodies

involved in the process are defined. The Group has adopted a sustainability statement guideline, which formalizes the roles, stages and outputs of the process.
The reporting process involves:

- Orsero S.p.A., as the holding company
- Group sustainability function
- Representatives of the functions involved according to the material topics, belonging to all Group companies
- Data owners for each subject area, identified in the pertinent function in each of the companies included in the scope of consolidation
- Supervisors for different thematic areas, for review activities

The Sustainability Statement was sent to the Orsero Sustainability Committee on 03/07/2025, shared with the Board of Directors on 03/12/2025, and will be presented to the shareholders' meeting along with the financial statements.
In view of the broad reporting scope and because of the large number of issues addressed and the relative KPIs, in order to ensure that data are comprehensive as well as accurate, the Group's Sustainability function:

- adopts a platform for data collection and consolidation, ensuring that it remains traceable and so it can be checked for comprehensiveness;
- defines a data collection plan, to ensure the traceability of the contact persons responsible for reporting and to verify the comprehensiveness of the information and data collected.

In addition, in order to monitor data origin, contact persons are identified that, consistent with the nature of the Group's functions, can guarantee the segregation of roles between data giver and thematic supervisor (checks on pertinence and faithful representation). As an additional check, the Group's Sustainability function performs an additional verification on all data and information received, with a focus on comparability, verifiability and comprehensibility.
Any recourse to estimates - because of the nature of the data or difficulty in finding them - is always formalized in worksheets or on the data collection and consolidation platform.
Any critical issues or areas for improvement identified by the Sustainability function or reported by the functions involved in the reporting process downstream of the annual process form the basis of the preliminary analysis phase conducted annually, in preparation for the:

- updating the data collection platform employed by the Group, in order to incorporate changes, updates, improvements and changes in scope
- updating of the reporting guideline, in terms of operational flow, functions involved and their responsibilities, controls, and practices employed
- updating of the Orsero Group sustainability governance system.

This process is subject to reporting by the Sustainability function to the Sustainability Committee at its regular scheduled meetings.

Strategy

Strategy, business model, value chain

The Orsero Group is a leader in the marketing of fresh fruit and vegetables in Europe. It imports products from all over the world and distributes them mainly in Italy, France, Spain, Portugal and Greece, where it has 24 warehouses and 37 market-stands in general wholesale markets.
The Group's activities are divided into the following business units:

- ***Distribution***: Orsero offers a broad range of more than 300 product families, with an increasing focus on high value-added products like exotic fruits, berries, kiwis and table grapes, reducing the incidence of products such as bananas, which are characterized by high volatility and lower margins. The main sales markets are Italy, France and Spain, each accounting for about 33% of sales. Orsero adopts a diversification strategy in both sourcing and distribution, and thus sales channels, avoiding dependence on individual suppliers or customers. The customer base is equally divided between traditional channel (retailers) and large-scale retail, with no supermarket exceeding 10% of total sales. In this business unit, with the Group's two plantations in Mexico and Spain, Orsero is dedicated to the cultivation of two excellent local products: the Canary Island plantain in Tenerife and the avocado in the state of Jalisco, Mexico.
- ***Shipping***: Orsero has a refrigerated fleet of five ships, four owned and one chartered, used to transport bananas and pineapples from Colombia and Costa Rica to Europe (Setubal/Lisbon, Tarragona, and Vado Ligure). Approximately 50% of the cargo transported is own products, while the remaining 50% is for third parties. With regard to the back haul - or the Southern Europe-Central America route - Orsero enters into spot contracts for the transportation of various goods, including construction materials.
  Shipping is considered an integral part of banana and pineapple distribution, ensuring a vertically integrated value chain, unlike other products that are imported by third parties and then distributed by the Orsero Group.
- ***Services and holding company***: some Group companies are involved in the management of internal services, which are indispensable for the proper functioning of our value chain.

Albenga is the place where the history of the Group began. Orsero operates extensively in Italy (549 employees), Spain (725 employees), France (610 employees), Portugal (105 employees) and Greece (29 employees), where we ripen and distribute fruit and vegetables.
In Costa Rica (43 employees) and Colombia (4 employees), inspectors are dedicated to local supplier selection and fruit quality control, by visiting plantations to make sure that the products meet the quality criteria of the markets they are destined for. In Mexico (143 employees), the Group is focused on both the production of avocados and their packaging and marketing.
For a breakdown of total revenues, see the *Commentary on the performance of the business segments* section in the Directors' Report on Operations.
In February 2022 the Group published the first Strategic Sustainability Plan, which is based on two prerequisites for the soundness and sustainability of a Group like Orsero: ethical business conduct and medium- to long-term value creation. Based on these pillars, strategic areas were identified and a number of concrete goals were defined that the Group is committed to achieving in the coming years. The Group reports every year on the progressive achievement of strategic goals and their possible evolution, in order to maintain a clear and transparent dialog with all stakeholders.
Please refer to the sections below for details regarding the individual goals.

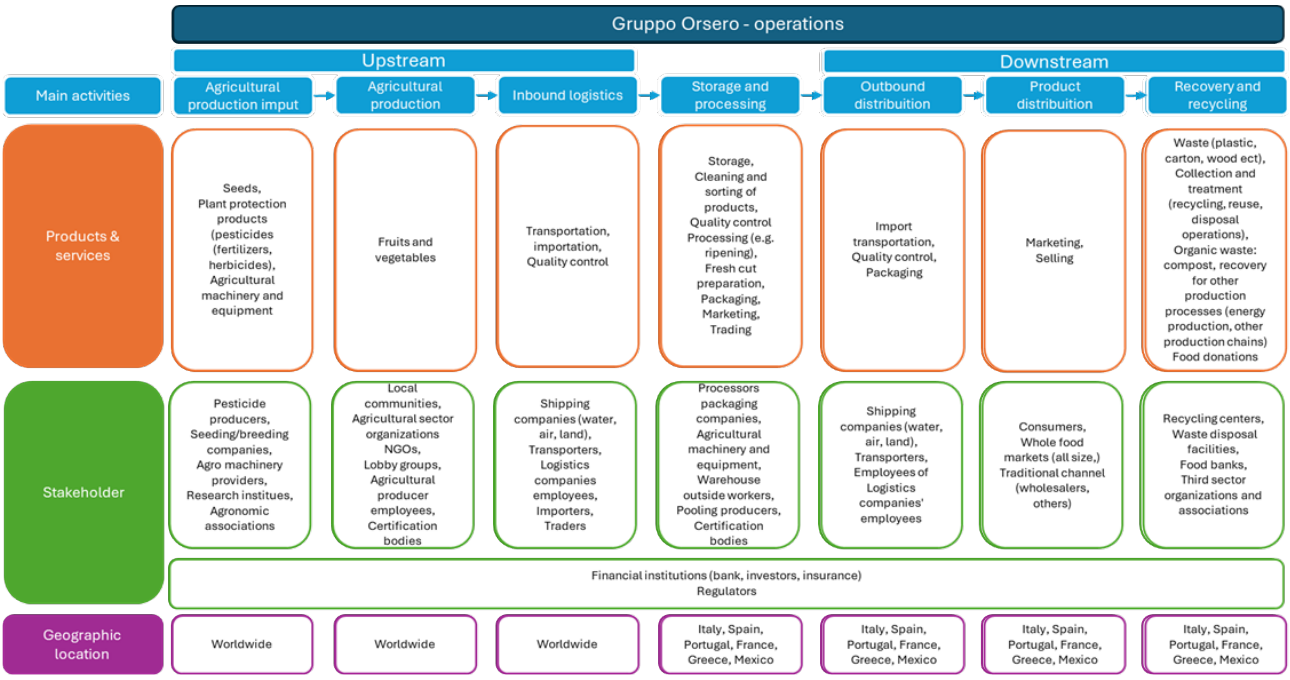
	Our strategic sustainability goals	SDGS	2024 update
1	100% of fruit and vegetable suppliers[8] engaged in social and environmental issues by 2025	15, 6, 2, 8	• 37% of fruit and vegetable suppliers have signed the Supplier Code of Conduct, corresponding to 64% of volumes purchased • 13% of suppliers joined Sedex, corresponding to 36% of volumes purchased
2	Completing the energy efficiency plan by 2028 by reducing consumption by 20%		• 73.25 kWh/m3 • -19.9% compared to 2018 baseline
3	Promote the reduction of food waste along the value chain, testing at least one innovative solution each year	12	• Shelf-life extension and ripening slowdown tests launched on berries
4	100% of market stands involved in activities against food waste by 2025		• 32 stands engaged • 84% of the total
5	100% of Fratelli Orsero packaging to be recycled, recyclable, reusable or compostable by 2025	12	• 99.6% recycled, recyclable, reusable or compostable packaging
6	100% of Group companies involved in packaging circularity assessment by 2025		• 100% of Group companies involved in the mapping process
7	Inspiring people inside and outside the Group by launching a communication project every year aimed at promoting healthy, sustainable lifestyles	3	• Project to analyze the evolution of fruit and vegetable consumption in Italy
8	100% of Group companies participating in the GoWelfare program by 2025	3	• 18 Group companies involved • 90% of the total
9	100% of Group employees involved in sustainability training and awareness initiatives by 2025	4	• 86% of employees have undergone sustainability training
10	100% of the Group's storage and processing warehouses certified for food safety by 2025	2	• 18 warehouses certified for food safety • 86% of the total
11	100% of Group companies engaged in a project aimed at supporting local communities by 2030	2, 3, 8	• 3 Group companies involved • 15% of the total

The Group is located in the fresh fruit and vegetables value chain, particularly in the produce import, ripening, packaging and distribution phases.

The main element of the chain upstream of the Group is product suppliers. In 2024, the Group purchased fruit and vegetables from more than 2,400 suppliers, both producers and traders, importing products (about 300 different types) from more than 100 countries into southern Europe.

[8] Suppliers with a volume of product contributed of 10,000 kg or more.

Of these, more than 90% of the products came from 15 countries (Colombia, Spain, Costa Rica, Italy, France, South Africa, Ecuador, Peru, Brazil, Mexico, New Zealand, Chile, the Netherlands, Israel and Morocco). For these, an analysis was conducted by referring to the main international indexes on monitoring of socio-environmental topics, in order to map risk profiles and gather the information needed to supplement the DMA process. Material impacts, risks, and opportunities for agricultural producers were examined during the DMA, not only limited to the two producer companies in the Group scope, but also with regard to the upstream value chain. In general, it is possible to say that many of the environmental and human rights-related IROs (climate change adaptation, emissions, water resource consumption, biodiversity erosion, respect for workers' rights, combating forced and child labor and impacts on local communities) were found to be material particularly with reference to the upstream phases in the Group's value chain. Whereas, topics such as food waste, circular economy, waste generation, energy consumption, food safety, the promotion of sustainable lifestyles, anti-corruption and traceability are mainly linked to the downstream phases, where the value chain consists of traditional sales channels and large-scale retail, as well as the parties involved for instrumental activities such as transportation, packaging, waste disposal, etc.



Interests and views of stakeholders

In the performance of its activities, the Group comes into contact with numerous categories of stakeholders that it collaborates, dialogs and interacts with on a daily basis. Orsero believes that listening to and involving its stakeholders is essential to understand their needs and expectations. This approach has made it possible to develop lasting relationships, a source of competitive advantage for the Group. The mission *Bringing the world closer together to grow with our customers and suppliers* encapsulates the way the Group operates: it works with all key stakeholders along the value chain, fostering an environment of dialog deemed fundamental to favor inclusive and sustainable growth. To ensure constructive engagement and to understand everyone's needs, requirements and expectations, interaction with each category takes place according to dedicated methods and channels.

During 2024, the stakeholder engagement activities normally carried out (see table below) were conducted alongside stakeholder engagement activities as part of the DMA process. Following an assessment of the priority levels of different stakeholder categories, representatives of the categories identified were engaged through interviews or by filling out questionnaires. These activities were carried out as part of an industry working group organized by Freshfel (European Fresh Produce Association), an industry association. The purpose of the activities was to involve representatives from all phases of the value chain, and the results were used in the materiality assessment process.
The Sustainability function, as part of its reporting to the Sustainability Committee, annually highlights any significant outcomes that have emerged from these opportunities for discussion, and the impact they have had within the materiality assessment or how action is planned on the sustainability strategy or processes in order to align them with the results.

Stakeholders	**Material topics**	**Method of engagement/discussion**	**Frequency of engagement**
Customers	• Responsible procurement • Responsible marketing practices • Circular economy • Product quality and safety • Climate change adaptation • Climate change mitigation • Biodiversity • Ethical conduct and corporate culture	• Dedicated meetings • Collaborations, partnership projects • Administration of questionnaires • Category involved in stakeholder engagement activities as part of the materiality assessment process	• Ongoing • Dedicated periodic meetings
Consumers	• Product quality and safety • Responsible marketing practices • Climate change adaptation • Climate change mitigation • Biodiversity • Circular economy • Ethical conduct and corporate culture	• F.lli Orsero website • Social networks (Facebook, Instagram, etc.) • Category involved in stakeholder engagement activities as part of the materiality assessment process	• Ongoing
Suppliers	• Circular economy • Product quality and safety • Biodiversity • Water resources and water management • Climate change adaptation • Climate change mitigation • Ethical conduct and corporate culture	• Collaborations, partnership projects • Site visits • Administration of questionnaires • Dissemination of the Code of Ethics and Supplier Code of Conduct • Category involved in stakeholder engagement activities as part of the materiality assessment process	• Ongoing • Dedicated periodic meetings
Employees and trade unions	• Working conditions and well-being • Secure employment • Health and safety	• Company intranet (GoNet) • Dissemination of the Code of Ethics • Administration	• Ongoing • Dedicated periodic meetings

Stakeholders	Material topics	Method of engagement/discussion	Frequency of engagement
	• Diversity, equity and equal treatment • Ethical conduct and corporate culture • Protection of whistle-blowers • Corruption and bribery	• of questionnaires, climate surveys • Company events • Meetings between employees and management	
Media	• Responsible marketing practices • Circular economy • Local communities and respect for social and cultural rights • Ethical conduct and corporate culture	• Press releases • Events • Websites, social networks (Facebook, Instagram, etc.)	• Ongoing • Dedicated periodic meetings
Consumer associations, NGOs and local communities	• Responsible procurement • Responsible marketing practices • Circular economy • Biodiversity • Water resources and water management • Climate change adaptation • Climate change mitigation • Local communities and respect for social and cultural rights • Working conditions and well-being • Secure employment • Health and safety • Diversity, equity and equal treatment • Ethical conduct and corporate culture	• Initiatives in the local territories • Relationships with local communities • Dedicated meetings • Collaborations, partnership projects • Category involved in stakeholder engagement activities as part of the materiality assessment process	• Ongoing • Dedicated periodic meetings
Shareholders and the financial community	• Biodiversity • Water resources and water management • Climate change adaptation • Climate change mitigation • Ethical conduct and corporate culture	• Shareholders' meeting • Institutional website • Meetings with investors • Specially designed presentations • ESG ratings • Category involved in stakeholder engagement activities as part of the materiality assessment process	• Ongoing • Dedicated periodic meetings
Institutions and governments	• Biodiversity • Water resources and water management	• Dedicated meetings • Working groups • Conventions	• Ongoing

Stakeholders	Material topics	Method of engagement/discussion	Frequency of engagement
	• Climate change adaptation • Climate change mitigation • Ethical conduct and corporate culture	• Category involved in stakeholder engagement activities as part of the materiality assessment process	

Impact, risk and opportunity management

Description of the process to identify and assess material impacts, risks and opportunities

The materiality assessment process was defined in accordance with the requirements of the Corporate Sustainability Reporting Directive (CSRD), the European Sustainability Reporting Standards (ESRS) and the guidelines issued by the European Financial Reporting Advisory Group (EFRAG).
This process consisted of the following steps:

1. mapping of the Orsero Group value chain, including identification of material stakeholders and key inputs and outputs. The analysis looked not only at the Group scope, but also at the broader scope of the value chain, considering possible impacts, risks or opportunities indirectly linked to the Group due to its business relationships;
2. identification of potentially material topics (based on benchmarks, context analysis, etc.) and their impacts, risks and opportunities, from initial long list to a short list of topics assessed;
3. stakeholder engagement activities for discussion concerning the topics on the short list (see section *Interests and views of stakeholders*).
4. assessment of impact and financial materiality, according to the double materiality process:
   a) impact assessment: assessment of the impacts the Group has on the economy, the environment and people, whether negative or positive, actual or potential, in the short, medium or long term. Potentially material impacts were assessed based on the following dimensions:
      - scale
      - scope
      - likelihood
      - irremediable character (for negative impacts)

   b) financial assessment: a sustainability matter is material from a financial perspective if it triggers or could reasonably be expected to trigger material financial effects on the undertaking. Opportunities and risks were assessed based on the following dimensions:
      - scale
      - likelihood

In alignment with Orsero S.p.A.'s Internal Control and Risk Management System (ICRMS) (see the section *Role of Administrative, Management and Supervisory Bodies*), the assessment process involved the Head of Internal Audit, the Corporate Accounting Reporting Officer and the Chief Executive Officer. The double materiality analysis led to the identification of environmental, social or governance issues that were material from both an impact and a financial perspective. EFRAG guidelines currently leave it up to the company to

identify the threshold above which a topic should be considered material. The Group has defined a threshold that allows for maximum transparency on potentially sensitive topics, considering the Group's characteristics and the specific case. The identification of material topics through the double materiality process offers the Group a confirmation of the strategic choices made to date in the area of sustainability, as well as impetus in terms of the evolution of the future approach. The topics that emerged actually confirmed the topics identified as material in previous assessments performed by the Group but allowed for a better definition of the associated impact, risk or opportunity dimensions.
The result of the double materiality analysis was shared with the Group's management in order to receive confirmation, feedback or any suggestions for supplementing or clarifying the findings. Finally, an overview of the process and the results that emerged were shared with the Sustainability Committee on 11/14/2024.

List of Impacts, Risks and Opportunities from the double materiality analysis

Disclosure Requirement and related datapoint	**ESRS sub-topic**	**Nature and type of impact Time horizon Engagement of the value chain**	**IRO Description**
ESRS E1 - Climate Change	Climate change mitigation	Negative actual impact; Medium to long term; Throughout the entire value chain (producers, distributors, customers)	Intensification of the phenomenon of climate change due to the increase in greenhouse gas emissions (Scope 1, 2 and 3), generated directly and indirectly by a company's own operations and those deriving from its value chain. The various pollutants, particularly carbon dioxide, are largely generated by unsustainable and harmful agricultural practices - involving the significant use of plant protection products and pesticides, excessive tilling and continuous land-use change, as well as the heavy use of agricultural equipment and machinery that is not environmentally and natural resource friendly - as well as virgin resource-dependent packaging systems and product transportation procedures that employ highly polluting vehicles.
		Negative actual impact; Medium to long term; Throughout the entire value chain (producers, distributors, customers)	Dependence on non-renewable sources (fossil fuels), for energy production and use. High energy demand for product cultivation, production, storage and distribution systems contributes to increased dependence on hydrocarbons. In particular, energy-intensive activities such as food refrigeration affect global warming and increased greenhouse gas emissions.
	Climate change adaptation	Actual risk; Short-term; Upstream in the value chain (producers) and in own operations	The increase in the intensity and frequency of extreme weather events is a risk factor for the continuity and efficiency of agricultural activities. Crop damage, as a result of such events, is likely to generate additional costs, adversely affect the availability of fresh produce, supply stability and the ability of the company to meet market demand. A resilient and strategic approach to

			managing these risks is essential to ensure long-term business strength.
	Energy	Actual risk; Short-term; Throughout the entire value chain (producers, distributors, customers)	Energy price volatility represents a financial risk factor with a possible impact on operating costs, particularly in temperature-controlled supply chains. Increased energy costs in the export and processing sectors lead to higher production expenses and a negative impact on consumer prices. This phenomenon directly affects the competitiveness of the entire supply chain, particularly affecting energy-intensive production factors - such as those dedicated to the storage of readily available food products - and necessitating a strategic approach to energy efficiency management.
ESRS E3 - Water and marine resources	Water - Water resources	Actual opportunity for positive impact; Medium-term; Upstream in the value chain (producers) and in own operations	Investments in advanced irrigation systems and water recycling and treatment technologies improve the efficiency and management of water resources in agriculture. Adopting drip irrigation, for example, reduces waste and optimizes consumption. Modern greenhouses, equipped with advanced retention and filtration systems, limit pollutant emissions, ensuring that discharged water does not harm the environment. By adopting such tools, the company contributes to minimizing the use of water resources, supporting water cycle resilience and preventing soil erosion, with medium- and long-term benefits for both the environment and the overall sustainability of agricultural activities.
	Water - Water resources	Negative actual impact; Short-term; Upstream in the value chain (producers) and in own operations	Degradation of water quality due to runoff of agricultural pesticides and fertilizers used in the process of growing and caring for fresh produce. Poor water quality irreversibly damages the environment and the ecosystem and also poses a potential danger to human health as this resource enters the processing cycle of the products offered by the agri-food industry.
	Water - Water consumption and withdrawal	Negative actual impact; Short-term; Upstream in the value chain (producers) and in own operations	Availability of water resources threatened by intensive use of water for the irrigation of fruit and vegetable crops. In addition, the over-extraction of freshwater for agriculture can limit the available water resources on which local communities depend, especially in water-stressed areas.
ESRS E4 - Biodiversity and ecosystems	Direct impact drivers of biodiversity loss, the state of species and the condition of ecosystems	Negative actual impact; Medium-long-term; Upstream in the value chain (producers) and in own operations	Agricultural overexploitation, land use changes - such as deforestation or the creation of mono-cultures - and land pollution due to the use of chemicals severely alter local ecosystems and reduce biodiversity, generating a loss of habitats as well as animal and plant species. This decline, which in the short-term takes the form of increased resource use to make up for ecosystem services previously provided by nature, generates

			a loss of crop yields and a deterioration in soil fertility and health.
ESRS E5 - Circular economy	Resource inflows - Packaging	Actual opportunity for positive impact; Medium-term; Throughout the entire value chain (producers, distributors, customers) and in own operations	The integration of circular economy practices within the production process is a strategic driver for the Group: it generates long-term added value and strengthens competitiveness, in a context increasingly attentive to sustainability. Participation in industry partnerships and innovation in packaging solutions can contribute significantly to waste reduction, avoiding the waste of resources and raw materials. The use of sustainably sourced materials, together with an approach geared toward recycling and the reuse of packaging materials, makes it possible to further limit the ecological footprint, supporting climate change mitigation.
	Resource outflows - Waste	Negative actual impact; Short-term; Throughout the entire value chain (producers, distributors, customers) and in own operations	Increased waste generation throughout the entire value chain can result in the dispersion of materials that are potentially reusable in the circular economy. The ineffective recovery and management of these materials can result in increased reliance on landfilling, affecting environmental degradation, greenhouse gas emissions and natural resources. This risk slows down the process of transitioning to a more sustainable and resilient business model.
ESRS S1 – Own workforce	Working conditions	Actual opportunity for positive impact; Medium-term; Own operations	Firms that invest in the well-being of their employees enhance their reputation as responsible employers, fostering talent attraction and retention, resulting in a positive impact on productivity and operational efficiency. Implementing well-being policies, targeted benefits and initiatives for improving working conditions - in terms of safety, work-life balance, inclusion and pay adequacy - contributes to creating more motivating and challenging work environments. Such an approach not only improves the business climate but is also reflected increased competitiveness and business strength in the long term.
	Training and skills development	Actual opportunity for positive impact; Short-term; Own operations	The provision of continuous learning opportunities, through induction programs, leadership training, career advancement, coaching and mentoring, contributes to the professional development of employees and plays a strategic role in attracting and retaining human resources. This commitment favors the consolidation of qualified human capital while also enhancing the company's competitiveness, resilience and performance and strengthening its reputation as a responsible employer.

	Equal treatment and opportunities for all	Actual opportunity for positive impact; Medium-long-term; Own operations	Addressing gender equity issues and promoting women's participation is a strategic opportunity for the Group to benefit from greater diversity of perspectives and more informed and innovative contributions. Developing policies and initiatives that support women's access to positions of responsibility promotes social justice, but also improves business efficiency, creating long-term value for the business and the communities in which it operates.
	Collective bargaining	Actual opportunity for positive impact; Medium-long-term; Own operations	The adoption of collective bargaining mechanisms contributes significantly to the protection of human resources, ensuring fairer and safer working conditions. This approach favors dialog and cooperation between the company and its employees, improving staff satisfaction and motivation. The implementation of such tools supports worker well-being and strengthens the Group's stability and competitiveness.
	Working conditions	Potential risk; Short-term; Upstream in the value chain and in own operations	Developments in national and international guidelines regarding the use of labor from outside the company, including various forms of contracting and collaboration with agent, pose a potential risk to the company: regulatory restrictions could affect operational continuity and flexibility, with possible negative impacts on costs and process efficiency. In addition, the risk of supplier and partner non-compliance with their contractual obligations to employees could have legal and reputational implications, making careful monitoring and strict supply chain management essential.
	Health and safety	Actual risk; Short-term; Throughout the entire value chain and in own operations	Inappropriate and inadequate preparation and training regarding the storage of substances used in the production process or the use of machinery to process and transport products can lead to an increase in work-related injuries. Effective management of the topic regarding occupational health and safety is essential to mitigate the risks of accidents. Safe operating procedures and advanced monitoring systems reduce the risk of harmful events and the associated costs, improving worker protection and operational continuity as well as the overall efficiency of the company.
ESRS S2 - Workers in the value chain	Working conditions	Actual opportunity for positive impact; Medium-long-term; Upstream in the value chain (producers)	Social certifications are a key element to promote positive changes in organizations by improving working conditions, ensuring fair wages and supporting ethical practices. Recognized certifications, such as Fair Trade and Rainforest Alliance, help ensure that practices throughout the supply chain are responsible and respectful of workers' rights. The adoption of such standards by

			the company's suppliers also as a result improves corporate integrity and transparency and strengthens the trust of consumers and investors, in an environment increasingly attentive to human rights.
	Child labor and forced labor	Actual risk; Short-term; Upstream in the value chain (producers)	The risk of forced and child labor in the fresh produce industry is still a critical ethical and operational issue that undermines regulatory compliance, competitiveness and the corporate image and increases legal and reputational risks. The adoption of strict controls in the supply chain, together with due diligence policies and the dissemination of internationally recognized social certifications, makes it possible to prevent such practices, protecting workers' rights and ensuring high standards of social responsibility.
ESRS S3 - Local communities	Local communities	Actual opportunity for positive impact; Medium-long-term; Throughout the entire value chain	The design and implementation of projects to support local communities, such as supporting schools or other initiatives aimed at economic and social prosperity, is concrete evidence of the company's commitment to corporate social responsibility. Such activities not only contribute to the well-being of local organizations, but also strengthen local ties, improving the corporate reputation, encouraging a shared development process and creating long-term added value.
ESRS S4 - Consumers and end-users	Personal safety of consumers and end-users	Potential risk; Short-term; Downstream in the value chain (customers and consumers)	Harmful effects on human health, such as food-borne intoxication resulting from the consumption of contaminated products. Contaminants - physical, chemical or process substances - unintentionally released into the air, soil or production and product processing environments generate adverse health effects for consumers and end users and compromise the quality, integrity and safety of the products offered.
	Responsible marketing practices	Potential opportunity for positive impact; Medium-long-term; Downstream in the value chain (customers and consumers)	Offering convenient and environmentally friendly solutions to consumers gives the company the opportunity to generate a positive impact on society. The Group has the opportunity to promote awareness of the value of sustainable consumption, by encouraging more aware decisions by end users. This approach contributes to environmental protection and encourages a cultural change that stimulates responsible behavior.
	Access to quality information - transparency and traceability	Actual opportunity for positive impact; Short-term; Throughout the entire value chain	Improving traceability and transparency throughout the supply chain strengthens stakeholder trust and ensures compliance with regulatory requirements, with positive effects on business competitiveness. In the agri-food sector specifically, the increasing focus of consumers on food origin and quality makes transparency a

			strategic factor. At the same time, pressure from retailers regarding greater supply chain visibility is gradually extending, incentivizing more responsible and sustainable practices throughout the value chain.
ESRS G1 - Business conduct	Corporate culture and corruption and bribery	Actual opportunity for positive impact; Short-term; Throughout the entire value chain	Adopting a rigorous approach to regulatory compliance, anti-corruption and ethical business conduct contributes to strengthening the assessment of the company and stakeholder confidence. The promotion of a culture of integrity, supported by awareness-raising initiatives targeting employees on proper behavior practices, fosters transparency and accountability, creating a more robust work environment aligned with the Group's principles. In addition, structured risk assessment systems and compliance programs make it possible to identify and mitigate potential critical issues, reducing exposure to penalties and litigation and ensuring long-term business sustainability.
Entity specific ESRS	Food waste	Actual opportunity for positive impact; Short-term; Throughout the entire value chain	Combating food waste is the central theme of the Group's Strategic Sustainability Plan and is managed through a two-pronged approach: both preventing waste and combating it. With this in mind, the development of systems for donating surpluses, recycling waste and recovering food products for use in supply chains other than human consumption - such as, for example, the energy sector, the cosmetics sector or the animal feed production sector - contributes significantly to the development of a supply chain that is more attentive to waste and nutrient recovery. Such initiatives not only support environmental sustainability activities but also provide opportunities for innovation and efficiency improvement in business operations.

Disclosure Requirements in ESRS covered by the undertaking's sustainability statement

General Information

Disclosure Requirement	Disclosure	Location/Comment	Omission
BP-1	General basis for preparation of the sustainability statement	p.50	
BP-2	Disclosure in relation to specific circumstances	p.50	

GOV-1	Role of administrative, management and supervisory bodies	p.51	
GOV 2	Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies	p.53	
GOV-3	Integration of sustainability-related performance in incentive schemes	p.53	
GOV–4	Statement on due diligence	p.54	
GOV–5	Risk management and internal controls over sustainability statement	p.54	
SBM-1	Strategy, business model and value chain	p.56	
SBM-2	Interests and views of stakeholders	p.58	
SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	p.62	
IRO-1	Description of the process to identify and assess material impacts, risks and opportunities	p.61	
IRO-2	Disclosure Requirements in ESRS covered by the undertaking's sustainability statement	p.67	

ESRS E1 – Climate change

Disclosure Requirement	Disclosure	Location/Comment	Omission
GOV 3	Integration of sustainability-related performance in incentive schemes	p.87	
E1-1	Transition plan for climate change mitigation	p.87	
ESRS 2 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	p.88	
ESRS 2 IRO-1	Description of the processes to identify and assess material climate-related impacts, risks and opportunities	p.88	
E1-2	Policies related to climate change mitigation and adaptation	p.89	

E1-3	Actions and resources in relation to climate change policies	p.89	
E1-4	Targets related to climate change mitigation and adaptation	p.90	
E1-5	Energy consumption and mix	p.91	
E1-6	Gross Scopes 1, 2, 3 and Total GHG emissions	p.92	
E1-9	Anticipated financial effects from material physical and transition risks and potential climate-related opportunities	p.95	The undertaking may omit the information prescribed by ESRS E1-9 for the first year of preparation of its sustainability statement. The undertaking may comply with ESRS E1-9 by reporting only qualitative disclosures for the first 3 years of preparation of its sustainability statement, if it is impracticable to prepare quantitative disclosures.

ESRS E3 – Water and marine resources

Disclosure Requirement	Disclosure	Location/Comment	Omission
ESRS 2 IRO-1	Description of the processes to identify and assess material water and marine resources-related impacts, risks and opportunities	p.95	
E3-1	Policies related to water and marine resources	p.95	
E3-2	Actions and resources related to water and marine resources	p.95	
E3-3	Targets related to water and marine resources	p.96	
E3-4	Water consumption	p.96	
E3-5	Anticipated financial effects of material water and marine resources-related risks and opportunities	p.97	The undertaking may omit the information prescribed by ESRS E3-5 for the first year of preparation of its sustainability statement. The undertaking may comply with ESRS E3-5 by reporting only qualitative disclosures, for the first 3 years of preparation of its sustainability statement.

ESRS E4 – Biodiversity and ecosystems

Disclosure Requirement	Disclosure	Location/Comment	Omission
E4-1	Transition plan and consideration of biodiversity and ecosystems in strategy and business model	p.97	
SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	p.97	
ESRS 2 IRO-1	Description of processes to identify and assess material biodiversity and ecosystem-related impacts, risks, dependencies and opportunities	p.97	
E4-2	Policies related to biodiversity and ecosystems	p.98	
E4-3	Actions and resources related to biodiversity and ecosystems	p.98	
E4-4	Targets related to biodiversity and ecosystems	p.99	
E4-5	Impact metrics related to biodiversity and ecosystems change	p.99	
E4-6	Anticipated financial effects of material biodiversity- and ecosystem-related risks and opportunities	p.100	The undertaking may omit the information prescribed by ESRS E4-6 for the first year of preparation of its sustainability statement. The undertaking may comply with ESRS E4-6 by reporting only qualitative disclosures, for the first 3 years of preparation of its sustainability statement.

ESRS E5 – Resource use and circular economy

Disclosure Requirement	Disclosure	Location/Comment	Omission
ESRS 2 IRO-1	Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities	p.101	
E5-1	Policies related to resource use and circular economy	p.101	

E5-2	Actions and resources in relation to resource use and circular economy	p.101	
E5-3	Targets related to resource use and circular economy	p.103	
E5-4	Resource inflows	p.103	
E5-5	Resource outflows	p.104	
Entity specific	Food Waste	p.105	
E5-6	Anticipated financial effects from material resource use and circular economy-related risks and opportunities	p.107	The undertaking may omit the information prescribed by ESRS E5-6 for the first year of preparation of its sustainability statement. The undertaking may comply with ESRS E5-6 by reporting only qualitative disclosures, for the first 3 years of preparation of its sustainability statement.

ESRS S1 - Own workforce

Disclosure Requirement	Disclosure	Location/Comment	Omission
ESRS 2 SBM-2	Interests and views of stakeholders	p.108	
ESRS 2 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	p.108	
S1-1	Policies related to own workforce	p.108	
S1-2	Processes for engaging with own workforce and workers' representatives about impacts	p.110	
S1-3	Processes to remediate negative impacts and channels for own workers to raise concerns	p.110	
S1-4	Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions	p.108	
S1-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	p.111	

S1-6	Characteristics of the Undertaking's Employees	p.112	
S1-7	Characteristics of non-employee workers in the undertaking's own workforce	p.113	
S1-8	Collective bargaining coverage and social dialog	p.114	
S1-9	Diversity metrics	p.115	
S1-10	Adequate wages	p.114	
S1-11	Social protection	p.116	
S1-12	Persons with disabilities	p.115	
S1-13	Training and Skills Development metrics	p.111	
S1-14	Health and safety metrics	p.117	
S1-15	Work-life balance metrics	p.118	
S1-16	Remuneration metrics (pay gap and total remuneration)	p.115	
S1-17	Complaints and severe human rights impacts	p.119	

ESRS S2 – Workers in the value chain

Disclosure Requirement	Disclosure	Location/Comment	Omission
ESRS 2 SBM-2	Interests and views of stakeholders	p.119	
ESRS 2 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	p.119	
S2-1	Policies related to value chain workers	p.120	
S2-2	Processes for engaging with value chain workers about impacts	p.122	
S2-3	Processes to remediate negative impacts and channels for value chain workers to raise concerns	p.122	
S2-4	Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those actions	p.120	
S2-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	p.122	

ESRS S3 – Affected Communities

Disclosure Requirement	Disclosure	Location/Comment	Omission
ESRS 2 SBM-2	Interests and views of stakeholders	p.123	
ESRS 2 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	p.123	
S3-1	Policies related to affected communities	p.124	
S3-2	Processes for engaging with affected communities about impacts	p.125	
S3-3	Processes to remediate negative impacts and channels for affected communities to raise concerns	p.125	
S3-4	Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions	p.124	
S3-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	p.125	

ESRS S4 – Consumers and end-users

Disclosure Requirement	Disclosure	Location/Comment	Omission
ESRS 2 SBM-2	Interests and views of stakeholders	p.126	
ESRS 2 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	p.126	
S4-1	Policies related to consumers and end-users	p.127	
S4-2	Processes for engaging with consumers and end-users about impacts	p.128	
S4-3	Processes to remediate negative impacts and channels	p.128	

	for consumers and end-users to raise concerns		
S4-4	Taking action on material impacts on consumers and end- users, and approaches to managing material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions	p.127	
S4-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	p.129	

ESRS G1 – Business conduct

Disclosure Requirement	Disclosure	Location/Comment	Omission
ESRS 2 GOV-1	Role of administrative, management and supervisory bodies	p.130	
ESRS 2 IRO-1	Description of the processes to identify and assess material impacts, risks and opportunities	p.131	
G1-1	Business conduct policies and corporate culture	p.131	
G1-2	Management of relationships with suppliers	p.132	
G1-3	Prevention and detection of corruption and bribery	p.132	
G1-4	Incidents of corruption or bribery	p.132	
G1-5	Political influence and lobbying activities	p.134	
G1-6	Payment practices	p.134	

Table of all datapoints that derive from other EU legislation

List of datapoints in cross-cutting and topical standards that derive from other EU legislation.

Disclosure Requirement and related datapoint	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU climate law reference
ESRS 2 GOV-1 Board's gender diversity, paragraph 21 (d)	Indicator number 13 of Table #1 of Annex 1 - not applicable		Commission Delegated Regulation (EU) 2020/1816 (5), Annex II - not applicable	
ESRS 2 GOV-1 Percentage of board members who are independent, paragraph 21 (e)			Delegated Regulation (EU) 2020/1816, Annex II - not applicable	
ESRS 2 GOV-4 Statement on due diligence paragraph 30	Indicator number 10 of Table #3 of Annex 1 - not applicable			
ESRS 2 SBM-1 Involvement in activities related to fossil fuel activities, paragraph 40 (d) i	Indicator number 4 of Table #1 of Annex 1 - not applicable	Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 (6), Table 1: Qualitative information on Environmental risk and Table 2: Qualitative information on Social risk - not applicable	Delegated Regulation (EU) 2020/1816, Annex II - not applicable	
ESRS 2 SBM-1 Involvement in activities related to chemical production, paragraph 40 (d) ii	Indicator number 9 of Table #2 of Annex 1 - not applicable		Delegated Regulation (EU) 2020/1816, Annex II - not applicable	
ESRS 2 SBM-1 Involvement in activities related to controversial weapons, paragraph 40 (d) iii	Indicator number 14 of Table #1 of Annex 1 - not applicable		Delegated Regulation (EU) 2020/1818 (7), Article 12(1) and Delegated Regulation (EU) 2020/1816, Annex II - not applicable	
ESRS 2 SBM-1 Involvement in activities related to cultivation and			Delegated Regulation (EU) 2020/1818, Article 12(1) and Delegated Regulation (EU) 2020/1816,	

production of tobacco, paragraph 40 (d) iv			Annex II - not applicable	
ESRS E1-1 Transition plan to reach climate neutrality by 2050, paragraph 14				Regulation (EU) 2021/1119, Article 2(1) - not applicable
ESRS E1-1 Undertakings excluded from Paris-aligned Benchmarks, paragraph 16 (g)		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book - Climate Change transition risk: Credit quality of exposures by sector, emissions and residual maturity - not applicable	Delegated Regulation (EU) 2020/1818, Article 12.1 (d) to (g), and Article 12.2 - not applicable	
ESRS E1-4 GHG emission reduction targets, paragraph 34	Indicator number 4 of Table #2 of Annex 1 - not applicable	Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 3: Banking book - Indicators of potential climate change transition risk: Alignment metrics - not applicable	Delegated Regulation (EU) 2020/1818, Article 6 - not applicable	
ESRS E1-5 Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors), paragraph 38	Indicator number 5 Table #1 and Indicator n. 5 Table #2 of Annex 1 - not applicable			
ESRS E1-5 Energy consumption and mix, paragraph 37	Indicator number 5 of Table #1 of Annex 1 - not applicable			
ESRS E1-5 Energy intensity associated with activities in high climate impact sectors, paragraphs 40 to 43	Indicator number 6 of Table #1 of Annex 1 - not applicable			

ESRS E1-6 Gross Scope 1, 2, 3 and Total GHG emissions, paragraph 44	Indicator number 1 and 2 of Table #1 of Annex 1 - not applicable	Article 449a; Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book – Climate change transition risk: Credit quality of exposures by sector, emissions and residual maturity - not applicable	Delegated Regulation (EU) 2020/1818, Article 5(1), 6 and 8(1) - not applicable	
ESRS E1-6 Gross GHG emissions intensity, paragraphs 53 to 55	Indicator number 3 of Table #1 of Annex 1 - not applicable	Article 449a; Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 3: Banking book - Indicators of potential climate change transition risk: Alignment metrics - not applicable	Delegated Regulation (EU) 2020/1818, Article 8(1) - not applicable	
ESRS E1-7 GHG removals and carbon credits, paragraph 56				Regulation (EU) 2021/1119, Article 2(1) - not applicable
ESRS E1-9 Exposure of the benchmark portfolio to climate-related physical risks, paragraph 66			Delegated Regulation (EU) 2020/1818, Annex II Delegated Regulation (EU) 2020/1816, Annex II - not applicable	
ESRS E1-9 Disaggregation of monetary amounts by acute and chronic physical risk, paragraph 66 (a) ESRS E1-9 Location of significant assets at material physical risk paragraph 66 (c)		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 paragraphs 46 and 47; Template 5: Banking book - Climate change physical risk: Exposures subject to physical risk - not applicable		

ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy efficiency classes, paragraph 67 (c)		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 paragraph 34; Template 2: Banking book - Climate change transition risk: Loans collateralized by immovable property - Energy efficiency of the collateral - not applicable		
ESRS E1-9 Degree of exposure of the portfolio to climate-related opportunities, paragraph 69			Delegated Regulation (EU) 2020/1818, Annex II - not applicable	
ESRS E2-4 Amount of each pollutant listed in Annex II of the EPRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28	Indicator number 8 Table #1 of Annex 1 Indicator number 2 Table #2 of Annex 1 Indicator number 1 Table #2 of Annex 1 Indicator number 3 Table #2 of Annex 1 - not applicable			
E3-1 Water and marine resources paragraph 9	Indicator number 7 of Table #2 of Annex 1 - not applicable			
ESRS E3-1 Dedicated policy, paragraph 13	Indicator number 8 of Table #2 of Annex 1 - not applicable			
ESRS E3-1 Sustainable oceans and seas, paragraph 14	Indicator number 12 of Table #2 of Annex 1 - not applicable			
ESRS E3-4 Total water recycled and reused, paragraph 28 (c)	Indicator number 6.2 of Table #2 of Annex 1 - not applicable			
ESRS E3-4 Total water consumption in m3 per net revenue on	Indicator number 6.1 of Table #2 of Annex 1 - not applicable			

own operations, paragraph 29				
ESRS 2 IRO-1 – E4 paragraph 16 (a) (i)	Indicator number 7 of Table #1 of Annex 1 - not applicable			
ESRS 2 IRO-1 – E4 paragraph 16 (b)	Indicator number 10 of Table #2 of Annex 1 - not applicable			
ESRS 2 IRO-1 – E4 paragraph 16 (c)	Indicator number 14 of Table #2 of Annex 1 - not applicable			
ESRS E4-2 Sustainable land/agriculture practices or policies, paragraph 24 (b)	Indicator number 11 of Table #2 of Annex 1 - not applicable			
ESRS E4-2 Sustainable oceans/seas practices or policies, paragraph 24 (c)	Indicator number 12 of Table #2 of Annex 1 - not applicable			
ESRS E4-2 Policies to address deforestation, paragraph 24(d)	Indicator number 15 of Table #2 of Annex 1 - not applicable			
ESRS E5-5 Non-recycled waste paragraph 37 (d)	Indicator number 13 of Table #2 of Annex 1 - not applicable			
ESRS E5-5 Hazardous waste and radioactive waste, paragraph 39	Indicator number 9 of Table #1 of Annex 1 - not applicable			
ESRS 2 – SBM3 – S1 Risk of incidents of forced labor, paragraph 14 (f)	Indicator number 13 of Table #3 of Annex 1 - not applicable			
ESRS 2 – SBM3 – S1 Risk of incidents of child labor, paragraph 14 (g)	Indicator number 12 of Table #3 of Annex 1 - not applicable			
ESRS S1-1 Human rights policy commitments, paragraph 20	Indicator number 9 Table #3 and Indicator n. 11 Table #1 of Annex 1 - not applicable			
ESRS S1-1 Due diligence policies on issues addressed by the fundamental International Labor Organisation			Delegated Regulation (EU) 2020/1816, Annex II - not applicable	

Conventions 1 to 8, paragraph 21				
ESRS S1-1 Processes and measures for preventing trafficking in human beings, paragraph 22	Indicator number 11 of Table #3 of Annex 1 - not applicable			
ESRS S1-1 Workplace accident prevention policy or management system, paragraph 23	Indicator number 1 of Table #3 of Annex 1 - not applicable			
ESRS S1-3 Grievance/complaints handling mechanisms, paragraph 32 (c)	Indicator number 5 of Table #3 of Annex 1 - not applicable			
ESRS S1-14 Number of fatalities and number and rate of work-related accidents, paragraph 88 (b) and (c)	Indicator number 2 of Table #3 of Annex 1 - not applicable		Delegated Regulation (EU) 2020/1816, Annex II - not applicable	
ESRS S1-14 Number of days lost to injuries, accidents, fatalities or illness, paragraph 88 (e)	Indicator number 3 of Table #3 of Annex 1 - not applicable			
ESRS S1-16 Unadjusted gender pay gap, paragraph 97 (a)	Indicator number 12 of Table #1 of Annex 1 - not applicable		Delegated Regulation (EU) 2020/1816, Annex II - not applicable	
ESRS S1-16 Excessive CEO pay ratio, paragraph 97 (b)	Indicator number 3 of Table #8 of Annex 1 - not applicable			
ESRS S1-17 Incidents of discrimination, paragraph 103 (a)	Indicator number 3 of Table #7 of Annex 1 - not applicable			
ESRS S1-17 Non-respect of UNGPs on Business and Human Rights and OECD, paragraph 104 (a)	Indicator number 10 Table #1 and Indicator n. 14 Table #3 of Annex 1 - not applicable		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1) - not applicable	
ESRS 2 SBM-3 – S2 Significant risk of child labor or forced labor in the value	Indicators number 12 and n. 13 Table #3 of Annex I - not applicable			

chain, paragraph 11 (b)				
ESRS S2-1 Human rights policy commitments, paragraph 17	Indicator number 9 Table #3 and Indicator n. 11 Table #1 of Annex 1 - not applicable			
ESRS S2-1 Policies related to value chain workers, paragraph 18	Indicators number 11 and n. 4 Table #3 of Annex I - not applicable			
ESRS S2-1 Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines, paragraph 19	Indicator number 10 of Table #1 of Annex 1 - not applicable		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1) - not applicable	
ESRS S2-1 Due diligence policies on issues addressed by the fundamental International Labor Organization Conventions 1 to 8, paragraph 19			Delegated Regulation (EU) 2020/1816, Annex II - not applicable	
ESRS S2-4 Human rights issues and incidents connected to its upstream and downstream value chain, paragraph 36	Indicator number 14 of Table #3 of Annex 1 - not applicable			
ESRS S3-1 Human rights policy commitments, paragraph 16	Indicator number 9 Table #3 and Indicator n. 11 Table #1 of Annex 1 - not applicable			
ESRS S3-1 Non-respect of UNGPs on Business and Human Rights, ILO principles or and OECD guidelines, paragraph 17	Indicator number 10 of Table #1 of Annex 1 - not applicable		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1) - not applicable	
ESRS S3-4 Human rights issues and incidents, paragraph 36	Indicator number 14 of Table #3 of Annex 1 - not applicable			
ESRS S4-1 Policies related to consumers and end-users, paragraph 16	Indicator number 9 Table #3 and Indicator n. 11 Table			

	#1 of Annex 1 - not applicable			
ESRS S4-1 Non-respect of UNGPs on Business and Human Rights and OECD guidelines, paragraph 17	Indicator number 10 of Table #1 of Annex 1 - not applicable		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1) - not applicable	
ESRS S4-4 Human rights issues and incidents, paragraph 35	Indicator number 14 of Table #3 of Annex 1 - not applicable			
ESRS G1-1 United Nations Convention against Corruption, paragraph 10 (b)	Indicator number 15 of Table #3 of Annex 1 - not applicable			
ESRS G1-1 Protection of whistle-blowers, paragraph 10 (d)	Indicator number 3 of Table #6 of Annex 1 - not applicable			
ESRS G1-4 Fines for violation of anti-corruption and anti-bribery laws, paragraph 24 (a)	Indicator number 17 of Table #3 of Annex 1 - not applicable		Delegated Regulation (EU) 2020/1816, Annex II - not applicable	
ESRS G1-4 Standards of anticorruption and anti-bribery paragraph 24 (b)	Indicator number 16 of Table #3 of Annex 1 - not applicable			

2. Environmental information

Disclosures pursuant to Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation)

Within the Sustainable Finance Action Plan adopted in 2018 by the European Commission, a classification system for sustainable assets was established, formalized in Regulation (EU) 2020/852 (hereinafter "the Taxonomy Regulation"). This regulation defined the criteria for determining whether an economic activity can be considered environmentally sustainable, i.e. in line with the six environmental objectives defined by the European Union. Current regulations (EU Delegated Regulations 2021/2139 and 2023/2486) have defined the technical screening criteria for all targets. Pursuant to Art. 8 of the Taxonomy Regulation, companies subject to the obligation to publish a consolidated non-financial statement must disclose in sustainability statement the proportion of their revenue, capital expenditures (CapEx) and operating expenditures (OpEx)[9] in relation to the total related to eligible/aligned economic activities.

With reference to the disclosure pursuant to Article 8 paragraphs 6 and 7 of Delegated Regulation (EU) 2021/2178, it should be noted that the Group has not reported the templates provided in Annex XII for the disclosure of nuclear and fossil gas related activities as no eligible and/or aligned activities have been identified with reference to these areas. Based on the analysis of the Group's economic activities, an analysis that also considered the interpretative clarifications of the regulations provided by the European Commission in the form of "Q&A", the only activities identified as eligible for the Group for the climate change mitigation and adaptation targets are those conducted by and corresponding to all the activities of Cosiarma S.p.A. (6.10. Sea and coastal freight water transport, vessels for port operations and auxiliary activities) as well as, at Group level, the demolition and renovation of existing buildings (7.2), the installation, maintenance and repair of energy efficiency equipment (7.3) and of renewable energy technologies (7.6) with respect to the same two goals already mentioned (i.e., described in the annexes to EU Delegated Regulation 2021/2139). However, these activities are not aligned, as they do not meet the technical screening criteria established by law. The proportion of turnover, CapEx and OpEx was therefore determined, in relation to the total Group figure as at December 31, 2024, attributable to eligible activities. Note that, in performing the aforesaid analysis and preparation of the taxonomy reporting, Management took a prudent approach based on its understanding and interpretation of the applicable regulatory requirements to the best of its current knowledge. Therefore, further developments in the interpretation of the regulations in question could lead to substantial changes in the assessments and the KPI calculation process in the next reporting years.

9 See EU Delegated Regulation 2021/2178 for the definition of these KPIs.

Overview of the proportion of activities considered environmentally sustainable (ART. 8 EU REG. 852/2020)

Proportion of turnover from products or services associated with taxonomy - aligned economic activities - disclosure covering year 2024[10]

Financial Year	2024			Criteria for substantial contribution						DNSH criteria ("not causing significant harm") (h)									
Economic activities (1)	**Code (a)(2)**	**Absolute turnover (3)**	**Proportion of turnover, year 2024 (4)**	**Climate change mitigation (5)**	**Climate change adaptation (6)**	**water and marine resources (7)**	**Pollution (8)**	**Circular economy (9)**	**Biodiversity (10)**	**Climate change mitigation (11)**	**Climate change adaptation (12)**	**water and marine resources (13)**	**Pollution (14)**	**Circular economy (15)**	**Biodiversity (16)**	**Minimum safeguards (17)**	**Proportion of Taxonomy-aligned (A.1) or eligible (A.2) turnover, year 2023**	**Category enabling activity (19)**	**Category transitional activity (20)**
		€	%	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0%														0%		
Of which enabling		0	0%														0%		
Of which transitional		0	0%														0%		
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (g)																			
				EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)										
Sea and coastal freight water transport, vessels for port operations and auxiliary activities	6.10 (CCM, CCA)	110.317.096	7%	EL	EL	N/EL	N/EL	N/EL	N/EL	N	N						8%		
Turnover of Taxonomy eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		110.317.096	7%	7%	7%	0%	0%	0%	0%								8%		
A. Turnover of Taxonomy-eligible avtivities (A.1 + A.2)		110.317.096	7%	7%	7%	0%	0%	0%	0%								8%		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy non-eligible activities		1.460.953.270	93%																
Total		**1.571.270.366**	**100%**																

[10] (a) The Code constitutes the abbreviation of the relevant objective to which the economic activity is eligible to make a substantial contribution, as well as the section number of the activity in the relevant Annex covering the objective, i.e.:

- climate change mitigation: CCM
- climate change adaptation: CCA
- waters and marine resources: WTR
- circular economy: CE
- pollution prevention and control: PPC
- biodiversity and ecosystems: BIO

(b) Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective
No - Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective
N/EL – not eligible, Taxonomy-non-eligible activity for the relevant environmental objective
(c) Where an economic activity contributes substantially to multiple environmental objectives, non-financial undertakings shall indicate, in bold, the most relevant environmental objective for the purpose of computing the KPIs of financial undertakings while avoiding double counting. Non-financial undertakings shall also report the extent of eligibility and alignment per environmental objective, that includes alignment with each of environmental objectives for activities contributing substantially to several objectives, by using the template below on page 129.
(d) The same activity may align with only one or more environmental objectives for which it is eligible.
(e) The same activity may be eligible and not aligned with the relevant environmental objectives.
(f) EL – Taxonomy-eligible activity for the relevant objective
N/EL – Taxonomy-non-eligible activity for the relevant objective.
(g) Activities shall be reported in Section A.2 of this template only if they are not aligning to any environmental objective for which they are eligible. Activities that align to at least one environmental objective shall be reported in Section A.1 of this template.
(h) For an activity to be reported in Section A.1 all DNSH criteria and minimum safeguards shall be met. For activities listed under A2, columns (5) to (17) may be filled in on a voluntary basis by non-financial undertakings. Non-financial undertakings may indicate the substantial contribution and DNSH criteria that they meet or do not meet in Section A.2 by using:

- for substantial contribution – Y/N and N/EL codes instead of EL and N/EL; and
- for DNSH – Y/N codes.

Proportion of capex from products or services associated with taxonomy-aligned economic activities - disclosure covering year 2024[11]

Financial Year	2024			Criteria for substantial contribution						DNSH criteria ("not causing significant harm") (h)									
Economic activities (1)	**Code [a] (2)**	**CapEx (3)**	**Proportion of CapEx, year 2024 (4)**	**Climate change mitigation (5)**	**Climate change adaptation (6)**	**water and marine resources (7)**	**Pollution (8)**	**Circular economy (9)**	**Biodiversity (10)**	**Climate change mitigation (11)**	**Climate change adaptation (12)**	**water and marine resources (13)**	**Pollution (14)**	**Circular economy (15)**	**Biodiversity (16)**	**Minimum safeguards (17)**	**Proportion of Taxonomy-aligned (A.1) or eligible (A.2) CapEx, year 2023**	**Category enabling activity (19)**	**Category transitional activity (20)**
		€	%	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0%														0%		
Of which enabling		0	0%														0%		
Of which transitional		0	0%														0%		
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (8)																			
				EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)										
Sea and coastal freight water transport, vessels for port operations and auxiliary activities	6.10 (CCM, CCA)	10.352.457	27%	EL	EL	N/EL	N/EL	N/EL	N/EL	N	N						39%		
Renovation of existing buildings	7.2 (CCM, CCA)	2.223.633	6%	EL	EL	N/EL	N/EL	N/EL	N/EL	N	N						-		
Installation, maintenance and repair of energy efficiency equipment	7.3 (CCM, CCA)	91.790	0,2%	EL	EL	N/EL	N/EL	N/EL	N/EL	N	N		N				0%		
Installation, maintenance and repair of renewable energy technologies	7.6 (CCM, CCA)	103.000	0,3%	EL	EL	N/EL	N/EL	N/EL	N/EL	N	N						1%		
CapEx of Taxonomy eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		12.770.880	33%	33%	33%	0%	0%	0%	0%								40%		
A. CapEx of Taxonomy-eligible avtivities (A.1 + A.2)		12.770.880	33%	33%	33%	0%	0%	0%	0%								40%		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CapEx of Taxonomy non-eligible activities		26.173.010	67%																
Total		**38.943.890**	**100%**																

[11] (a) The Code constitutes the abbreviation of the relevant objective to which the economic activity is eligible to make a substantial contribution, as well as the section number of the activity in the relevant Annex covering the objective, i.e.:

— climate change mitigation: CCM
— climate change adaptation: CCA
— waters and marine resources: WTR
— circular economy: CE
— pollution prevention and control: PPC
— biodiversity and ecosystems: BIO

(b) Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective
No - Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective
N/EL – not eligible, Taxonomy-non-eligible activity for the relevant environmental objective
(c) Where an economic activity contributes substantially to multiple environmental objectives, non-financial undertakings shall indicate, in bold, the most relevant environmental objective for the purpose of computing the KPIs of financial undertakings while avoiding double counting. Non-financial undertakings shall also report the extent of eligibility and alignment per environmental objective, that includes alignment with each of environmental objectives for activities contributing substantially to several objectives, by using the template below on page 129.
(d) The same activity may align with only one or more environmental objectives for which it is eligible.
(e) The same activity may be eligible and not aligned with the relevant environmental objectives.
(f) EL – Taxonomy-eligible activity for the relevant objective
N/EL – Taxonomy-non-eligible activity for the relevant objective.
(g) Activities shall be reported in Section A.2 of this template only if they are not aligning to any environmental objective for which they are eligible. Activities that align to at least one environmental objective shall be reported in Section A.1 of this template.
(h) For an activity to be reported in Section A.1 all DNSH criteria and minimum safeguards shall be met. For activities listed under A2, columns (5) to (17) may be filled in on a voluntary basis by non-financial undertakings. Non-financial undertakings may indicate the substantial contribution and DNSH criteria that they meet or do not meet in Section A.2 by using:

— for substantial contribution – Y/N and N/EL codes instead of EL and N/EL; and
— for DNSH – Y/N codes.

Proportion of opex from products or services associated with taxonomy-aligned economic activities - disclosure covering year 2024[12]

Financial Year	2024			Criteria for substantial contribution						DNSH criteria ("not causing significant harm") (h)									
Economic activities (1)	Code (a) (2)	OpEx (3)	Proportion of OpEx, year 2024 (4)	Climate change mitigation (5)	Climate change adaptation (6)	water and marine resources (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	water and marine resources (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Proportion of Taxonomy-aligned (A.1) or eligible (A.2) OpEx, year 2023	Category enabling activity (19)	Category transitional activity (20)
		C	%	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y; N; N/EL (b)(c)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0	0														0%		
Of which enabling		0	0%														0%		
Of which transitional		0	0%														0%		
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (g)																			
				EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)										
Sea and coastal freight water transport, vessels for port operations and auxiliary activities	6.10 (CCM, CCA)	10.866.427	38%	EL	EL	N/EL	N/EL	N/EL	N/EL	N	N						26%*		
Installation, maintenance and repair of energy efficiency equipment	7.3 (CCM, CCA)	97.394	0,3%	EL	EL	N/EL	N/EL	N/EL	N/EL	N	N		N				-		
OpEx of Taxonomy eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		10.963.821	39%	39%	39%	0%	0%	0%	0%								26%*		
A. OpEx of Taxonomy-eligible avtivities (A.1 + A.2)		10.963.821	39%	39%	39%	0%	0%	0%	0%								26%*		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy non-eligible activities		17.264.563	61%																
Total		**28.228.384**	**100%**																

*The delta from the reported figure for 2023 is due to the inclusion of Opex items related to ship maintenance materials in the 2024 figures. Therefore, for the purpose of better comparability, the updated figure for 2023 would be 39 percent

[12] (a) The Code constitutes the abbreviation of the relevant objective to which the economic activity is eligible to make a substantial contribution, as well as the section number of the activity in the relevant Annex covering the objective, i.e.:
- — climate change mitigation: CCM
- — climate change adaptation: CCA
- — waters and marine resources: WTR
- — circular economy: CE
- — pollution prevention and control: PPC
- — biodiversity and ecosystems: BIO

(b) Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective
No - Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective
N/EL – not eligible, Taxonomy-non-eligible activity for the relevant environmental objective
(c) Where an economic activity contributes substantially to multiple environmental objectives, non-financial undertakings shall indicate, in bold, the most relevant environmental objective for the purpose of computing the KPIs of financial undertakings while avoiding double counting. Non-financial undertakings shall also report the extent of eligibility and alignment per environmental objective, that includes alignment with each of environmental objectives for activities contributing substantially to several objectives, by using the template below on page 129.
(d) The same activity may align with only one or more environmental objectives for which it is eligible.
(e) The same activity may be eligible and not aligned with the relevant environmental objectives.
(f) EL – Taxonomy-eligible activity for the relevant objective
N/EL – Taxonomy-non-eligible activity for the relevant objective.
(g) Activities shall be reported in Section A.2 of this template only if they are not aligning to any environmental objective for which they are eligible. Activities that align to at least one environmental objective shall be reported in Section A.1 of this template.
(h) For an activity to be reported in Section A.1 all DNSH criteria and minimum safeguards shall be met. For activities listed under A2, columns (5) to (17) may be filled in on a voluntary basis by non-financial undertakings. Non-financial undertakings may indicate the substantial contribution and DNSH criteria that they meet or do not meet in Section A.2 by using:
- — for substantial contribution – Y/N and N/EL codes instead of EL and N/EL; and
- — for DNSH – Y/N codes.

ESRS E1 - Climate Change

Integration of sustainability-related performance in incentive schemes

The Group's management remuneration system is designed to attract, motivate and retain key resources and is defined in such a way as to align the interests of management with those of shareholders, pursuing the priority objective of creating sustainable value in the medium to long term, through an effective and verifiable link between remuneration on the one hand and individual and Group performance on the other.
Variable remuneration establishes objectives that include economic-financial aspects for the short-term component, while for the medium- to long-term component they include both economic-financial aspects and sustainability targets. In particular, with regard to the topic of climate change, the sustainability targets identified for the purpose of the variable compensation system include Goal 2 of the Strategic Sustainability Plan (see section *Metrics and targets related to climate change mitigation and adaptation*).
This target is monitored and evaluated periodically to ensure that the Orsero Group continues to make progress toward a more sustainable future. Additional information is contained in the Report on the 2025 Remuneration Policy and 2024 Fees Paid (prepared in accordance with Article 123-ter Consolidated Law on Finance and Article 84-quater of the Issuers' Regulation).

Transition plan for climate change mitigation

The Orsero Group has not currently adopted a transition plan for climate change mitigation. With regard to the shipping business, the most potentially sensitive to an ecological transition, the Group is committed to ensuring that ships are always aligned with the most stringent international regulatory requirements, and in light of current BAT (*best available technologies*), no more virtuous alternatives to the Group's current approach are currently on the horizon. In addition, society's transition to a more climate-conscious economy could benefit the Group, as Orsero is dedicated to importing and distributing fruit and vegetables, foods with the lowest impacts in terms of water and soil consumption and emissions production.
To support and accompany this position, an internal consultation group consisting of the Operations, Sustainability, Legal, Treasury, Consolidated and Cosiarma S.p.A. team functions was set up to survey physical and transition risks deriving from the climate-related matters to which the Group and its assets are subject. The result, among other things, made it possible to develop detailed mapping of active and passive climate-related hazards affecting the warehouses of Group companies. This research provided active support to the process of defining material topics following the double materiality analysis, from which topics relating to warehouses and their impact on the environment, as well as their resilience and adaptation to climate change, were not identified as significant. For more information see *Material climate change-related impacts, risks and opportunities*.
The Group undertakes to repeat this assessment annually, and to reconfirm or otherwise its choice not to adopt a transition plan or, on the contrary, in the face of any changes that have occurred, to proceed with its definition and adoption.

Material climate change-related impacts, risks and opportunities

As explained in the section *List of Impacts, Risks and Opportunities from the double materiality analysis*, the process carried out for the identification and assessment of material impacts, risks and opportunities related to workers in the value chain, based on the Group's business models, and in light of the data and information monitored for the purpose of sustainability management and reporting, identified two material topics, namely:

- negative impacts related to emissions linked to the agricultural production process (for production companies in scope, and for the value chain), impacts in terms of indirect emissions linked to transportation and distribution activities (for the company in scope dedicated to shipping activities, and for the value chain), and impacts that can be linked to the intensive use of energy required throughout the value chain.
- a physical risk related to the possible impacts of climate change on the Group's supply chains, and the financial risk represented by volatile energy prices, which are crucial for the temperature-controlled supply chain in which the Group operates.

The resilience analysis was carried out with regard to the Group's own operations, in light of the classification of climate-related transition events[13] and in consideration of the climate scenarios described by the IPCC[14] and in the European Climate Risk Assessment[15]. Given the Group's main purposes, the import and distribution of fruit and vegetables, it was assessed that a transition to a resilient, low-carbon economy could positively affect the Group, as food consumption that favors products with a reduced environmental impact would encourage fruit and vegetable consumption. At the same time, climate change poses a possible physical risk on the Group's import business, particularly on upstream production entities in the value chain. As its main mitigation action, the Group addresses the possibility of increased variability in product availability and quality by diversifying its sourcing activities, by both origin and product. The Group bases - by characteristics inherent in the nature of its business and by strategic choice - its ability to adjust or adapt its strategy and business model to climate change in the short, medium and long term on a high degree of flexibility in procurement processes, constantly reacting to production season trends.

Lastly, with regard to the potential transition risk related to volatile energy prices, which affects operating costs, especially in temperature-controlled supply chains, this eventuality has been addressed by the Group with the definition of an energy efficiency plan related to warehouses, formalized in Goal 2 of the Strategic Sustainability Plan (see section *Metrics and targets related to climate change mitigation and adaptation*).
In line with what is described by the TCFD[16], the scenario analysis was conducted using a qualitative approach, as this is the first year in which the Group is carrying out this activity.
The steps listed below were followed:

- Identification of climate risks: based on the assessment contained within the *Communication on managing climate risks in Europe* prepared by the European Commission, the Group has identified that the reference geographical area in which it operates - southern Europe - is exposed to a broad range of increasingly frequent and extreme climate events such as higher temperatures, more intense heat waves, prolonged periods of drought, more frequent rainfall, etc.
- Contextualizing and applying the research to the specific case of Orsero: a detailed analysis was conducted based on internal knowledge, operational capabilities, past weather events already

[13] Classification of the Task Force on Climate-related Financial Disclosures - TCFD

[14] Intergovernmental Panel on Climate Change

[15] EEA Report 01/2024

[16] Task Force on Climate-related Financial Disclosures - Guidance on Scenario Analysis for Non-Financial Companies

experienced, and available quantitative data (e.g., extent of operational site; asset surface area; physical location, geographical positioning and precise topographical location)
- Consideration of possible future scenarios in which to place own operations: an optimistic scenario (SSP1-1.9, temperature rise of up to 1.5 degrees C, net zero emissions by 2050) and a pessimistic scenario (SSP5-8.5 temperature rise of up to 4 degrees C, double the emissions from now to 2050)

The Group analyzed the impact of these two scenarios on the following aspects: business model, energy consumption, energy costs and overall asset resilience. The analysis showed that at present, in the absence of further information, the Group's resilience appears to be equivalent under both scenarios, with no significant changes.
Having examined the classification of climate-related hazards[17], in light of the Group's business divisions, as well as the characteristics of the value chain, a number of hazards have been identified that may have a potential impact on agricultural production activities (by way of example but not limited to: rising temperatures, droughts, heat waves, extreme weather events such as heavy rainfall, storms and floods), and thus pose a physical risk to the production companies in scope and the Group's value chain (fruit and vegetable suppliers). Such conditions may emerge in the short term as well, with the possibility of impacting the value chain even significantly, but with a limited scope. Nonetheless, climate projections regarding impacts on agricultural production have a high level of uncertainty.
Factors such as the high rate of annual variability of such events, and the large number of different geographical regions that make up the Group's supply chain, limit the ability to make assumptions regarding the various impacts of environmental risks (pollution, pollination, desertification, etc.), also in view of the fact that climate projections regarding impacts on agricultural production have a high level of uncertainty. The scenarios examined suggest increased variability in agricultural production levels due to climate change, but the models currently have a limited ability to reproduce the impacts of other climate change factors, such as the intensification of extreme events, excessive rainfall, etc.[18]
Given the nature of the business and strategy, the Group is able to adequately respond even to a short-term scenario, given the speed of procurement processes and the variety and number of suppliers that make up the Group's supply chain.

Policies and actions related to climate change mitigation and adaptation

Orsero's environmental policy lays out the Group's proposed commitment to climate change, undertaking to:

1. Mitigate climate change, through:
   - Monitoring of its performance in terms of greenhouse gas emissions;
   - The identification of possible areas for improvement and contribution to the fight against climate change, such as:
     - energy efficiency activities;
     - promotion of renewable energy;
     - the use of best available technologies (BAT) in the energy field as well as in its processes to limit the emissions impact of its activities as much as possible.
2. Adapt to climate change, through:
   - The diversification of its supply in terms of geographical areas and products;

[17] Commission Delegated Regulation (EU) 2021/2139
[18] EEA Report 01/2024

- The diversification of the distribution organization - consisting of numerous centers, warehouses and stands in wholesale markets - which reduces the risk of increasingly frequent and acute weather events limiting the Group's operating capacity;
- Supplier engagement, in line with its commitment to building long-term relationships, in identifying and developing new adaptation strategies.

The following climate change mitigation activities were carried out by Group companies in 2024:

Type of action	CapEx[19] (euro)	OpEx[20] (euro)
Energy efficiency: replacement of light fixtures (Blampin Group and Bella Frutta)	70,000	17,355
Energy efficiency: various maintenance interventions (Blampin Group, Fruttital, Capexo and Bella Frutta)	21,790	80,489
Renewable energy: installation of a photovoltaic system (Bella Frutta)	103,000	-

Metrics and targets related to climate change mitigation and adaptation

Since 2018, the Group has been committed to optimizing our energy consumption by modernizing our facilities and installing different solutions, and in 2021 it dedicated a specific target of the Strategic Sustainability Plan to these activities:

Goal description	Progress 2024	Corresponding IRO
Goal 2: Completing the energy efficiency plan by 2028 by reducing consumption by 20%	Deadline: 2028 Status: - 73.25 kWh/m3 - -19.9% compared to 2018 baseline	- Negative impacts related to emissions associated with energy requirements - Risk posed by volatile energy prices, which make a strategic approach to energy efficiency management necessary

The Group has therefore set the target of reducing its energy consumption index (kWh/m3) by 20% by 2028 compared to 2018 - the index is calculated as the ratio of electricity consumption of warehouses to the volume in cubic meters of the entire refrigerated part within the Group's warehouses.

[19] Capital expenditure amounts are included in the CapEx shown in Note 3. Tangible assets.
[20] Operating expenditure amounts are included in OpEx shown in Note 24. Cost of sales under item

Goal 2 KPI	u.m.	2024
Warehouse electricity consumption	Purchased kWh	51,894,926.27
Volume of warehouse refrigerated area	m3[21]	708,479.59
Energy consumption index	kWh/m3	73.25

In 2024 performance improved, reducing the index by 19.9% compared to 2018. During the year, work continued on staff outreach, the replacement of light fixtures (Bella Frutta and the Blampin Group), the installation of a photovoltaic system (Bella Frutta) and activities linked to maintenance and improvement of energy performance regarding cold storage and ripening warehouses.

Energy consumption and mix

The Group's main energy impacts are related to the fleet of refrigerated vessels (88%) and, to a residual extent, to warehouse consumption: maintaining the cold chain at all stages of the supply chain is a prerequisite for ensuring the quality and food safety of products. The impact deriving from the activities of offices, market stands and farms is minimal in comparison.

Energy consumption and mix	2024
(1) Fuel consumption from coal and coal products (MWh)	0
(2) Fuel consumption from crude oil and petroleum products (MWh)	761,012.49
(3) Fuel consumption from natural gas (MWh)	33.41
(4) Fuel consumption from other fossil sources (MWh)	0
(5) Consumption of purchased or acquired electricity, heat, steam, and cooling from fossil sources (MWh)	50,987.5
(6) Total fossil energy consumption (MWh) (calculated as the sum of lines 1 to 5)	**812,033.36**
Share of fossil sources in total energy consumption (%)	**88.10**
(7) Consumption from nuclear sources (MWh)	0
Share of consumption from nuclear sources in total energy consumption (%)	0
8) Fuel consumption for renewable sources, including biomass (also comprising industrial and municipal waste of biologic origin, biogas, renewable hydrogen, etc.) (MWh)	44,804
(9) Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources (MWh)	2,019.8
(10) The consumption of self-generated non-fuel renewable energy (MWh)	1,581.1
(11) Total renewable energy consumption (MWh) (calculated as the sum of lines 8 to 10)	**48,405**
Share of renewable sources in total energy consumption (%)	**11.9**
Total energy consumption (MWh) (calculated as the sum of lines 6 and 11)	860,438.31

[21] Total refrigerated cubic meters owned or in use by the Group.

Energy intensity is calculated in relation to the activities carried out by the Group in high climate impact sectors[22]:

- 01.22 Growing of tropical and subtropical fruits (SECTION A - AGRICULTURE, FORESTRY AND FISHING)
- 46.31 Wholesale of fruit and vegetables (SECTION G - WHOLESALE AND RETAIL TRADE; REPAIR OF MOTOR VEHICLES AND MOTORCYCLES)
- 50.20 Sea and coastal freight water transport; 52.29 Other transportation support activities; 52.10 Warehousing and storage (SECTION H - TRANSPORTATION AND STORAGE)

Energy intensity per net sales	2024
Total energy consumption from activities in high climate impact sectors (MWh)	814,499.85
Net revenue from activities in high climate impact sectors (Euro)	1,557,375,785
Total energy consumption from activities in high climate impact sectors per net revenue from activities in high climate impact sectors (MWh/Euro)	0.000522995

Reconciliation of net sales from activities in high climate impact sectors	2024
Net revenue from activities in high climate impact sectors used to calculate energy intensity	1,557,375,785
Net revenue (other)	13,894,580
Total net revenue (see Note 23. Net sales)	1,571,270,366

Gross Scopes 1, 2, 3 and Total GHG emissions

In reporting emissions related to its own operations, the Group follows the principles of the EN ISO 14064-1 standard, which can be summarized in the key principles below:

- ***Relevance***: The boundaries of the study reflect the economic reality of the Group. Sources of GHG emissions were identified and the relevant data needed to quantify emissions were collected
- ***Completeness***: All greenhouse gas emissions referring to the various entities in the organization across the various business units were identified
- ***Consistency***: Data collection and calculation were based on the principle of consistency so that information could be compared over the years. Any changes to the boundaries, methods or calculation factors will be justified and documented
- ***Accuracy***: the Group has reduced errors in data collection and calculation on the basis of internal controls
- ***Transparency***: The transparency of the emissions report and inventory is reinforced by the organization's internal structure. Greenhouse gas (GHG) emissions are quantified through an analytical approach that can identify direct emissions; indirect emissions associated with the supply of energy, electricity, heat or steam, produced externally but in use by the organization; other indirect emissions such as transportation of materials and products along the supply chain, goods and services purchased as raw materials, waste generated by the organization and end-of-life GHG emissions from the production and distribution of energy-related products other than electricity, and end-of-life GHG emissions from the production of raw materials. Reporting of GHG emissions is converted into tons of CO2 equivalent (CO2e), using the appropriate GWP (Global Warming Potential)

[22] High climate impact sectors are those listed in Sections A to H and Section L of NACE (as defined in Commission Delegated Regulation (EU) 2022/1288).

In 2024, the Group continued to monitor Scope 1 and 2 CO_2[23] emissions and measured Scope 3 emissions for the first time.

The Group adopts the GHG Protocol as the main methodological framework for GHG emissions reporting, using the operational control criterion to define the scope. The companies included in the reporting correspond to those consolidated in financial reporting. Given the complexity of the Group, the calculation of emissions is divided into different categories according to the activities carried out, including specificities related to the shipping sector for one of the companies in the Group, Cosiarma, which from January 1, 2024 is subject to the EU Emissions Trading System (ETS). The approach used ensures consistency with international standards and previous reporting. Where primary data are not available, emission factors from recognized databases are applied. The use of the spend-based method in some categories may introduce margins of uncertainty, which are mitigated through comparison with direct operational data.

Scope 1 and scope 2 emissions are calculated using an activity-based approach, using primary data on corporate activities and applying established emission factors:

- Scope 1: includes direct emissions from corporate sources (fleets, facilities, and fuel consumption) and corporate equipment such as refrigeration systems (F-GAS leakage)
- Scope 2: includes indirect emissions from purchased energy, with reporting based on location-based and market-based method

The main sources used are internal data on energy and fuel consumption and ETS Reports for marine emissions, while the following databases were used for conversion factors: DEFRA, ISPRA, EEA, IAB.

Consistent with energy consumption, most Scope 1 emissions are associated with Cosiarma S.p.A., which is responsible for 99% of direct emissions. More specifically, ship navigation has a significant impact, as VLSFO alone generates 159,279,394 tons of CO_2, equal to 75% of total emissions.

Indirect Scope 2 emissions[24], i.e. emissions related to electricity consumption, account for 1.5% of total emissions (Scope 1, Scope 2 and Scope 3). This consumption is related to warehouse operations and office lighting. Thanks to the installation of photovoltaic systems, many warehouses also use electricity produced from renewable sources that make it possible to reduce the emissions footprint.
In calculating Scope 3 emissions, the Group performed a significance analysis considering the following factors:

- Magnitude: refers to the relative size or impact of a particular category of Scope 3 emissions with respect to the company's total emissions. This indicator helps prioritize categories that contribute significantly to the overall carbon footprint
- Data accessibility: assesses the ease of access to the data needed for a given emissions category. This indicator considers whether data are readily available, require estimates, or are inaccessible.
- Influence on Data: assesses the extent to which the company can influence or control emissions in a particular category. This indicator helps to understand the company's potential to reduce emissions through direct actions or policy changes.
- Data Accuracy: considers the reliability and accuracy of data available for a specific emission category. Accurate data are critical for making informed decisions and reporting.

Following this assessment, the following significant categories were identified and included in the calculation of scope 3 emissions. Scope 3 emissions include indirect activities related to supply chain, transportation, and

[23] Scope 2 emissions are expressed in tons of CO_2, as the source used does not report emission factors for gases other than CO_2.

[24] Gross market-based Scope 2 GHG emissions.

other impacts along the life cycle of products and services. The calculation performed uses a mix of quantity-based and spend-based approaches, depending on the availability of data in the manner specified below.

- category 3.1. Purchased goods and services: measurement made on the basis of financial and procurement data
- category 3.2 Capital goods: measurement made on the basis of investment in business assets
- category 3.3. Fuel and energy-related activities (not included in Scope 1 or Scope 2), measurement made on the basis of internal fuel consumption management data
- category 3.4. Upstream transportation and distribution category 3.9. Downstream transportation: measurement made on the basis of financial data, includes inbound and outbound transport, both by land and sea
- category 3.5. Waste generated in operations: measurement made on the basis of internal waste management data
- category 3.6. Business travel: measurement made on the basis of corporate travel expenses
- category 3.12 End-of-life treatment of sold products: measurement made on the basis of the characteristics of packaging materials used

The following categories were excluded:

- because of limited magnitude and limited data accessibility: category 3.7 Employee commuting; category 3.15 Investments
- because they are not applicable to the Group: category 3.8 Leased assets upstream; category 3.10 Processing of sold products; category 3.11 Use of sold products; category 3.13 Downstream leased assets; category 3.14 Franchises

The main sources used are the company income statement, internal databases on purchasing and consumption, and operational reports and waste management data, while the following databases were used for conversion factors: Exiobase, BEIS, EPA, Agribalyse, Ecoinvent, Carbon Cloud, WRAP, DEFRA.

GHG emissions	2024
Scope 1 GHG emissions (tCO_2eq)	247,109
Percentage of Scope 1 GHG emissions from regulated emission trading schemes (%)	68.65
Scope 2 GHG emissions	
Gross location-based Scope 2 GHG emissions (tCO_2eq)	9,098.30
Gross market-based Scope 2 GHG emissions (tCO_2eq)	15,751.59
Significant Scope 3 GHG emissions	
Total gross indirect (Scope 3) GHG emissions (tCO_2eq)	533,478
1. Purchased goods and services	292,593
2. Capital goods	8,044
3. Fuel and energy-related activities (not included in Scope 1 or Scope 2)	47,930
4. Upstream transportation and distribution	153,062
5. Waste generated in operations	6,430
6. Business travel	675
9. Downstream transportation[25]	0
12. End-of-life treatment of sold products	24,744

[25] Item included in Category 3.4 Upstream transportation and distribution.

GHG intensity per net revenue	2024
Total GHG emissions (location-based) per net revenue (tCO2eq/Euro)	0.000502578
Total GHG emissions (market-based) per net revenue (tCO2eq/Euro)	0.000506812

Reconciliation of net revenue used to calculate GHG intensity:	2024
Net revenue used to calculate GHG intensity	1,571,270,366
Net revenue (other)	-
Total net revenue (see Note 23. Net sales)	1,571,270,366

Anticipated financial effects from material physical and transition risks and potential climate-related opportunities

Omission allowed by regulations according to Appendix C List of phased-in Disclosure Requirements.

ESRS E3 - Water and marine resources

Description of the processes to identify and assess material water and marine resources-related impacts, risks and opportunities

See the section *Description of the process to identify and assess material impacts, risks and opportunities* in the General Information section.

Material water and marine resources-related impacts, risks and opportunities

As explained in the section *List of Impacts, Risks and Opportunities from the double materiality analysis*, the process carried out for the identification and assessment of material impacts, risks and opportunities related to water and marine resources, based on the Group's business models, and in light of the data and information monitored by the Group for the purpose of sustainability management and reporting, identified 3 material topics, related to the agricultural production activities carried out by ISA Platanos and Productores de Aguacate de Jalisco (and in broader terms growing activities in the value chain):

- the physical risk of decreased water availability due to intensive water use;
- the risk of degradation of water quality due to runoff of agricultural pesticides and fertilizers used in the process of growing and caring for fresh produce;
- the opportunity for a positive impact represented by the adoption of advanced irrigation systems and water recycling and treatment technologies.

Policies and actions related to water and marine resources

The Group's Environmental Policy lays out Orsero's proposed commitment to water resource management, undertaking to:

- Map and monitor offices and sites located in water stressed areas
- Consume water resources efficiently
- Prevent or reduce water pollution where possible
- Promote responsible management in line with the most stringent regulatory requirements for marine resources

Consistent with what is set forth in the Environmental Policy, the topic is also addressed in the Supplier Code of Conduct, adopted by Orsero and intended for all Group suppliers.

In the Canary Islands the Isa Platanos farms use drip irrigation, in order to limit consumption as much as possible, with daily maintenance performed on all systems. The island of Tenerife, where the fincas of Canary Island plantains grown by Isa Platanos are located, makes use of the traditional water extraction system, a network of underground canals and wells, built between the 19th and 20th centuries in order to preserve and efficiently utilize water resources, for water distribution and withdrawal.
The avocado plantation of Productores de Aguacate de Jalisco is located in an area of Mexico with high water stress (Pacific Central Coast, Coahuayana). The company has adopted a careful water management procedure: microbiological analyses are carried out on the water withdrawn in order to monitor its characteristics and proceed, if necessary, with chlorination treatments to allow for its human and agricultural use. This process is critical to reduce the risks of contamination from biological and chemical hazards associated with water, both for human consumption and in the spraying of agrochemicals. The procedure involves the person in charge of the Contamination Risk Reduction System and all workers who use water in the various agricultural activities in the orchard and involves the entire production process.
Productores de Aguacate de Jalisco has a deep well, which the company owns, as the main source of its water supply. Water consumption is carefully monitored: water is stored in two reservoirs from which it is distributed to irrigation networks. The irrigation system is drip irrigation and there is a fertigation area for fertilizer injection. The farm has tanks to collect rainwater, used for irrigation, which are kept clean and free of contaminants. The irrigation system is constantly monitored and maintained to avoid leakage and unnecessary expenses. In order to retain soil moisture and reduce the irrigation required, pruning remains, green mulches or any other available organic material is distributed.

Metrics and targets related to water and marine resources

The water consumption of the Group's two producer companies is for crop irrigation. The data provided in the tables on water consumption are obtained from direct measurement.

Water consumption	u.m.	2024
Total water consumption	m3	2,025,929
Consumption in areas at water risk, including areas of high-water stress	m3	1,849,600
Water recycled and reused	m3	-
Stored water	m3	10,000

Water intensity	u.m.	2024
Revenues	€ '000	3,897
Water intensity (M3/Euro)		0.52
Product volume	t	2,320.60
Water intensity (M3/t)		873.02

The Group companies have not currently adopted any targets regarding water management other than operational goals relating to compliance with their own water management procedures.

Anticipated financial effects from material physical and transition risks and potential water and marine resources-related opportunities

Omission allowed by regulations according to Appendix C List of phased-in Disclosure Requirements.

ESRS E4 - Biodiversity and ecosystems

Transition plan and consideration of biodiversity and ecosystems in strategy and business model

As explained in the dedicated section *List of Impacts, Risks and Opportunities from the double materiality analysis*, Orsero may contribute, through the activities conducted by the two producer companies, or indirectly through its own procurement activities, to negative impacts related to agricultural activity (chronic risks): loss of crop yields due to declining pollination services, increasing scarcity or variable production of key natural production factors, soil degradation and consequent loss of soil fertility, and species loss. As negative impacts are closely related to the agricultural practices employed, particularly for large-scale monoculture growing, these impacts can be high in magnitude, but are also localized to the area where production takes place.
The Group currently has not adopted a Transition plan and consideration of biodiversity, either with respect to the Group's two producer companies or with respect to its own procurement practices.
Currently, the Group's sourcing strategy is sufficiently dynamic to allow for enough diversification to make up for production variability attributable in part to critical biodiversity and ecosystem issues.
With regard to the activities of ISA Platanos and Productores de Aguacate de Jalisco, the Group will initiate an in-depth study based on currently available data regarding possible evolutionary practices that can be adopted by these companies to improve their performance with regard to biodiversity and ecosystems, in order to assess the appropriateness of the adoption of a Transition Plan.

Description of processes to identify and assess material biodiversity and ecosystem-related impacts, risks and opportunities

See the section *Description of the process to identify and assess material impacts, risks and opportunities* in the General Information section.

Material biodiversity and ecosystem-related impacts, risks and opportunities

The process carried out for the identification and assessment of material biodiversity and ecosystem-related impacts, risks and opportunities, based on Orsero Group's business models, and in light of the data and information monitored for sustainability management and reporting purposes, identified:

- a potential risk, linked to the loss of biodiversity or damage to ecosystems due to the intensity of agricultural exploitation.

Group sites with a sensitive profile[26] from a biodiversity perspective were also identified. As concerns the Group companies affected by this topic, the headquarters of ISA Platanos is close to the "Montes y cumbre de Tenerife" area declared of high value for biodiversity. The position of Productores de Aguacate de Jalisco is even more delicate, as it is located in the municipality of Zapotiltic, in the state of Jalisco, in an area of land designated for agricultural use within the Nevado de Colima National Park. The park is home to three protected ecosystems:

- El bosque de oyamel del nevado
- El bosque de altura de Pinus hartwegii
- El zacatonal alpino

Productores de Aguacate de Jalisco's lands about the protected area, and the company does everything in its power to protect the ecosystem and its biodiversity. Possible negative impacts could result from pesticide use, improper waste management and disposal, and agricultural practices harmful to flora and fauna.
Both companies are located within areas devoted to agriculture, so although they could contribute negatively to the biodiversity of these sensitive areas, no major negative impacts have been identified at present in terms of land degradation, desertification or soil sealing, or possible effects on threatened species.

Policies and actions related to biodiversity and ecosystems

Orsero's environmental policy lays out the Group's proposed commitment to biodiversity protection, undertaking to:

- monitor the biodiversity profile of the locations of the Group's operating sites in order to identify any locations near sensitive areas in terms of biodiversity;

[26] For European locations, reference was made to Natura 2000, a network of protected areas under the European Environment Agency

- monitor the effects of its activities on biodiversity, considering the nature of its products and production processes and the characteristics/uniqueness of the natural environment in which it is located.

Consistent with what is set forth in the Environmental Policy, the topic is also addressed in the Supplier Code of Conduct, adopted by Orsero and intended for all Group suppliers.

Both companies implement best practices such as integrated pest management interventions, careful waste management, identification of the physical, chemical and biological risks of their activities; and more attention is paid by Productores De Aguacate De Jalisco in light of its location.

The company is familiar with the type of flora and fauna existing in the region and the biodiversity of local plants and animals, and takes actions to improve habitat conditions at regional level to increase flora and fauna biodiversity. By way of example:

1. Prevention activities
    - Raising staff awareness of the need to conserve biodiversity and the natural habitat of flora and fauna species
    - Installation of containers for the collection of waste produced in orchards, installed on roads and at employee gathering points, as well as in different areas of the orchard, marked and identified, with a lid and a plastic bag to prevent the waste from being exposed to the environment
    - Prohibition against taking soil from the forest and its vegetation cover. Preventing soil erosion by using live cover, drainage and reducing the application of high-impact herbicides to the soil. Eroded areas should be treated by planting trees to retain soil, retention barriers or live covers
    - Prohibition against leaving residues of pesticides or substances near water sources or in areas that may cause harm to wildlife in the area when drinking

2. Activities for minimizing impacts
    - Use only of plant protection products and fertilizers approved by the Commission Controlling the Processing and Use of Pesticides, Fertilizers and Toxic Substances (COFEPRIS). Information on the pesticides and fertilizers used is archived, and field and orchard records need to identify all applications of plant protection product inputs or mineral fertilizers
    - In the case of replanting in the orchard, it is necessary to perform transplant control, adding the origin of the plants to be transplanted and the planting method, and attaching documents proving seedling origin
    - Conservation of existing forest trees on the farm
    - Weeds are left at ground level, and organic matter is reincorporated into the soil to minimize soil erosion.

Metrics and targets related to biodiversity and ecosystems

Since no specific biodiversity and ecosystem-related impacts were identified for the two companies concerned, but the potentially negative impact that agricultural activity may have on a sensitive environment from the biodiversity perspective, the extent of the production sites managed by the two companies, and the relative reference sensitive areas, is reported as a metric.

Site located near sensitive areas	Type of site	Size	Reference sensitive area
Productores de Aguacate de Jalisco	Plantation	114.80 he	Vulcano Nevado de Colima, Parco nazionale – IUCN II
Isa Platanos	Plantation	24 he	Montes y cumbre de Tenerife

With regard to the topic of biodiversity and in view of the impacts that Productores De Aguacate De Jalisco may potentially have on the ecosystem in which it is located, the company has defined the following prevention objectives, concerning the geographical area where the company's plantation is located:

- Raising awareness of the importance of preserving and conserving the environment by implementing an individual production unit plan and minimizing the environmental impact in production process activities, such as: the use of plant protection product inputs and fertilizers, machinery, etc. that contribute to soil erosion.
- Directly participating in the various activities to conserve the region's flora and fauna, as well as to protect groundwater and maintain a permanent reforestation and biodiversity program for flora and fauna.

No ecological thresholds were applied in setting these targets.

Anticipated financial effects from material physical and transition risks and potential biodiversity and ecosystem-related opportunities

Omission allowed by regulations according to Appendix C List of phased-in Disclosure Requirements.

ESRS E5 - Resource use and circular economy

Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities

See the section *Description of the process to identify and assess material impacts, risks and opportunities* in the General Information section.

Material resource use and circular economy-related impacts, risks and opportunities

The process carried out for the identification and assessment of material resource use and circular economy-related impacts, risks and opportunities, based on the Group's business models, and in light of the data and information monitored for sustainability management and reporting purposes, identified the following topics:

- the risk that increased waste generation throughout the entire value chain can result in the dispersion of materials that are potentially reusable in the circular economy;
- the opportunity for positive impact represented by the efficient use of resources, particularly by combating food waste and working to integrate circular economy practices within the packaging management process.

In fact, the main resource input streams are fruit and vegetables and packaging materials. These resources also constitute the main outflows, together with the waste generated by the Group's activities. These topics are material for all of the Group's warehouses and market stands, less material for its producer companies (with the exception of the topic of waste), and immaterial for all of the Group's offices.

Group sites	Combating food waste	Circular packaging	Waste reduction
Warehouses	x	x	x
Market stands	x	x	x
Crops			x
Offices			

Policies and actions related to resource use and circular economy

The Group's environmental policy lays out Orsero's proposed commitment to resource use and the circular economy, undertaking to:

- In packaging management: promote a circular approach to packaging; the use of non-virgin materials; the use of renewable materials; and the design of efficient and functional packaging solutions that ensure product healthiness and protection.
- In waste management:
    - commit to identifying materials and their management in line with the hierarchical criteria of preventing the generation of waste, preparation for reuse, recycling, other forms of recovery and, residually, disposal;
    - replace and reduce, where possible and in line with regulations, the use of potentially harmful or hazardous substances.
- In food waste management: prevent waste, promoting activities in own operations and along the value chain to improve process efficiency, product monitoring and the testing of innovations aimed at waste reduction; recovering discarded products: preferring the human food supply chain, or alternatively sending products to other production processes, with a view to surplus recovery and the circular economy.

Consistent with what is set forth in the Environmental Policy, the topic is also addressed in the Supplier Code of Conduct, adopted by Orsero and intended for all Group suppliers.

Fruit and vegetable packaging materials play a major role in the proper protection of the fruit and vegetables marketed, preserving them during transport and ensuring their freshness and safe storage, thus preventing food waste. In line with a responsible approach and international best practices, all Group companies are committed to implementing best practices and carrying out ongoing actions to limit the negative externalities of their activities and improve resource management. By way of example:

- Bringing individual companies into compliance with new national and international regulations on circular packaging in the shortest possible time, avoiding - when permitted by law - the waste of packaging in stock that has not yet been used;
- Quickly meeting the needs and demands of customers, who are increasingly attentive to packaging made from materials from non-virgin resources;
- Replacing fruit and vegetable transport packaging with reusable solutions, moving goods using crates or boxes that are picked up, cleaned, sanitized, repaired and put back into circulation by special pooling companies.

In addition, in Group companies, all packaging materials are controlled by specific personnel, who are responsible for tallying packaging stocks at warehouses - reducing the risk of the excessive and exorbitant purchase of unnecessary packaging.
Proper packaging management can have a positive impact on waste generation, in terms of both food waste, since choosing the best packaging solution is a critical factor in combating waste, and resource consumption, since it ensures the efficient use of materials. Each Group company is therefore committed to ensuring that products are properly stored during all of the Group’s internal processing stages.
With regard to waste, each Group company strives to ensure careful management in line with current regulations. During the year, the quantity and type of waste generated are continuously monitored in order to seek the most virtuous viable alternative in terms of destination and treatment of the waste generated.

In particular, regarding waste management by Cosiarma S.p.A, the company strives to receive as little packaging on board as possible. When requisitioning stocks and supplies, suppliers are encouraged to apply the substitution principle in order to reduce waste generation on board ships as much as possible and as early as possible. Shipboard officers document each waste disposal in a special waste log in order to ensure full traceability, in compliance with the most stringent international regulations.

Lastly, the fight against food waste is the center of the Group’s Strategic Sustainability Plan: it is a topic that impacts all four areas of the strategy – the value of people, responsible supply chains, healthy and sustainable food, and finally the impact on the planet – and above all it involves every actor along the fruit and vegetable

supply chain, from the farmer to the end consumer. Orsero's handling of the topic is based on a two-pronged approach: on the one hand preventing, on the other fighting waste and scraps.
Specifically, with regard to recovery activities, in 2024 the Group companies allocated the volumes that can no longer be marketed to processes for the production of energy, animal feed and avocado oil.

Metrics and targets related to resource use and circular economy

Resource inflows

The main resource input stream, excluding products, is packaging. The data presented in the table below refer to primary and secondary packaging materials directly purchased by Group companies.

Packaging material	u.m.	Non-recyclable	Recyclable	Total
Cardboard	t	116	4,302	4,419
Paper	t	75	657	733
Cellulose	t	-	303	303
Wood	t	-	1,282	1,282
Plastic	t	175	314	489
Of which PP	t	9	54	63
Of which PE	t	5	100	105
Of which PET	t	81	117	199
Of which PVC	t	65	1	66
Of which other (e.g., PLA; XPS; Mater Bi)	t	15	41	56
Laminated materials	t	0	12	12
Other	t	3	330	333
Total	t	370	7,200	7,570

In its strategic plan, the Group has identified two voluntary goals dedicated to packaging:

Goal description	Progress 2024	Corresponding IRO
Goal 5: 100% of Fratelli Orsero packaging to be recycled, recyclable, reusable or compostable by 2025	Deadline: 2025 Status: - 99.6% recycled, recyclable, reusable or compostable packaging	Opportunity for positive impact represented by the efficient use of resources, particularly the integration of circular economy practices within the packaging management process
Goal 6: 100% of Group companies involved in packaging circularity assessment by 2025	Deadline: 2025 Status: - 100% of Group companies involved in the mapping process - The two recent French acquisitions (the Blampin Group and	

		Capexo) are also involved

In line with Goal 6, a packaging circularity assessment was completed in 2024, limiting the scope to what arrives at the point of sale or in the hands of the consumer (primary and secondary packaging). All companies that purchased packaging during the year were involved[27].
Orsero wanted to investigate which main types of packaging were purchased, the composition of their materials, their degree of circularity (recyclable, with content from recycled sources, compostable) and the presence of any certifications. The analysis conducted allowed us to better understand buying habits, which often come from specific mass distribution customer demands.
80% of the packaging purchased comes from renewable sources - such as cardboard, paper, cellulose and wood - and the remainder consists of plastic (97%) and film (3%). 57% of plastic materials are easily recyclable mono-polymers. The first item by packaging type is trays and tubs (46%), overwhelmingly made of paper (75%), followed by crates and boxes (36%). The remaining 18% is other types of packaging used to transport the product more easily (nets, blister packaging and films) or to specify its characteristics and origin (labels).
With this analysis, some initial considerations have started to be developed on how to evolve the commitments to more circular packaging, reducing when possible the use of virgin resources and favoring recyclable materials, keeping in mind that the main objective of using packaging in the food sector is to facilitate transportation and storage, while limiting waste as much as possible.
In addition, in the Strategic Sustainability Plan, the Group also committed to all F.lli Orsero packaging being recycled, recyclable, reusable or compostable by 2025 (Goal 5). Indeed, as concerns F.lli Orsero brand products, the Group strives to have a responsible approach to the use of materials by applying different strategies such as: reducing where possible the volume of materials used, selecting packaging elements that are mono-material and that are as recyclable, compostable or reusable as possible, or, also, that come from recycled sources. The efforts towards F.lli Orsero packaging continued in 2024, with 99.6% of packaging meeting Goal 5 criteria. Specifically, the materials used are within the target because they are recyclable in nearly all cases.

Resource outflows

The data and information in this paragraph do not include the companies belonging to the "Services and Holding Companies" business unit, as the impact generated by these companies was considered insignificant because they are administrative offices.

In light of the inherent nature of the products distributed by the Group, they do not represent a material resource outflow in terms of impacts: fruit and vegetables are in fact intended for human consumption. As regards packaging, 95% is made up of recyclable materials (see table in the Resource Inflows section).
The main resource outflows are the waste generated by the Group's activities.
In line with the Group's sector, food waste accounts for more than 59% of the waste generated. The remainder consists of plastic, wood, paper and cardboard, purchased primarily for packaging. In 2024, 67% of the non-hazardous waste generated went to non-disposal activities. The Group's operations do not produce hazardous waste, except for a very small part (totaling 8%), such as oils, batteries and electric devices.

[27] The data relating to Goal 6 refer to the year 2023.

Non-hazardous waste	u.m.	Organic	Paper and cardboard	Wood	Plastic	Other	Total
Waste diverted from disposal	t	10,482.78	3,398.80	600.70	242.82	583.28	15,308.38
Preparation for reuse	t	-	1.42	221.65	0.01	0.01	223.09
Recycling	t	2,797.28	3,397.38	379.05	242.82	85.19	6,901.71
Other recovery operations	t	7,685.50	-	-	-	498.08	8,183.58
Waste directed to disposal	t	4,145.27	1,225.65	236.67	203.76	1,830.06	7,641.41
Incineration	t	439.85	303.35	8.69	0.13	849.42	1,601.44
Landfill disposal	t	3,652.59	922.30	227.98	203.63	980.64	5,987.14
Other disposal operations	t	52.83	-	-	-	-	52.83
Total non-hazardous waste	t	14,628.05	4,624.45	837.37	446.58	2,413.34	22,949.79

Hazardous waste	u.m.	Oils	Batteries	Other	Total
Waste diverted from disposal	t	0.56	0.10	1.19	1.86
Preparation for reuse	t	-	0.10	0.01	0.12
Recycling	t	0.36	-	0.40	0.76
Other recovery operations	t	0.20	-	0.78	0.98
Waste directed to disposal	t	1,394.10	-	531.75	1,925.85
Incineration	t	0.40	-	8.50	8.90
Landfill disposal	t	1,393.70	-	522.66	1,916.36
Other disposal operations	t	-	-	0.59	0.59
Total hazardous waste	t	1,394.66	0.10	532.94	1,927.71

Total waste 2024	u.m.	Waste diverted from disposal	Waste directed to disposal	Total
Total non-hazardous waste	t	15,308.38	7,641.41	22,949.79
Total hazardous waste	t	1.86	1,925.85	1,927.71
Total	**t**	**15,310.24**	**9,567.26**	**24,877.50**
Total waste not recycled	t	8,407.76	9,567.26	17,975.02
% waste not recycled	%	33.80	38.46	72.25

Entity-specific disclosure: Food waste

Consistent with ESRS guidance, this disclosure has been supplemented to address material sustainability topics for the Group. Thus, based on the double materiality assessment conducted, the topic of food waste was identified as material, as it is a strategic element of Orsero's sustainability policy. Reporting on this topic was

developed using best available practices and in line with the basis for preparation described in these regulations.
Although not explicitly governed by ESRS E-5, the disclosure on this topic has been included in this paragraph section the topic is material in relation to resource use and the circular economy.

As explained in the section *List of Impacts, Risks and Opportunities from the double materiality analysis*, the process carried out for the identification and assessment of material impacts, risks and opportunities related to resource use and circular economy, based on the Group's business models, and in light of the data and information monitored for the purpose of sustainability management and reporting, identified the following material topic:

- Combating food waste is the central theme of the Group's Strategic Sustainability Plan and is managed through a two-pronged approach: both preventing waste and combating it. With this in mind, the development of systems for donating surpluses, recycling waste and recovering food products for use in supply chains other than human consumption - such as, for example, the energy sector, the cosmetics sector or the animal feed production sector - contributes significantly to the development of a supply chain that is more attentive to waste and nutrient recovery. Such initiatives not only support environmental sustainability activities but also provide opportunities for innovation and efficiency improvement in business operations.

Regarding the central theme of combating food waste, two goals have been defined in the strategic sustainability plan:

Goal description	Deadline and progress 2024	Corresponding IRO
Goal 3: Promote the reduction of food waste along the value chain, testing at least one innovative solution each year	Deadline: - Status: - shelf life extension and ripening slowdown tests launched on berries	- Risk that increased waste generation throughout the entire value chain can result in the dispersion of resources that could potentially be used from a circular economy perspective - Opportunity for positive impact represented by the efficient use of resources, particularly by combating food waste
Goal 4: 100% of market stands involved in activities against food waste by 2025	Deadline: 2025 Status: - 32 stands engaged - 84% of the total	

During 2024, tests were initiated on the PìFresc technology, to be applied in packaging in order to increase product shelf-life (in the case of the tests performed: raspberries, blackberries and blueberries), preventing contamination by external pathogens and delaying product aging. Testing of this innovative technology - developed by Agreenet - has been successful, and will continue during 2025.
With regard to the target of involving all market stands in initiatives to combat food waste by 2025, in 2024, 84% stands were involved: 8 of Hermanos Fernández López, 5 of Eurofrutas, 11 of the Blampin Group and the remaining 8 of Fruttital. To achieve this, the Group has committed to establishing partnerships with local non-profit organizations, by sending them surplus food that is still edible.
Beyond Goal 4, the Group's commitment to food waste lies in being able to donate or recover an increasing percentage of what can no longer be sold. In 2024, the Group saved more than 8,518 tons of fruit and vegetables. This is a very small percentage considering the total volume handled (about 1.01%), but it

corresponds to 8,486,699 portions of fruit and vegetables donated (1,273 tons, costing €1,869 thousand[28]), and more than 7,245 tons of product recovered and destined for supply chains other than human consumption.

Fight against food waste	u.m.	2024
Fruit and vegetables recovered	kg	7,245,359.22
Fruit and vegetables donated	kg	1,273,004.93
Total fruit and vegetables saved	kg	8,518,364.15
% Fruit and vegetables saved	%	1.01
Fruit and vegetables wasted	kg	14,628,045.00
% Fruit and vegetables wasted	%	1.74

Saved resources[29]	u.m.	2024
Ecological Footprint	km2	29.81
Carbon Footprint	CO2e Kg	1,584.42
Water Footprint	ML	3,006.98

Anticipated financial effects from resource use and circular economy-related impacts, risks and opportunities

Omission allowed by regulations according to Appendix C List of phased-in Disclosure Requirements.

[28] See Note 26. Other operating revenues/costs.
[29] With a view to simplification, since it is not always possible to identify the type of produce donated or recovered, it is assumed that fruit and vegetables were donated in equal shares. Data for vegetables are considered before cooking. Ecological, Carbon and Water footprints are estimated by multiplying 1 kg of fruit and vegetables saved (donated or recovered) by the respective coefficients (source: Barilla Foundation, "Double Pyramid: healthy food for people, sustainable for the planet," p. 52.).

3. Social information

ESRS S1 – Own workforce

Interests and views of stakeholders

For more information see the *Interests and views of stakeholders* section under General Information.

Material impacts, risks and opportunities and their interaction with strategy and business model

As explained in the section *List of Impacts, Risks and Opportunities from the double materiality analysis*, the process carried out for the identification and assessment of material impacts, risks and opportunities related to *the own workforce*, based on the Group's business models, and in light of the data and information monitored for the purpose of sustainability management and reporting, identified 6 material topics, namely:

- Two risks regarding the proper handling of occupational health and safety issues and the evolution of national and international directives regarding the use of outside labor (e.g., seasonal workers, service contracting);
- Four positive opportunities relating to attention to human resource well-being, the commitment to continuous employee training and the promotion of collective bargaining mechanisms as well as diversity.

For further details regarding positive and negative impacts, see the *List of Impacts, Risks and Opportunities from the double materiality analysis section*.
The disclosures in this paragraph consider all own workers on whom the Group could have material impacts. For a description of the types of employees and non-employees, see the *Characteristics of non-employees in the undertaking's own workforce section*.
For 2024, no operation has been identified as at serious risk of forced labor and child labor for employees. Material risks related to the own workforce are integrated into the Group's ERM system.

Policies and actions related to own workforce

People have always been the first ingredient of Orsero's success: the Group believes that the value of each individual should be recognized in every work context, which is why it actively supports personal growth, transparency, mutual respect and team spirit, principles that are the foundation of the Group's corporate culture. The Group's growth and success are the result of the talent, commitment, professionalism and passion of each of its resources. This is why Orsero strives to provide a stimulating, safe and inclusive work environment in which everyone can reach their full potential.

To ensure and disseminate these principles, Orsero has embraced a set of policies and tools aimed at actively and responsibly managing material impacts on its workforce, ensuring compliance with ethical and regulatory principles, mitigating risks related to these topics, and promoting a safe and welcoming work environment. To this end, the Group has adopted the following:

- ***The Code of Ethics***: the Group Code of Ethics defines the values and principles of conduct that inspire Orsero's daily work, disseminating them within and outside the Group. The latest update of the Code was approved by the Orsero S.p.A. Board of Directors on February 1, 2022 and is available on the website www.orserogroup.it. The document was adopted by all Group companies and in addition some of them, like Hermanos Fernández López and Comercializadora de Fruta Acapulco, have a specific document of their own.
- ***Human Rights Policy***: this policy defines Orsero's areas of commitment to the protection and promotion of fundamental human rights. The document applies to the entire Group and all people working in it, regardless of contractual status. The content of the Policy is inspired by the main international references in terms of human rights - the main ones being the United Nations (UN) Universal Declaration of Human Rights, the Declaration on Fundamental Principles and Rights at Work (ILO) and the OECD Guidelines for Multinational Enterprises - and aligns with the Group's Code of Ethics, Supplier Code of Conduct and Sustainability Policy. Orsero's commitment is based on the understanding that human rights are universal, inalienable and inherent to each individual, regardless of ethnic origin, skin color, sex, sexual orientation, gender identity, disability, age, religion, political opinion, national ancestry or social background, as well as any other form of discrimination.
- ***The Whistleblowing Policy***: in 2023, following the issue of Italian Legislative Decree no. 24 of March 10, 2023, in implementation of Directive (EU) 2019/1937, the Group updated the Whistleblowing Policy, the first version of which was adopted in 2020 and made effective as of 2021 across all Group companies. The document aims to govern reports by all stakeholders of unlawful conduct, either commissive or omissive, that constitutes or may constitute a violation, or inducement to a violation, of laws and regulations, values and principles sanctioned by the Group. The Policy is consistent with the provisions of Model 231 - with regard to the Italian companies - and the Group's Code of Ethics. In addition, a platform has been implemented to handle reports properly and in compliance with regulations. The Whistleblowing Policy is available on the website www.orserogroup.it.
- ***The Diversity, Equity and Inclusion Policy***: this Policy aims to define the Group's priorities and areas of commitment in terms of valuing the diversity and inclusion of each person, fostering the creation of a welcoming work environment and promoting people's well-being as well as preventing and counteracting anything that may hinder their professional fulfillment. The DEI Policy is drafted consistent with the Group's Code of Ethics and Sustainability Policy, focusing on five key areas: gender equity; gender identity and LGBTQ+; social and cultural diversity; generational diversity; and accessibility. The Group's approach aims to foster diversity as an added value, as Orsero believes that multiple personal experiences and perspectives enrich the way we work together.

These policies, adopted by the Board of Directors of Orsero S.p.A., are continuously monitored, updated and checked for effectiveness by the Group General Counsel, also on the basis of reports from the Supervisory Bodies and Internal Audit. In addition, to ensure their dissemination and application, the policies will be made available to employees via the Talent platform and posted for external stakeholders on the company website. In addition, all Group employees participate in training activities when each new document is adopted.
In the course of 2024, the Group's Human Resources department conducted the following initiatives, aimed at pursuing the material opportunities identified:

- activities related to the GoWelfare program (see Metrics and targets related to the own workforce section for more information);
- activities related to employee training in multiple areas including health and safety, information technology, quality and certifications, job-specific topics and languages. In addition, training in sustainability continued, with a specific focus on Goal 9, which calls for all employees to be trained on

these issues by 2030 (for more information, see the Metrics and targets related to the own workforce section);
- activities related to the GoEquality project, which aims to promote inclusion and equal opportunities while combating any kind of prejudice and stereotypes. Alongside the formalization of this commitment through the signing of the Women Empowerment Principles (WEPs) established by the UN Global Compact and UN Women, the project includes the initiation of a process of discussion with experts on gender equality, an in-depth activity and examination of the gender pay gap, and the involvement, through a climate survey, of Group employees to gather their views and thus initiate an ongoing and constructive exchange on the issue;
- the activity of studying the results of the climate survey by analyzing the questionnaire sent to all Group human resources was completed;
- individual interviews were conducted with employees of the Group's Italian companies. Such talks have also been activated in Spain and Portugal and will continue in 2025.

For more details regarding the initiatives proposed by the Group's Human Resources department, see the sections on thematic ESRSs.

Regarding the activities carried out to mitigate the risks identified, see the sections on *Characteristics of non-employees in the undertaking's own workforce and Health and safety metrics*.

Processes for engaging with own workforce about impacts

In the performance of its activities, the Group comes into contact, collaborates, dialogs and interacts with people on a daily basis. The Group believes that listening to and engaging resources is a fundamental priority to understand the needs and expectations of each one. This approach has enabled Orsero to build strong and lasting relationships, fostering a strong sense of belonging and loyalty among people, a key element for success and competitiveness. The Group is careful to promote continuous employee listening initiatives through climate surveys conducted across all companies. Through these questionnaires, the Group collects suggestions, opinions and perceptions on the corporate climate, diversity and existing or proposed welfare initiatives with a view to continuous improvement. In addition, Orsero believes that open and constant dialog is key to ensuring a positive work environment that is respectful of human rights. This is why a new employee listening format has been rolled out, involving one-on-one interviews with the Human Resources team, with a view to gathering feedback, identifying areas for improvement and promoting organizational well-being. These meetings also provide an opportunity for employees to report concerns and issues. The meetings are preceded by the completion of an online questionnaire with open-ended questions on key topics such as personal satisfaction, business climate and the relationship with managers and colleagues. The format also includes an opportunity to report any critical issues that could negatively impact human rights, such as discrimination, harassment and unfair working conditions. The initiative was launched in Italy, Spain and Portugal in 2024 and will continue throughout 2025. In France, in accordance with the law, a meeting between employees and managers is held at least every two years.
Through these activities, the Group takes advantage of opportunities to strengthen the corporate culture, promoting a free work environment in which everyone can safely express their potential, with full respect for their dignity. These tools provide an opportunity to stimulate active participation in the company’s continuous improvement.
For the double materiality analysis conducted during 2024, key Group figures from all companies were involved. With a view to continuous improvement, in the coming years the Group plans to further develop the own workforce participation process regarding the discussion of material impacts, gradually leading to the full engagement of all human resources in the Group. For more information regarding own workforce engagement methods, timing and opportunities, see the *Interests and views of stakeholders* section under General Information.

In addition, in order to make their concerns and needs known, the workforce can also make use of the whistleblowing system adopted by all Group companies. This tool is the main reporting channel available to employees. For more information on the whistleblowing system, see the *Business conduct policies and corporate culture section*.

Metrics and targets related to the own workforce

Based on the Sustainability Strategy and the main action areas identified, the Group has set two goals dedicated to human resources that involve 100% of employees across all Group companies, regardless of geographical location or role. Employees are periodically engaged using various methods (questionnaires; interviews) so that the Group can receive feedback regarding the activities introduced and the progressive achievement of the objectives outlined below.

Goal description	Deadline and progress 2024	Corresponding IRO
Goal 8: 100% of Group companies participating in the GoWelfare program by 2025	Deadline: 2025 Status: - 18 companies involved - 90% of the total	Positive opportunities relating to attention to human resource well-being
Goal 9: 100% of Group employees involved in sustainability training and awareness initiatives by 2025	Deadline: 2025 Status: - 86% of employees completed at least one of the two sustainability courses offered	Relative positive opportunities related to the commitment to continuing education for employees

To strengthen positive impacts regarding the well-being of its human resources, activities related to the GoWelfare project continued during the year (Goal 8), with the adoption across all Group companies of a welfare system developed ad hoc based on the preferences expressed by people. During 2024, the Group continued the initiatives already in place in previous years and in some cases further expanded the options available to employees, again with the aim of improving work-life balance and supporting employees. There were 18 companies involved as of 12/31/2024 (90% of the total). Each has adopted the initiatives best suited to its specific case in order to improve the work-life balance of its employees, by identifying additional benefits over and above current regulations. Some of the initiatives activated include:

- Flexible hours;
- Permission to work remotely;
- Provision of supplementary insurance;
- Additional leave.

In strengthening the positive impacts on the well-being of its human resources, in 2024, activities continued for the involvement of the entire workforce in sustainability training activities to spread awareness of the environmental and social aspects crucial to the Group's growth (Goal 9). Like last year, people were able to use the Talent LMS platform to attend both the specific training course on Food Waste and the course dedicated to Sustainability in the Orsero Group, aimed at providing key information on the topic. By the end of 2024, 86% of employees had taken at least one of the two sustainability courses available online.

Characteristics of the Undertaking's Employees

The Group has a presence in 8 countries and its employees come from more than 50 countries. Cultural diversity is an integral part of the corporate culture and at the heart of the Group identity, providing a constant source of exchange, innovation and creativity. In Europe, the Group operates extensively in Italy, Spain, France, Portugal and Greece, where it ripens and distributes fruit and vegetables. In the Americas, particularly in Costa Rica and Colombia, inspectors focus on local supplier selection and fruit quality control, visiting plantations to make sure that fruit and vegetables meet the quality criteria required by the markets to which the products will be sent; in Mexico, the activity focuses on both the production of avocados and their packaging and marketing.

Table 1: template for presenting information on employee head count by gender

Gender	Number of employees (head count)
Men	1,511
Women	697
Other	0
Not reported	0
Total employees	2,208

Table 2: template for presenting employee head count in countries where the undertaking has at least 50 employees representing at least 10% of its total number of employees.

Country	Number of employees (head count)
Italy	549
France	610
Spain	725

The Group is firmly convinced that it is important to invest in people and their professional growth within the company, by offering stable working relationships: this is why most human resources are hired with permanent contracts (around 86% of the total number of employees as at December 31, 2024) and on a full-time basis (94% of the total). For what concerns part-time contracts, women accounted for 53% of the total.

Table 3: template for presenting information on employees by contract type, broken down by gender (head count or FTE) (reporting on full-time and part-time employees is voluntary)

	Men	Women	Other	Not reported	Total
Number of employees (head count)	1,511	697	0	0	2,208
Number of permanent employees (head count)	1,283	619	0	0	1,902
Number of temporary employees (head count)	228	78	0	0	306
Number of non-guaranteed hours employees (head count)	0	0	0	0	0
Number of full-time employees (head count)	1,448	627	0	0	2,075
Number of part-time employees (head count)	63	70	0	0	133

	Italy	Spain	France	Portugal	Greece	Colombia	Costa Rica	Mexico
Number of employees (head count)	549	725	610	105	29	4	43	143
Number of permanent employees (head count)	427	629	582	51	27	4	43	139
Number of temporary employees (head count)	122	96	28	54	2	0	0	4
Number of non-guaranteed hours employees (head count)	0	0	0	0	0	0	0	0
Number of full-time employees (head count)	518	641	596	103	27	4	43	143
Number of part-time employees (head count)	31	84	14	2	2	0	0	0

During 2024, the company recorded 467 new hires against 358 departures, resulting in a turnover rate of 0.34%. Most of the departures were voluntary (roughly 145 people), followed by cases of contract expiration or resignation. These figures testify to the Group's strength and the high degree of employee loyalty, confirming the company as a stable and attractive work environment.

The data presented refer to the count in total number of people at the end of the reporting period (December 31, 2024) and are collected through databases and management systems managed by each of the Group companies and reviewed centrally through a dual control by the HR and Sustainability functions.

Characteristics of non-employee workers in the undertaking’s own workforce

One of the distinctive characteristics of the Group’s business regards the peaks due to the seasonality of fruit and vegetables. In addition to the use of seasonal labor, we require also the contribution of numerous external workers, employed through cooperatives, third-party companies and employment agencies. As of December 31, 2024, the external workforce (temporary agency workers, cooperatives, chartered ship crew members, interns and consultants) totaled 1,158 people.

The Group is exposed to the risk of increases in labor costs should it be unable to make use of third-party contractors, the risk of having to meet wage and contribution obligations with respect to the employees of contractors and/or subcontractors in the event of the breach by such contractors and/or subcontractors of their obligations to their employees. In light of this, the Group carefully monitors the development of national and international regulations on the use of labor from outside the undertaking, and carefully selects its suppliers, gathering in the selection process all the necessary documentation to conduct the appropriate checks on the counterparty's profile.

The uniqueness of the Group also stems from the company Cosiarma S.p.A., which, with the five ships of its fleet (four of which it owns) transports bananas and pineapples in a refrigerated environment from Central America to Europe. The maritime personnel employed on ships are selected by a third-party company, specialized in crew recruitment, and then directly employed by Cosiarma S.p.A. with specific recruitment contracts envisaged for the sector. The total number of crew members is approximately 88 people on average, equally divided between the four Group-owned ships.

The number of non-employees is given in headcount at the end of the reporting period (12/31/2024).

Total number of external workers by job category and gender	**u.m.**	**Men**	**Women**	**Other**	**Not reported**	**Total**
Temporary workers	n	295	297	0	0	592
Agents	n	3	1	0	0	4
Cooperatives	n	293	216	0	0	509
Interns	n	13	15	0	0	28
Chartered ship crew members	n	22	0	0	0	22
Other	n	2	1	0	0	3
Total	n	628	530	0	0	1,158

Collective bargaining coverage and social dialog

In keeping with the principles of transparency and worker protection, the Group ensures extensive coverage of collective bargaining within the scope of its operations. Overall, 91.44% of the Group's employees benefit from coverage by collective bargaining agreements. In countries where the workforce accounts for at least 10% of the total workforce - Italy, France and Spain - this rate reaches 99.8%, ensuring fair working conditions that meet national standards. Outside the European Economic Area, the percentage is lower, with no collective agreements in Colombia and Costa Rica and 23% coverage in Mexico. The Group guarantees adequate wages to all employees, recognizing wages higher than those required by local regulations or those imposed by national collective bargaining agreements, as is the case in Italy. This commitment is part of a broader strategy to ensure adequate pay and decent working conditions for all employees, while respecting the principles of equity.

Minimum wage data do not include people in work-study activities in France or interns.

Table 1: reporting template for collective bargaining coverage and social dialog

	Collective Bargaining Coverage		**Social dialog**
Coverage rate	Employees - EEA (for countries with >50 empl. representing >10% of total employees)	Employees - non-EEA (estimate for regions with >50 empl. representing >10% of total employees)	Workplace representation (EEA only) (for countries with >50 empl. representing >10% of total employees)

0-19%			Italy
20-39%			
40-59%			France; Spain
60-79%			
80-100%	Italy; Spain; France.		

Diversity, disability and remuneration of the undertaking's employees

The Group takes a balanced approach to managing and hiring its human resources, supporting an optimal balance between leadership experience and the innovative contribution of the younger generation.

Total number of employees by professional category and gender - 2024	u.m.	Men	Women	Other	Not reported	Total
Executives	no.	17	3	0	0	20
Senior Managers	no.	73	11	0	0	84
Middle Managers	no.	152	47	0	0	199
White collars	no.	319	354	0	0	673
Blue collars	no.	950	282	0	0	1,232
Total	no.	1,511	697	0	0	2,208

As at 12.31.2024, the presence of women within the Group accounts for about 31% of the entire workforce: women account for 20% of the management positions (Senior and Middle Managers) and are 53% of the White collars. The majority of executives - 85% - are men.

At overall level, the distribution of the workforce by age group reflects the company's commitment to valuing both experience and innovation: as of 12/31/2024, 18% of employees are under thirty years of age, 53% are between thirty and fifty and 29% are over fifty. This aspect combines the dynamism and resourcefulness of younger resources with the know-how and professionalism gained by more experienced workers. In this way, the Group fosters the promotion of diverse points of view, deriving from varied professional experience and skills, allowing it to maintain solid established foundations while enriching them with new ideas and approaches.
Orsero also sees diversity as crucial to collective success and business growth. Therefore, the Group is committed on a daily basis to ensuring equal opportunities for all of its resources, starting from personnel selection to daily work practices, and constantly raising awareness of these issues among its employees. The Group firmly believes that diversity not only enriches the work environment but is also a key resource for organizational growth and evolution. That is why, in the Group, the promotion of people also involves concrete initiatives:

- in the social field: people with disabilities represent about 2.5% of employees, confirming the Group's commitment to creating an inclusive and accessible workplace for all;
- in the economic sphere: in 2023, the Human Resources division launched a Gender Pay Gap review, an initiative that led to an assessment of the professional classification level of the company's population and the corresponding jobs. There are five professional categories used to represent employees: Executive, Senior and Middle Managers, White and Blue collars.

Gender pay gap	u.m.	2024
Executives	%	-18.75
Senior Managers	%	33.27
Middle Managers	%	18.75
White collars	%	23.06
Blue collars	%	27.30
Overall	%	34.07

The gender pay gap, shown in the table, is defined as the difference of average pay levels between female and male employees, expressed as percentage of the average pay level of male employees.
In collecting the data to calculate the gender pay gap, the company included the gross hourly wages of all employees.
The highest paid person is the CEO and Deputy Chair of the Group. The ratio of CEO's annual total compensation to the median of employees' annual total compensation is 24.47. These comparisons were calculated using the total remuneration reported for the CEO and Deputy Chair and the total remuneration for all employees (excluding the CEO) of the Group (taking into consideration both fixed remuneration and short-term variable remuneration). Further information on the remuneration of the CEO and Deputy Chair can be found in the Report on the 2025 remuneration policy and 2024 compensation paid.

Social protection

Group employees are covered by a system of protection against loss of income in the event of significant and difficult life events, such as illness, unemployment, occupational injury or acquired disability, parental leave or retirement. In line with current regulations in countries where Orsero operates, most protections are provided through public programs or legally mandated welfare instruments. However, where state coverage is insufficient or not provided, Group companies supplement additional social protection measures and instruments. The ways in which these protections are applied may vary depending on the country or the reference professional category.
Through this approach, the Group is committed to providing its employees with an adequate level of economic stability and security, promoting a stable working environment.

Training and Skills Development metrics

The Group firmly believes that continuing education is of strategic importance for the professional growth of its employees and to foster continued employability. This topic is managed with the delivery of in-person and e-learning courses. Specifically, all companies have adopted the Talent LMS platform, used for the dissemination of company documents and the delivery of Group-wide training courses, a valuable tool for disseminating knowledge on corporate practices and policies, but also for delivering training in an immediate, direct manner. In 2024, the two recently acquired French companies - the Blampin Group and Capexo - also adopted the platform.
At 12.31.2024, a total of 19,336 hours of training were provided, equivalent to an average of 8.75 hours per person. A total of 1,364 employees were trained in 2024.

Total training hours	u.m.	Men	Women	Other	Not reported	Total
Executives	h	244.44	21.15	0	0	265.59
Senior Managers	h	827.74	63.48	0	0	891.22
Middle Managers	h	1,169.39	1,558.76	0	0	2,728.15
White collars	h	3,535.94	4,101.60	0	0	7,637.54
Blue collars	h	4,897.97	2,916.05	0	0	7,814.02
Total	h	10,675.49	8,661.04	0	0	19,336.53

The majority of the courses covered topics regarding occupational health and safety - with a total of around 8,018 hours - while other training courses delivered included: language courses (Italian, English, Spanish and French, in order to make Group communication more effective), IT training, courses dedicated to the dissemination of Group compliance tools (Anti-Corruption Policy, Code of Ethics, Whistleblowing Policy, etc.), Sustainability classes or technical training for the various functions.
Since training and the continuous updating of employee knowledge and skills are considered the basis on which to structure lasting and continuous collective success, the Group has also defined a strategic goal in its Strategic Sustainability Plan: by 2025, it plans to involve all employees in specific sustainability training courses (Goal 9) to spread awareness of the environmental and social aspects that are crucial for the Group's growth. For more information regarding targets on own workforce training, see the Metrics and targets related to the own workforce chapter.
In 2024, the total number of performance reviews[30] completed was 686, or 100% of the reviews agreed upon with Group management. The employees involved amounted to 31%, of which 76% were men (521 performance reviews performed) and 24% were women (165 performance reviews performed).
The Group promotes ongoing dialog with employees through various discussions with the Human Resources team in order to monitor people's well-being and foster a corporate culture geared toward growth and collaboration. To this end, individual one-on-one interviews were conducted in 2024 at the Group's Italian companies, during which topics such as personal satisfaction, perception of the corporate climate and the relationship with colleagues were addressed. The meetings are held with the support of a digital tracking platform (Javelo). During 2024, the same activities began in Spain and Portugal.

Using these tools, the Group commits to ensuring human resource management based on active listening and the continuous improvement of working conditions.

Health and safety metrics

The Group is committed to protecting occupational health and safety, by taking a structured approach to risk management and accident prevention.
The health and safety management system complies with the regulatory requirements in force in each country in which the Group operates and requires continuous monitoring by various dedicated functions, which are responsible for identifying and updating risks, managing training activities and implementing corrective measures, with the support of external specialists if necessary Special attention is paid to activities carried out in warehouses, where the use of forklifts and electric pallet trucks is one of the main risk factors for worker

[30] In accordance with ESRS regulations, performance review means the process by which an employee's job performance is defined and evaluated against the Group's expectations. This process is based on measuring the level of achievement of expected results and setting targets and objectives for the following year. Based on this definition, the Group considered reviews involving employees subject to Management By Objective (MBO) regulations and, when applicable, legally mandated performance review activities for all employees (as per French Labor Code Code du travail, article L.6315-1).

safety. To mitigate these hazards, the Group implements specific prevention and awareness-raising measures by providing adequate training and information on the correct use of the devices and equipment and machinery made available. In general, when each new employee is hired, a check is made on both past training and the training required in the short term; a specific training plan is then drawn up to ensure participation in the courses to be completed to perform the assigned duties. Furthermore, the need to update and/or supplement training for our people is checked during the year.
The occupational health service provides health surveillance to all employees, contributing to the protection of their physical and mental health. This service provides support to workers and employers in improving working conditions and monitoring employee health in relation to the hazards connected to their jobs.
By the end of 2024, the company's health and safety management system covered a total of 2,206 employees, accounting for 99.91% of the total. There were no fatalities or cases of occupational diseases during the year, while there were 99 work-related injuries of various kinds (fractures, sprains, bruises, burns, cuts or voltage surges), for a total of 1,571 work days lost. Whenever an injury occurs, the designated functions conduct a proper investigation of the incident in order to assess its causes and ensure that appropriate procedures or equipment are into place to prevent any reiteration of such incidents.
The occupational accident rate, calculated as the ratio of the total number of accidents to hours of work[31] performed, is 24.26.

Work-related accidents and ill health	**u.m.**	**2024**
Total number of recordable work-related accidents	no.	99
of which with deaths due to work-related accidents or ill health	no.	0
Other fatal accidents occurring at company sites (e.g., suppliers, other workers)	no.	0
Number of days lost due to work-related accidents	days	1,571
Total number of cases of recordable work-related ill health	no.	0
Number of days lost due to work-related ill health	days	0

Through these initiatives, the Group confirms its commitment to protecting occupational health and safety by promoting a safe working environment that complies with the highest regulatory standards.

Work-life balance metrics

The Group firmly believes that ensuring an optimal work-life balance is critical to the well-being and personal fulfillment of its employees. A work environment that recognizes family needs fosters not only personal satisfaction, but also greater motivation and productivity. This is why Orsero ensures that all employees are entitled to family leave of all kinds, including parental leave, maternity leave, paternity leave, caregiver leave and other work flexibility measures. During the year, 138 employees received these benefits, representing 5.36% of male employees and 8.18% of female employees. The company continues to actively promote work-life balance policies, with a view to supporting parenthood as well as the general well-being of all of its employees.
The Group has defined a strategic goal in its Sustainability Plan: by 2025, it plans to involve all Group companies in the GoWelfare project (Goal 8 - see *Metrics and targets related to the own workforce* chapter).

[31] Where it was not possible to calculate hours worked directly, estimates were used.

Complaints and severe human rights impacts

The Group takes a proactive approach to preventing risks of human rights violations, taking measures to mitigate, manage and, if necessary, remedy any abuses. Prevention takes place first of all through the distribution of the Code of Ethics, but also through continuous and careful monitoring of the current regulations of international human rights standards. In addition, all Group companies have adopted the Whistleblowing Policy as well as the relative reporting channels, which are the main tool available to employees to report any work-related discrimination. These channels ensure whistleblower confidentiality and prevent retaliatory behavior. The Internal Audit function handles reports, conducting the necessary investigations at its discretion, with the support of external technical consultants when appropriate.
HR also manages business climate survey activities via periodic, anonymous surveys involving all Group employees, as well as annual interviews conducted with the support of a digital platform to ensure data traceability.
During the year, there were no significant human rights incidents, nor were there any reports or complaints filed via the tools provided for this purpose. The company reaffirms its commitment to respecting the indispensable rights of every person by constantly monitoring its operations and interactions with those with whom it works both inside and outside the Group. Although there have been no major events for 2024, the issue of human rights remains paramount, and Orsero continues to maintain high standards of social responsibility in line with European regulations, emphasizing that the prevention of any violations and the implementation of protective measures are fundamental to ensuring a respectful and decent work environment in accordance with the principles of equity and social justice.

ESRS S2 - Workers in the value chain

Interests and views of stakeholders

For more information see the *Interests and views of stakeholders* section under General Information.

Material impacts, risks and opportunities and their interaction with strategy and business model

Among the workers in the value chain that the Group can potentially impact, workers dedicated to the production and harvesting of fruit and vegetables play a particularly important role. In 2024, the Group sourced from more than 100 countries around the world, importing and distributing more than 300 types of items in Europe. In 2024, more than 90% of the volume of products purchased came from 15 countries: Colombia, Spain, Costa Rica, Italy, France, South Africa, Ecuador, Peru, Brazil, Mexico, New Zealand, Chile, the Netherlands, Israel and Morocco.
As part of mapping and monitoring activities on the social risk profile associated with the Group's supply chains, an analysis was conducted regarding the profile of the main countries of origin of the products, referring to the most authoritative frameworks on human rights and workers' rights[32]. This analysis made it

[32] Sedex labor standards risk score, the Global Rights Index of the International Trade Union Confederation, the Global Slavery Index of the Walk Free organization

possible to define the areas of main potential risk in the various countries, and forms the basis of communication activities with the Group's suppliers on sustainability matters.
Referring to the overall risk profile of the main countries of origin, 33% of volumes come from European countries with low risk of child or forced labor and guarantees for workers' rights and strong rule of law, and 46% from South America, which overall has a more critical risk profile for both workers' rights and the risk of forced and child labor. The remainder of volumes (14%) come from countries with critical issues due to their specific characteristics (South Africa, Israel, New Zealand and Morocco).

As explained in the section List of Impacts, Risks and Opportunities from the double materiality analysis, the process carried out for the identification and assessment of material impacts, risks and opportunities related to workers in the value chain, based on the Group's business models, and in light of the data and information monitored for the purpose of sustainability management and reporting, identified 2 material topics, namely:

- the risk of occurrence of cases of forced labor or child labor in supply chains;
- the positive opportunity represented by the spread of social certifications to promote positive changes in supply chains.

For further details regarding positive and negative impacts, see the *List of Impacts, Risks and Opportunities from the double materiality analysis* section.

Policies and actions related to workers in the value chain

Orsero supports the responsibility of companies in respecting the inherent human rights of every person, both inside and outside the Group. In this regard, it has embraced a set of policies and tools aimed at actively and responsibly managing material impacts on workers in the value chain, ensuring compliance with ethical and regulatory principles, mitigating risks related to these topics, and promoting a safe and welcoming work environment. To this end, the Group has adopted the following:

- ***The Code of Ethics***: the Group Code of Ethics defines the values and principles of conduct that inspire Orsero's daily work, disseminating them within and outside the Group. The latest update of the Code was approved by the Orsero S.p.A. Board of Directors on February 1, 2022 and is available on the website www.orserogroup.it. The document was adopted by all Group companies and in addition some of them, like Hermanos Fernández López and Comercializadora de Fruta Acapulco, have a specific document of their own.
- ***Human Rights Policy***: this policy defines Orsero's areas of commitment to the protection and promotion of fundamental human rights. The document applies to the entire Group and all people working in it, regardless of contractual status. The content of the Policy is inspired by the main international references in terms of human rights - the main ones being the United Nations (UN) Universal Declaration of Human Rights, the Declaration on Fundamental Principles and Rights at Work (ILO) and the OECD Guidelines for Multinational Enterprises - and aligns with the Group's Code of Ethics, Supplier Code of Conduct and Sustainability Policy. Orsero's commitment is based on the understanding that human rights are universal, inalienable and inherent to each individual, regardless of ethnic origin, skin color, sex, sexual orientation, gender identity, disability, age, religion, political opinion, national ancestry or social background, as well as any other form of discrimination.
- ***The Supplier Code of Conduct***: in 2023, Orsero defined a Group Supplier Conduct Policy - approved by the Orsero S.p.A. Board of Directors on July 27, 2023 - with the aim of outlining the values that the Group aspires to in the principles of conduct that must guide the actions of suppliers. The document is inspired by the main international references in terms of sustainability and social and environmental responsibility such as, for example, the ILO's eight Core Conventions, the Universal Declaration of Human Rights, the Principles of the United Nations Global Compact and the OECD

Guidelines for Multinational Enterprises. The Code is consistent with the other documents that guide the Group's conduct (Code of Ethics, Anti-Corruption Policy and Whistleblowing Policy). The code of conduct is adopted by all Group companies and applies to all suppliers. The document includes a section on working conditions, which makes explicit the principles to be followed, relating to:
  - Combating forced labor;
  - Working time;
  - Remuneration;
  - Freedom of association and collective bargaining;
  - Regular work;
  - Occupational health and safety;
  - Facility safety and stability.

The Human Rights Policy and Supplier Code of Conduct refer to the United Nations Guiding Principles on Business and Human Rights, the main ILO declarations and the OECD guidelines dedicated to multinational enterprises.

In order to address the risks identified relating to workers in the value chain, the Group pays close attention to the product supplier selection and relationship management stage. Indeed, the Group's strategy for responsible supply chain management is based on establishing relationships of trust cultivated year after year, with attentive communication and constant discussions. For the Group, it is of fundamental importance to work closely with producers to grow together, sharing the passion for product quality each and every day, with the shared goal of developing responsible supply chains.
Orsero works with its suppliers in a transparent manner, ensuring that both the product and the producer are given the right value and making available its commercial strength and organizational structure. In Colombia and Costa Rica, where the Group purchases mainly bananas and pineapples, a direct, constant relationship is established with the growers, selected on the basis of the quality of their fruit and working methods, reputation and certifications held. The Group strives to build a long-term relationship with them, supporting them in achieving agreed production and quality levels, and this ensures that the supplier base remains stable over time.
In addition to strict compliance with applicable regulations – in terms of product quality, healthiness and traceability – the requirements demanded by our end customers are verified, as well as the possession of the most widely recognized product certifications, also in light of the potential positive impact that the spread of these certifications can have throughout supply chains:

- ***GLOBAL GAP AND GRASP***: international standard that establishes guidelines for sustainable agriculture best practices, providing consumers with assurances concerning food production methods and aiming to improve the well-being of farmers. GRASP is an additional module that focuses on the assessment of social aspects related to workers' activities, analyzing risks and working conditions at production sites.
- ***RAINFOREST ALLIANCE***: certification that attests to compliance with specific social and environmental criteria such as: protection of flora and fauna, proper pesticide and fertilizer management, respect for workers' rights, prevention of child labor, preservation of natural resources and fair relations with local communities.
- ***FAIRTRADE***: certification of products from suppliers who respect workers' rights and support a production method according to Fair Trade and Solidarity criteria. It guarantees that the price paid to producers is fair and stable (Fairtrade minimum price) and adds a margin to be invested in social or health projects for communities (Fairtrade Premium).

The Group is committed to avoiding directly and knowingly generating or contributing to any adverse human rights impact and to implementing human rights due diligence to an extent appropriate to the size, nature and context of its activities, and the severity of the risk of adverse human rights impacts. The activities underlying Goal 1 of the Strategic Sustainability Plan aim to prevent possible material negative impacts on workers in the value chain. In particular, in the course of 2024, the Group focused on disseminating and sending information about the Supplier Code of Conduct to product suppliers, which were asked to view and sign the document. In addition, the Group uses the SEDEX platform to map and monitor social/environmental risk profiles related to its supply chains. For more information regarding results obtained under Goal 1, see the *Metrics and targets related to workers in the value chain* section of this chapter.

Processes for engaging with value chain workers about impacts

In the Human Rights Policy, the Group commits to:

- Avoiding directly and knowingly generating or contributing to any adverse human rights impact in the course of its activities;
- Remediating or helping to remediate negative human rights impacts when it is found to have been the cause of or contributed to them;
- Implementing human rights due diligence to an extent appropriate to the size, nature and context of its activities, and the severity of the risk of adverse human rights impacts;
- Engaging with suppliers and other stakeholders in the value chain. The Group hopes that all of its business partners will take appropriate, collaborative measures for a shared due diligence approach, including by using certifications to confirm human rights commitments;
- Promoting the dissemination of its commitments to stakeholders inside and outside the Group.

In light of these commitments, the Group is aware of the importance of identifying and avoiding negative impacts on workers in the value chain. It is therefore committed to building a structured system for monitoring and managing social impacts throughout the supply chain. With a view to continuous improvement, the Group is committed to strengthening its due diligence tools to ensure greater transparency and accountability in supplier management.
Both the Human Rights Policy and the Supplier Code of Conduct refer to the whistleblowing system and the relative reporting channel adopted by the Group as the main ways for workers in the value chain to express concerns. For more information see the G1-1 *Business conduct policies and corporate culture* section.

Metrics and targets related to workers in the value chain

Based on the Sustainability Strategy and the main action areas identified, the Group has identified a goal dedicated to workers in the value chain with the aim of strengthening the material positive impacts for workers active in Orsero's supply chain.

Goal description	Deadline and progress 2024	Corresponding IRO
Goal 1: 100% of fruit and vegetable suppliers[33] engaged in social and environmental issues by 2025	Deadline: 2025 Status: - 37% of fruit and vegetable suppliers have signed the Supplier Code of Conduct, corresponding to 64% of volumes purchased	The positive opportunity represented by the spread of social certifications and best practices to promote positive changes in supply chains.

[33] Suppliers with a volume of product contributed of 10,00 kg or more.

	- 13% of suppliers joined Sedex, corresponding to 36% of volumes purchased	

Goal 1 of the Strategic Sustainability Plan is aligned with the Group's approach of protecting people's human rights and dignity not only within the Group, but throughout the value chain as well. This goal calls for 100% of fruit and vegetable suppliers to be involved in social and environmental matters by 2025. Therefore, in 2023 engagement activities began with the most significant suppliers via the SEDEX platform, which the company joined in 2022 as a buyer member. This platform makes it possible to collect and process data on the sustainability of supply chains, enabling the supplier to conduct a self-assessment of its social and environmental performance and to verify, by means of specific audits, compliance with labor, health and safety and environmental protection standards. At the end of 2024, 36% of the fruit and vegetable purchase volume will come from suppliers registered on SEDEX (amounting to 298,730 tons), while 25% of the volume of products purchased came from suppliers certified/audited in social-environmental matters[34] (amounting to 206,758 tons). Also in the context of achieving Goal 1, in the course of 2024 the Group continued to distribute the Supplier Code of Conduct with a view to translating its values into principles of conduct that business partners are required to follow. This document is a first step toward sustainable supply chain management and addresses topics such as ethical conduct and human rights, working conditions, health and safety, environmental protection, quality and traceability. Throughout 2024, the company distributed the Supplier Code of Conduct to key fruit and vegetable suppliers, at year end reaching 65% coverage of supply volume by partners that had signed the document.

ESRS S3 - Affected Communities

Interests and views of stakeholders

For more information see the *Interests and views of stakeholders* section under General Information.

Material impacts, risks and opportunities and their interaction with strategy and business model

As explained in the section List of Impacts, Risks and Opportunities from the double materiality analysis, the process carried out for the identification and assessment of material impacts, risks and opportunities related to affected communities, based on the Group's business models, and in light of the data and information monitored for the purpose of sustainability management and reporting, identified one material topic:

- a positive opportunity to design and carry out projects to support local communities.

The local communities under consideration are those related to Group company operating sites (ripening and packaging warehouses). Due to the inherent characteristics of the activities taking place there, no potential negative impacts were identified. No negative impacts on communities were identified for the two producer companies either (Productores Aguacate de Jalisco and ISA Platanos).

[34] Direct suppliers that hold GRASP certification or have undergone a Smeta audit within the past three years.

For further details regarding positive and negative impacts, see the *List of Impacts, Risks and Opportunities from the double materiality analysis* section.

Policies and actions related to affected communities

Orsero supports the responsibility of companies in respecting the inherent human rights of every person, both inside and outside the Group. In this regard, it has embraced a set of policies and tools aimed at actively and responsibly managing material impacts on workers in the affected communities, ensuring compliance with ethical and regulatory principles, mitigating risks related to these topics, and promoting a safe and welcoming work environment. To this end, the Group has adopted the following:

- ***The Code of Ethics***: the Group Code of Ethics defines the values and principles of conduct that inspire Orsero's daily work, disseminating them within and outside the Group. The latest update of the Code was approved by the Orsero S.p.A. Board of Directors on February 1, 2022 and is available on the website www.orserogroup.it. The document was adopted by all Group companies and in addition some of them, like Hermanos Fernández López and Comercializadora de Fruta Acapulco, have a specific document of their own.
- ***Human Rights Policy***: this policy defines Orsero's areas of commitment to the protection and promotion of fundamental human rights. The document applies to the entire Group and all people working in it, regardless of contractual status. The content of the Policy is inspired by the main international references in terms of human rights - the main ones being the United Nations (UN) Universal Declaration of Human Rights, the Declaration on Fundamental Principles and Rights at Work (ILO) and the OECD Guidelines for Multinational Enterprises - and aligns with the Group's Code of Ethics, Supplier Code of Conduct and Sustainability Policy. Orsero's commitment is based on the understanding that human rights are universal, inalienable and inherent to each individual, regardless of ethnic origin, skin color, sex, sexual orientation, gender identity, disability, age, religion, political opinion, national ancestry or social background, as well as any other form of discrimination. With reference to the local communities with which it interacts, Orsero is committed to:
    a) protecting the land and communities
    b) rejecting all forms of corruption

The Human Rights Policy is drafted consistent with the Group's Code of Ethics, Supplier Code of Conduct and Sustainability Policy.
The Group is also committed to ensuring that recipients have access to the Policy by posting it on its website (www.orserogroup.it). For any report concerning an alleged and/or confirmed violation of the Policy, the following channel may be used: https://ewhistleorsero.azurewebsites.net/. The Group is committed to treating every report with confidentiality and privacy, without any form of retaliation.
In line with the positive impact opportunity revealed by the double materiality analysis, the activities underlying Goal 11 of the Strategic Sustainability Plan aim to achieve positive material impacts on affected communities. For more information, see the *Metrics and targets related to affected communities* section.
These projects are identified in light of an analysis performed by the individual company that takes into account the particular characteristics of the community concerned, any requests received from different stakeholder categories and the possible areas of intervention identified by the company based on its knowledge of its operating environment. The following projects continued during 2024:

- In Spain, Hermanos Fernández López S.A. continued its collaboration with Gasol Foundation, created by the brothers Pau and Marc Gasol, to combat childhood obesity. The foundation, active since 2023, aims to provide children from vulnerable backgrounds with the tools for a healthy life. This mission was accomplished by organizing educational programs in Barcelona and Madrid and donating fruit and vegetables. Through these interactive activities, children learned the benefits of a balanced, nutrient-rich diet. The Group's commitment to supporting these activities helps raise awareness among families and young people about the importance of healthy and sustainable food.

- In Greece, Bella Frutta has bestowed fruit donations during numerous sporting events, sending a meaningful message about the importance of fruit and vegetable consumption to be combined with physical activity to lead a healthy and sustainable lifestyle;
- In Mexico, Productores de Aguacate de Jalisco continued activities to support local communities in Santa Gertrudis with the active participation of the company's employees, strengthening their sense of belonging and responsibility to their community. Targeted projects to support schools in local communities saw several structural interventions (re-roofing, bathrooms), the planting of about 120 trees to create shaded areas that contribute to the area's ecological restoration and the supply of educational and literary materials (backpacks, books, notebooks, crayons, pens and pencils) to children in the community.

Processes for engaging with affected communities about impacts

The Group believes that listening to and involving stakeholders is essential to understand their needs and expectations. This is why Orsero also works with local communities, through methods of engagement such as local initiatives, relational activities and dedicated meetings with representatives, collaborations or partnership projects. The goal is to stimulate an environment of dialog that fosters continued growth.
In the Human Rights Policy, the Group commits to:

- Avoiding directly and knowingly generating or contributing to any adverse human rights impact in the course of its activities;
- Remediating or helping to remediate negative human rights impacts when it is found to have been the cause of or contributed to them;
- Implementing human rights due diligence to an extent appropriate to the size, nature and context of its activities, and the severity of the risk of adverse human rights impacts;
- Engaging with suppliers and other stakeholders in the value chain. The Group hopes that all of its business partners will take appropriate, collaborative measures for a shared due diligence approach, including by using certifications to confirm human rights commitments;
- Promoting the dissemination of its commitments to stakeholders inside and outside the Group.

The Human Rights Policy refers to the whistleblowing system and the related reporting channel adopted by the Group as the main ways available to affected communities to raise concerns. For more information see the *Business conduct policies and corporate culture* section.

Metrics and targets related to affected communities

Based on the Sustainability Strategy and the main action areas identified, the Group has identified a goal dedicated to affected communities with the aim of strengthening the material positive impacts for this category of stakeholders.

Goal description	Deadline and progress 2024	Corresponding IRO
Goal 11: 100% of Group companies engaged in a project aimed at supporting local communities by 2030	Deadline: 2030 Status: - 3 Group companies involved - 15% of the total	Positive opportunity to design and carry out projects to support local communities

The Group is convinced of the importance of collaboration and the positive impact it can generate in the local communities in which it operates. This is why Goal 11 of the Strategic Sustainability Plan is aimed at the involvement of all Group companies in the implementation of projects dedicated to local communities by 2030. This commitment reflects a desire to promote initiatives that not only support the company's growth but also foster the creation of a supportive network and lasting relationships with all of the people with whom the Group works.
In particular, this year, parent company Orsero S.p.A. chose to support the Ligurian association "Il Sorriso di Benedetta odv," which is committed to helping children with disabilities or rare diseases, improving services and support facilities and supporting scientific research on Marfan syndrome. In particular, in the second edition of the school inclusion project "Insieme a.. Benedetta", children were directly involved in activities aimed at fostering their school integration. The program provided beneficiaries with a total of 1,131 hours of support during school hours, including pet-therapy activities, drama workshops, physical education and creative writing. The goal was to provide continuous support throughout the scholastic year so the children could integrate as well as possible into the school community, promoting their active participation and the creation of an inclusive environment.

ESRS S4 - Consumers and end-users

Interests and views of stakeholders

For more information see the *Interests and views of stakeholders* section under General Information.

Material impacts, risks and opportunities and their interaction with strategy and business model

As explained in the section *List of Impacts, Risks and Opportunities from the double materiality analysis*, the process carried out for the identification and assessment of material impacts, risks and opportunities related to consumers and end-users, based on the Group's business models, and in light of the data and information monitored for the purpose of sustainability management and reporting, identified three material topics relating to:

- A potential risk of food contamination harmful to human health of the products marketed. This risk is related to individual incidents that may occur and risk lowering the quality of the products offered by the Group;

- An opportunity to improve traceability and transparency throughout the supply chain that strengthens stakeholder trust and ensures compliance with regulatory requirements, with positive effects on business competitiveness;
- An opportunity to generate a positive impact on society by offering convenient and environmentally friendly solutions to consumers, who are made aware of the value of sustainable consumption and encouraged to make more informed decisions.

For further details regarding positive and negative impacts, see the *List of Impacts, Risks and Opportunities from the double materiality analysis* section.

Policies and actions related to consumers and end-users

Orsero supports the responsibility of companies in respecting the inherent human rights of every person, both inside and outside the Group. In this regard, it has embraced a set of policies and tools aimed at actively and responsibly managing material impacts on workers in the affected communities, ensuring compliance with ethical and regulatory principles, mitigating risks related to these topics, and promoting a safe and welcoming work environment. To this end, the Group has adopted the following:

- ***Human Rights Policy***: this policy defines Orsero's areas of commitment to the protection and promotion of fundamental human rights. The document applies to the entire Group and all people working in it, regardless of contractual status. The content of the Policy is inspired by the main international references in terms of human rights - the main ones being the United Nations (UN) Universal Declaration of Human Rights, the Declaration on Fundamental Principles and Rights at Work (ILO) and the OECD Guidelines for Multinational Enterprises - and aligns with the Group's Code of Ethics, Supplier Code of Conduct and Sustainability Policy. Orsero's commitment is based on the understanding that human rights are universal, inalienable and inherent to each individual, regardless of ethnic origin, skin color, sex, sexual orientation, gender identity, disability, age, religion, political opinion, national ancestry or social background, as well as any other form of discrimination. With reference to consumers, Orsero pledges to:
    a) protect consumer health
    b) promote responsible information

The Group is also committed to ensuring that recipients have access to the Policy by posting it on its website (www.orserogroup.it). For any report concerning an alleged and/or confirmed violation of the Policy, the following channel may be used: https://ewhistleorsero.azurewebsites.net/. The Group is committed to treating every report with confidentiality and privacy, without any form of retaliation.

The Orsero Group constantly strives to prevent any negative impacts on consumers and end users by focusing on traceability and safety of the products marketed. The goal is to ensure that fruit and vegetables are always high quality, safe and free of contamination of any kind. To this end, the Group takes various measures, including monitoring and tracking any non-conformities, both concerning the products offered and on their proper labeling. This approach makes it possible to detect any anomalies early, reduce the risk of penalties or warnings, and ensure full compliance with legal regulations and additional requirements demanded by clients. In 2024, there were 3 cases of non-compliance, two of which related to product safety issues and one related to labeling non-compliance.

In line with this approach, in 2024 the Group set out to further strengthen its quality management system, not only by constantly updating the procedures put in place by the quality control department to the latest food safety regulations, but also by conducting an annual review of the food safety management system with the

establishment of continuous improvement targets. At operational level, Orsero will continue to maintain and improve the IFS Food, BRC and ISO 9001:2015 certifications for its fruit and vegetable storage and processing warehouses. It will also strive to complete the certification of all remaining missing warehouses, as set forth in the strategic plan (Goal 10 - for more information see *Metrics and targets related to consumers and end-users*) and maintain organic and Fairtrade certifications for sites that already have them. In addition, the Global Gap C.o.C certifications of all warehouses are another important measure to ensure high standards globally.
In addition, to facilitate the management of the product quality topic, the Group has initiated the implementation of the Tracklab platform in many companies, which will collect the documentation of suppliers of branded products in all companies. This will allow one centralized tool to collect and monitor all information regarding product quality.
Indeed, the Group strives every day to ensure strict standards of traceability, quality and food safety thanks to the numerous checks performed at all stages of the supply chain:

- Fruit and vegetable procurement: the first checks performed are during the supplier selection phase, for which we check all the necessary product certifications. In fact, for the bananas and pineapples purchased in Costa Rica and Colombia, local inspectors perform daily quality checks at Group suppliers' farms.
- Storage, processing and ripening: when products arrive at the warehouses, personnel check their food safety parameters, quality and the proper application of product standards. There are multiple quality checks, ranging from tactile, aesthetic and visual checks to temperature and humidity level monitoring;
- Distribution: once the ripening, processing and packaging phases are completed, the products are ready to be sold and distributed. The strategic location of the Group's warehouses allows us to distribute products quickly and promptly, meeting customers' needs without compromising quality. For all logistical operations, the Group relies on specialized suppliers who can guarantee the maintenance of the cold chain and all necessary conditions to preserve quality and freshness.

Throughout the year, the companies are involved in various quality control activities. In Costa Rica, inspectors visit an average of more than 30 fincas, with an annual average of 26 field inspections per vendor. At the warehouse of Comercializadora de Frutas Acapulco in Tinguindin, each individual fruit is inspected both mechanically and by Group operators, and if it meets tactile, visual and aesthetic requirements, it is packaged in boxes of different sizes. On average, about 6,000 quality checks are carried out on each pallet shipped. As for operations in Europe, the distribution companies carry out more than 6,500 quantitative checks per day, which are different depending on the type of fruit, its packaging and the type of processing it undergoes in the warehouses.

In addition, aware that products are subject to additional scrutiny by customers, the Group strives to maintain strong and transparent relationships with its business partners, promoting continuous and constructive dialog. Orsero constantly monitors reports received from customers and promptly responds to inquiries when necessary, actively cooperating with business partners and certification bodies. It is essential for the Group to maintain high consumer satisfaction by monitoring indicators related to product and service quality and compliance at all levels of the organization.

Processes for engaging with consumers and end-users about impacts

Orsero is recognized as one of the main businesses in the fruit and vegetable sector in Italy and throughout southern Europe, and it is therefore committed to remaining close to consumers at all times and when needed.

This constant commitment has fostered the establishment of open and transparent dialog with all of its customers, supporting them in their purchasing choices and accompanying them on their path of understanding fruit and vegetables. The goal is to offer a reliable point of reference where consumers can find useful information, practical advice and suggestions for making conscious food choices. To cultivate and maintain this open and direct dialog, the company devotes attention to its communication channels, including social media - Facebook, LinkedIn and Instagram - and its website. With these tools, the company is able to constantly interact with the public, reaching more than 13 million users through its social media pages (IG, FB, LinkedIn), with a total of 57 million views and 321 thousand interactions. In addition, the company's website reached 331,000 users, with 12.4 million views of its content. These numbers testify to the effectiveness and widespread nature of the dialog established, which makes it possible to respond promptly to consumers' information needs.
The Group considers its main channels of direct communication with consumers to be its website and social media. These tools allow for constant contact with users, responding quickly to their questions and requests, in a transparent and interactive environment. Complaints and reports of non-compliance are handled carefully by specialized personnel, who intervene promptly to resolve each situation and ensure customer satisfaction-oriented service.
Through these channels, the company is committed to providing clear and transparent information about its products, with the aim of raising consumer awareness of balanced and responsible food choices. The company not only communicates product characteristics, but also advocates for conscious consumption, offering useful data on storage methods, recipes, trivia and nutritional benefits. This focus also extends to product labels: in addition to providing legally required information, such as product category and variety, packaging location, weight and packaging disposal instructions, the company is committed to giving useful tips on product use, contributing to the spread of food best practices.
Direct dialog with consumers is crucial for the company, not only to gather feedback and improve its products and services, but also to build a lasting relationship of trust. Transparency in communications and readiness to respond promptly to the needs of the public are central aspects of the company's strategy, which is committed to maintaining an active and useful presence at every stage of the purchasing and consumption journey. In this way, the company not only strengthens its position as an industry leader, but also helps to create a community of more knowledgeable and informed consumers.
The company constantly strives to maintain open and continuous as well as constructive dialog with its end consumers. Although it has mainly digital channels available such as social media - Facebook, LinkedIn, Instagram - and the official website, in addition to traditional tools such as phone numbers and e-mails, the Group ensures that any inquiries, concerns or doubts are taken into consideration with the utmost care. The communication department supported by the quality department is always ready to respond promptly to provide the necessary support to solve any problems. The company believes it is essential to offer a service that reflects the values of transparency and listening, ensuring that its customers receive a timely and appropriate response to their needs.

Metrics and targets related to consumers and end-users

Based on the Sustainability Strategy and the main action areas identified, the Group has identified two goals dedicated to consumers and end-users with the aim of strengthening the material positive impacts for this category of stakeholders and expanding the benefits linked to fruit and vegetable consumption and having a healthy and sustainable lifestyle.

Goal description	Deadline and progress 2024	Corresponding IRO
Goal 7: Inspiring people inside and outside the Group by launching a communication project	Deadline: - Status:	Opportunity to generate a positive impact on society by raising awareness of the value of sustainable consumption

every year aimed at promoting healthy, sustainable lifestyles	- Project to analyze the evolution of fruit and vegetable consumption in Italy	
Goal 10: 100% of the Group's storage and processing warehouses certified for food safety by 2025	Deadline: 2025 Status: - 18 warehouses certified for food safety - 86% of the total	Potential risk of food contamination harmful to human health of the products marketed.

In line with this approach, the project developed in 2024 was concerned with Italian consumers: in collaboration with Ipsos and Corriere della Sera, a survey was conducted on the evolution of national fruit and vegetable consumption, showing that fruit is consumed mainly at lunch and dinner, but rarely at breakfast. This insight inspired the mission for 2024: to promote fruit consumption during the first meal of the day. This came about by partnering with a news site dedicated to sports and wellness to produce content on the benefits of eating fruit for breakfast and suggest quick and easy recipes. The content was then taken up, expanded and disseminated on social media and the company blog, actively engaging in this topic.
In Spain, activities also continued in relation to the "Come Sano" project, which promotes fruit and vegetable consumption in 30 markets in Madrid, Barcelona and Seville, with activities to raise awareness of the consumption of healthy and nutritionally rich foods.
Also, with respect to the promotion of a healthy and sustainable food system, Goal 10 of the Strategic Plan focuses on food safety and product traceability. The target has been set to certify 100% of storage and processing warehouses for food safety by 2025. At the end of 2024, the number of certified warehouses increased to 86%. These certifications, combined with constant monitoring and multiple checks performed in the field, support the Group's mission to guarantee safe and high-quality products to consumers.

4. Governance information

ESRS G1 - Business conduct

Role of administrative, management and supervisory bodies

The Orsero Group, the parent company Orsero S.p.A. and all of the subsidiaries have among their primary values that of business ethics, through which they convey a message of fairness and respect for laws and domestic and foreign regulations, which applies to the entire Orsero Group and is a point of reference in the social reality in which it operates.
In this context, the Group has adopted a Code of Ethics, a Whistleblowing Policy, an Organization Management and Control Model adopted by Italian companies, a Supplier Code of Conduct and an Anti-Corruption Policy.
The Board of Directors, the Board of Statutory Auditors, the Supervisory Board (for Italian companies), the Group Internal Auditor, the Whistleblowing contact person, the General Counsel, the Investor Relator, the Chief Information Security Officer and the compliance contact persons, within the scope of their responsibilities and roles, are required to apply, comply with and monitor the application of all policies relating to the ethical conduct of people working/collaborating in the Group.

Description of the processes to identify and assess material impacts, risks and opportunities

See the section *Description of the process to identify and assess material impacts, risks and opportunities in the General Information section.*

Material business conduct-related impacts, risks and opportunities

As explained in the section *List of Impacts, Risks and Opportunities from the double materiality analysis*, the process carried out for the identification and assessment of material impacts, risks and opportunities related to business conduct, based on the Group's business models, and in light of the data and information monitored for the purpose of sustainability management and reporting, identified one material topic relating to ethical business conduct and the careful management of possible risks.

Business conduct policies and corporate culture

Information about the Orsero Group's ethical conduct policies is disseminated in a number of ways:

- Employees: through classroom lectures, online classes via the Talent LMS platform with internal courses or specific external courses. Training and updating of the topics covered is continuous.
- Suppliers: are involved and aligned with values through the dissemination of the Supplier Code of Ethics and Code of Conduct and the possibility to access the Whistleblowing reporting channel. Interaction is continuous, with possible dedicated periodic meetings.
- All other stakeholders can view the policies adopted by the Group on the company's website and send any reports via the dedicated channels.

Reports are handled mainly through the Whistleblowing channel with a dedicated platform. To protect whistleblower confidentiality and properly handle reports, the Group has established two alternative channels, both managed by the Internal Auditor (online platform and telephone number).
The reports received are collected, managed and stored using special software, in compliance with regulations and company policy. Irregularities revealed in other ways will be handled by the relevant supervisory bodies, which will report to the Board of Directors and/or the competent authorities.
In order to ensure protection of the confidentiality of the whistleblower's identity, in compliance with regulations, the WB policy specifies that the report management flow should be directed exclusively to the Internal Audit Function. This function, adequately trained and informed of the purposes and operating methods of the regulations, will act in such a way as to protect whistleblowers against any form of retaliation, discrimination or penalization, ensuring the confidentiality of the whistleblower's identity (including by means of computerized devices), as well as that of the person involved and the person in any way mentioned in the report, and the content and associated documentation. At the same time, IA takes all appropriate steps for the full assessment of the report, without prejudice to legal obligations and the protection of the rights of the company or persons accused wrongly and/or in bad faith.
IA checks whether the circumstances described in the Report are true by means of any activity it deems appropriate, including speaking with any other individuals who may have information about the facts reported, while respecting the principles of impartiality, confidentiality and protection of whistleblower identity.

The data and documents subject to the Report are stored in accordance with the law for 5 years.
Outside the Whistleblowing channel, the application of other procedures, with control points and approval flows, applied in the different business processes (purchasing, sales, credit management, etc.) can bring any irregularities to light in advance.

Management of relationships with suppliers

The Group operates with a view to building the loyalty of its suppliers by creating long-lasting relationships.
The Group's business is the import and distribution of fruit and vegetables with a focus particularly on tropical fruits. Therefore, the Group is exposed to risks related to the procurement of fruit and vegetable raw materials especially considering the availability of such materials, and the possible resulting change in business relationships with its partners.
To reduce exposure to such risks, the Group is committed to diversifying product origin in response to seasonality and variable weather conditions. Due to their widespread presence, the Group companies are able to reduce the effects of supply chain disruptions. The Group is also committed to consolidating solid and trusting relationships, cultivated year after year through careful communication and constant interaction, and establishing direct contact with producers, collaborating transparently and guaranteeing that both the product and the producer are properly valued. The Group operates with a view to building the loyalty of its suppliers by creating stable relationships over time.
Orsero follows the product supply chain from the field to its customers thanks to its management system that collects all information from the goods purchase order to the product bill of sale. The information follows the individual product from the moment it is picked up at storage centers using unique alphanumeric batch codes that, in concert with high supplier reliability, ensure safe, high-quality products for end consumers.
Whenever possible, the Group favors sourcing from producers and/or suppliers that hold GlobalGAP certification or other GFSI (Global Food Safety Initiative) certifications.

Prevention and detection of corruption and bribery

The values that shape the Group’s relations with its main stakeholders are based on the responsibility of each individual to manage their work well. To this end, Orsero has adopted the following tools to ensure ethical business conduct.

- ***The Code of Ethics***: the Group Code of Ethics defines the values and principles of conduct that inspire Orsero’s daily work, disseminating them within and outside the Group. The latest update of the Code was approved by the Orsero S.p.A. Board of Directors on February 1, 2022 and is available on the website www.orserogroup.it. The document was adopted by all Group companies and in addition some of them, like Hermanos Fernández López and Comercializadora de Fruta Acapulco, have a specific document of their own.
  The code states that the Orsero Group is committed to combating all forms of corruption and bribery: gifts, gratuities or acts of hospitality, whether given or received, are permitted only if they are of low value and in any case limited to the scope of normal business courtesy. Attitudes aimed at soliciting personal advantages for oneself or others, improperly influencing the decisions of the other party or demanding unjustified favorable treatment in dealings with any party are prohibited. In the performance of their duty or function, Recipients are required to refrain from conduct or acts that are incompatible with the obligations associated with their relationship with the Group, and from participating in any activity that may generate a conflict of interest.
- ***The Organizational Model 231***: the Group's Italian companies have an Organization, Management and Control Model pursuant to Italian Legislative Decree 231/2001. The adoption of the

Model formalizes a coherent system of values, principles and management and control procedures that aims to reduce the risk of legal liability by preventing the offenses subject to the decree, while ensuring conditions of propriety and transparency in the conduct of business, and penalizing, where appropriate, conduct that has been proven to be illegal. The 231 Model adopted by Orsero S.p.A. is available on the website www.orserogroup.it.

- ***The Anti-Corruption Policy***: in 2021 the Group published a Group Anti-Corruption Policy – approved by the Orsero S.p.A. Board of Directors on December 15 – in order to minimize the risk of conduct that could be linked to corruption of any kind. The Policy is consistent with our adherence to the UN Global Compact, whose commitments include the fight against corruption. The document was drawn up in coordination with our Code of Ethics, the Whistleblowing Policy and the Organization, Management and Control Model adopted by the Group's Italian companies. The Anti-Corruption Policy also governs the issue of conflicts of interest, referring as needed to the Related-Party Transaction Procedure adopted by the Group. Both documents are available at www.orserogroup.it.

The Board of Directors has reviewed and approved the Anti-Corruption Policy, the policy has been shared with all supervisory bodies, and management has been trained as well as other employees. All employees have been trained on the Anti-Corruption Policy.

The possibility of incidents of corruption is handled in the following ways:

- Dissemination of the Organization, Management and Control Model in accordance with Italian Legislative Decree 231/2001 (for Italian companies)
- Dissemination and application of Orsero Group Code of Ethics and Supplier Code of Conduct
- Dissemination of Orsero Group Anti-corruption Policy
- Dissemination and enforcement of the Whistleblowing Policy

The reporting channel is managed by the head of the Internal Audit function. Autonomous and independent function reporting directly to the Board of Directors. In its function as the report contact point, IA follows the relevant policy. The reporting channel is set out in the Anti-Bribery and Whistleblowing Policies, as well as in the Supplier Code of Conduct and on the company website.
All unlawful conduct and any violation of the Code of Ethics, 231 Model (for Italian companies, all of which have a Supervisory Body pursuant to Italian Legislative Decree no. 231/01) and more generally of the procedures and provisions adopted internally are governed by a reporting mechanism linked to the pertinent bodies.
The Internal Audit department contributes to ensuring compliance with the principles of propriety and transparency in the conduct of business enumerated in the Code of Ethics, to protect the Group's position and image, the expectations of shareholders and the work of employees.
The Director in charge of the internal control and risk management system implements the guidelines defined by the Board of Directors, overseeing the design, implementation and management of the internal control and risk management system (which also includes risks related to tax and non-financial issues) and constantly verifying its adequacy and effectiveness.
Specifically, risk assessments are performed within the framework of the internal control and risk management system, essentially based on a self-assessment of financial and non-financial risk by the managers of the various corporate areas. The risk assessment is regularly updated in order to have complete and up-to-date mapping of the risks to which the Group is exposed, with their assessment and classification using common metrics.
The sensitive areas on which the Orsero Group has focused its attention and adopted controls in order to pursue the purpose of the Policy and the prevention of corrupt conduct are as follows:

- Management of Relations with the Public Administration
- Commercial Assistance Agreements
- Donations, Charitable Giving, Events, Sponsorships, Gifts and Hospitality
- Conflicts of Interest

- Fulfillment of obligations concerning financial statements and corporate resolutions in application of Italian Legislative Decree 231/01 (corporate offenses)

Since all Group employees receive training on the subject, 100% of the functions assessed as sensitive have been trained on the subject.
In 2024, there were no incidents of corruption. As a result, there were no fines and no convictions.

Political influence and lobbying activities

The company does not engage in activities or engagements connected to its political influence nor is it involved in lobbying. It also does not make political contributions either financially or in kind. The Group adopts a principle of political neutrality and does not support any political party or group. None of the members of the BoD have held comparable positions in public agencies or institutions. The company operates in compliance with current regulations, keeping its business activities separate from any form of political or public involvement.

Payment practices

With reference to the European countries in which the Group operates, the payment of fruit and vegetable supplier invoices takes place in line with the provisions of the current regulations on perishable goods (in particular, EU Directive 2019/633 and the subsequent implementing decrees, adopted by the individual member states) differences may be due to agreements made with individual suppliers, contractual standards, etc. The Group pays for services within 45 days of receipt of the invoice. Transportation invoices, on the other hand, are paid within 45 days of receipt, except for extra-cee invoices, which are paid within 60 days of receipt, and sea freight invoices, which are paid in advance when the goods arrive. Mexico is a case apart, as the practice there - in line with the reference local regulations - requires the payment of product suppliers in 21 days and payment for goods and services 15 days after receiving the invoice. In Costa Rica, regulations do not define a deadline for payment of invoices between private parties, which must establish the final date by which the invoice must be paid after being issued. With regard to the sale of goods and services to the Public Sector, it is established that the PA must not pay its suppliers in a period exceeding 30 calendar days (although a shorter payment period may be agreed upon in the specifications in particular cases).
There are no outstanding legal proceedings of significant amounts for unpaid overdue invoices or late payments to SMEs from Group companies.

CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2024

Consolidated financial statements

Consolidated statement of financial position[35][36]

Thousands of €	NOTES	12.31.2024	12.31.2023
ASSETS			
Goodwill	1	127,447	127,447
Intangible assets other than Goodwill	2	10,374	10,433
Property, plant and equipment	3	188,318	184,804
Investments accounted for using the equity method	4	22,378	20,581
Non-current financial assets	5	5,664	5,291
Deferred tax assets	6	6,981	7,540
NON-CURRENT ASSETS		**361,162**	**356,096**
Inventories	7	54,533	53,118
Trade receivables	8	154,354	144,237
Current tax assets	9	14,217	12,435
Other receivables and other current assets	10	16,697	14,582
Cash and cash equivalents	11	85,360	90,062
CURRENT ASSETS		**325,160**	**314,434**
Non-current assets held for sale		**-**	**-**
TOTAL ASSETS		**686,322**	**670,530**
EQUITY			
Share Capital		69,163	69,163
Other Reserves and Retained Earnings		158,740	120,360
Profit/loss attributable to Owners of Parent		26,805	47,276
Equity attributable to Owners of Parent	**12**	**254,708**	**236,800**
Non-controlling interests	**13**	**1,692**	**1,724**
TOTAL EQUITY		**256,400**	**238,523**
LIABILITIES			
Financial liabilities	14	141,419	166,090
Other non-current liabilities	15	725	548
Deferred tax liabilities	16	4,603	4,215
Provisions	17	5,144	4,948
Employees benefits liabilities	18	9,510	8,963
NON-CURRENT LIABILITIES		**161,401**	**184,764**
Financial liabilities	14	58,411	52,576
Trade payables	19	174,132	159,973
Current tax liabilities	20	7,957	6,815
Other current liabilities	21	28,021	27,879
CURRENT LIABILITIES		**268,521**	**247,243**
Liabilities directly associated with non-current assets held for sale		**-**	**-**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		**686,322**	**670,530**

35 The notes commenting on the individual items are an integral part of these Consolidated Financial Statements
36 In accordance with Consob resolution no. 15519 of July 27, 2006, the effects of related party transactions are given in the explanatory notes to the Consolidated Financial Statements and in Annex 2 "Financial statements tables stated in accordance with Consob Resolution 15519/2006"

Consolidated income statement[37][38]

Thousands of €	NOTES	Year 2024	Year 2023
Net sales	22-23	1,571,270	1,540,813
Cost of goods sold	24	(1,424,362)	(1,369,334)
Gross profit		**146,908**	**171,478**
General and administrative expense	25	(99,139)	(100,254)
Other operating income/expense	26	(3,751)	(6,293)
Operating result		**44,018**	**64,931**
Financial income	27	2,072	1,512
Financial expense and exchange rate differences	27	(11,111)	(12,457)
Other investment income/expense	28	60	524
Share of profit/loss of associates and joint ventures accounted for using the equity method	28	2,047	1,614
Profit/loss before tax		**37,086**	**56,124**
Income tax expense	29	(9,406)	(7,995)
Profit/loss from continuing operations		**27,680**	**48,129**
Profit/loss from discontinued operations		-	-
Profit/loss for the period		**27,680**	**48,129**
Profit/loss attributable to non-controlling interests		**875**	**853**
Profit/loss attributable to Owners of Parent		**26,805**	**47,276**

€	NOTES	Year 2024	Year 2023
Earnings per share "base" in euro	31	**1.587**	**2.758**
Earnings per share "Fully Diluted" in euro	31	**1.569**	**2.748**

[37] The notes commenting on the individual items are an integral part of these Consolidated Financial Statements
[38] In accordance with Consob resolution no. 15519 of July 27, 2006, the effects of related party transactions are given in the explanatory notes to the condensed consolidated half-yearly financial statements and in Annex 1 "Financial statements tables stated in accordance with Consob Resolution 15519/2006".

Consolidated statement of comprehensive income [39][40]

Thousands of €	NOTES	Year 2024	Year 2023
Profit/loss for the period		**27,680**	**48,129**
Other comprehensive income that will not be reclassified to profit/loss, before tax	18	268	(748)
Income tax relating to components of other comprehensive income that will not be reclassified to profit/loss	29	(61)	109
Other comprehensive income that will be reclassified to profit/loss, before tax	14	1,874	(2,265)
Income tax relating to components of other comprehensive income that will be reclassified to profit/loss	29	(663)	291
Comprehensive income		**29,098**	**45,517**
Comprehensive income attributable to non-controlling interests		**875**	**853**
Comprehensive income attributable to Owners of Parent		**28,223**	**44,664**

[39] The notes commenting on the individual items are an integral part of these Consolidated Financial Statements
[40] In accordance with Consob resolution no. 15519 of July 27, 2006, the effects of related party transactions are given in the explanatory notes to the Consolidated Financial Statements and in Annex 2 “Financial statements tables stated in accordance with Consob Resolution 15519/2006”

Consolidated cash flow statement [41][42][43]

Thousands of €	NOTES	2024	2023
A. Cash flows from operating activities (indirect method)			
Profit/loss for the period		**27,680**	**48,129**
Adjustments for income tax expense	29	9,406	7,995
Adjustments for interest income/expense	27	7,885	8,301
Adjustments for provisions	8-17-24-25	1,953	2,841
Adjustments for depreciation and amortization expense and impairment loss	2-3-24-25	17,615	16,845
Other adjustments for non-monetary elements		(1,182)	14
Change in inventories	7	(1,415)	(2,373)
Change in trade receivables	8	(11,159)	1,036
Change in trade payables	19	14,159	2,492
Change in other receivables/assets and in other liabilities		(2,889)	4,940
Interest received/(paid)	27	(5,451)	(8,048)
(Income taxes paid)	29	(7,342)	(7,004)
Dividends received		650	-
Cash flow from operating activities (A)		**49,926**	**75,169**
B. Cash flows from investing activities			
Purchase of property, plant and equipment	3	(25,006)	(11,533)
Proceeds from sales of property, plant and equipment	3	366	609
Purchase of intangible assets	1-2	(1,319)	(1,687)
Proceeds from sales of intangible assets	1-2	6	-
Purchase of interests in investments accounted for using equity method	4	-	-
Proceeds from sales of investments accounted for using equity method	4	-	-
Purchase of other non-current assets	5-6	(740)	-
Proceeds from sales of other non-current assets	5-6	-	1,198
(Acquisitions)/disposal of investments in controlled companies, net of cash[44]		(559)	(51,690)
Cash Flow from investing activities (B)		**(27,252)**	**(63,102)**
C. Cash Flow from financing activities			
Increase/decrease of financial liabilities	14	(2,378)	(14,066)
Drawdown of new long-term loans	14	17,802	59,238
Pay back of long-term loans	14	(29,931)	(25,436)
Capital increase and other changes in increase/decrease	12-13	-	(286)
Disposal/purchase of treasury shares	12-13	(1,012)	(3,981)
Dividends paid	12-13	(11,857)	(6,303)
Cash Flow from financing activities (C)		**(27,376)**	**9,166**
Increase/decrease in cash and cash equivalents (A ± B ± C)		**(4,703)**	**21,233**
Cash and cash equivalents at 1st January 24-23	**11**	**90,062**	**68,830**
Cash and Cash equivalents at 31st December 24-23	**11**	**85,360**	**90,062**

[41] The notes commenting on the individual items are an integral part of these Consolidated Financial Statements
[42] In accordance with Consob resolution no. 15519 of July 27, 2006, the effects of related party transactions are given in the explanatory notes to the Consolidated Financial Statements and in Annex 2 "Financial statements tables stated in accordance with Consob Resolution 15519/2006"
[43] Refer to Notes 9-10-15-16-17-18-20-21 for the item "Changes in other receivables/assets and other payables/liabilities".
[44] Refer to the section "Business Combinations."

Consolidated statement of changes in shareholders' equity[45]

Thousands of € – NOTES 12-13	Share Capital	Treasury shares	Reserve of shareholding acquisition costs	Legal reserve	Share premium reserve	Reserve of exchange diff.es on translation	Reserve of remeasurements of defined benefit plans	Reserve of cash flow hedges	Reserve of share-based payments	Other reserves	Retained earnings	Profit/loss, attributable to Owners of parent	Equity attributable to Owners of parent	Non-controlling interests	Total equity
December 31, 2022	**69,163**	**(4,788)**	**(153)**	**997**	**77,438**	**(2,784)**	**(425)**	**638**	**-**	**(2,378)**	**31,116**	**32,265**	**201,090**	**393**	**201,483**
Allocation of the profit/loss	-	-	-	363	-	-	-	-	-	876	31,026	(32,265)	-	-	-
Issued of equity	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increase/decrease through transfers equity	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends paid	-	-	-	-	-	-	-	-	-	-	(6,022)	-	**(6,022)**	(282)	**(6,303)**
Other comprehensive income net of tax, gains/losses on remeasurements of defined benefit plans	-	-	-	-	-	-	(638)	-	-	-	-	-	**(638)**	-	**(638)**
Other comprehensive income net of tax, cash flow hedges bunker	-	-	-	-	-	-	-	(109)	-	-	-	-	**(109)**	-	**(109)**
Other comprehensive income net of tax, cash flow hedges interest rates	-	-	-	-	-	-	-	(672)	-	-	-	-	**(672)**	-	**(672)**
Other comprehensive income net of tax, cash flow hedges exchange rates	-	-	-	-	-	-	-	(250)	-	-	-	-	**(250)**	-	**(250)**
Purchase of treasury shares	-	(3,981)	-	-	-	-	-	-	-	-	-	-	**(3,981)**	-	**(3,981)**
Increase/decrease through share-based payment transactions	-	-	-	-	-	-	-	-	1,244	-	-	-	**1,244**	-	**1,244**
Change of consolidation scope	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other changes	-	-	-	-	-	(944)	(2)	-	-	(2,375)	2,182	-	**(1,139)**	759	**(380)**
Profit/loss for the period	-	-	-	-	-	-	-	-	-	-	-	47,276	**47,276**	853	**48,129**
December 31, 2023	**69,163**	**(8,769)**	**(153)**	**1,360**	**77,438**	**(3,728)**	**(1,065)**	**(392)**	**1,244**	**(3,877)**	**58,302**	**47,276**	**236,800**	**1,724**	**238,523**

[45] The notes commenting on the individual items are an integral part of these Consolidated Financial Statements

Thousands of € – NOTES 12-13	Share Capital	Treasury shares	Reserve of shareholding acquisition costs	Legal reserve	Share premium reserve	Reserve of exchange diff.es on translation	Reserve of remeasurements of defined benefit plans	Reserve of cash flow hedges	Reserve of share-based payments	Other reserves	Retained earnings	Profit/loss, attributable to Owners of parent	Equity attributable to Owners of parent	Non-controlling interests	Total equity
December 31, 2023	**69,163**	**(8,769)**	**(153)**	**1,360**	**77,438**	**(3,728)**	**(1,065)**	**(392)**	**1,244**	**(3,877)**	**58,302**	**47,276**	**236,800**	**1,724**	**238,523**
Allocation of the profit/loss	-	-	-	1,108	-	-	-	-	-	10,579	35,589	(47,276)	-	-	-
Issued of equity	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increase/decrease through transfers equity	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends paid	-	-	-	-	-	-	-	-	-	-	(10,158)	-	**(10,158)**	(1,700)	**(11,857)**
Other comprehensive income net of tax, gains/losses on remeasurements of defined benefit plans	-	-	-	-	-	-	206	-	-	-	-	-	**206**	-	**206**
Other comprehensive income net of tax, cash flow hedges bunker	-	-	-	-	-	-	-	266	-	-	-	-	**266**	-	**266**
Other comprehensive income net of tax, cash flow hedges interest rates	-	-	-	-	-	-	-	(703)	-	-	-	-	**(703)**	-	**(703)**
Other comprehensive income net of tax, cash flow hedges exchange rates	-	-	-	-	-	-	-	2,801	-	-	-	-	**2,801**	-	**2,801**
Purchase of treasury shares	-	(1,012)	-	-	-	-	-	-	-	-	-	-	**(1,012)**	-	**(1,012)**
Increase/decrease through share-based payment transactions	-	-	-	-	-	-	-	-	1,139	-	-	-	**1,139**	-	**1,139**
Change of consolidation scope	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other changes	-	-	-	-	-	(1,153)	5	-	(39)	386	(636)	-	**(1,437)**	793	**(644)**
Profit/loss for the period	-	-	-	-	-	-	-	-	-	-	-	26,805	**26,805**	875	**27,680**
December 31, 2024	**69,163**	**(9,781)**	**(153)**	**2,469**	**77,438**	**(4,881)**	**(854)**	**1,972**	**2,344**	**7,089**	**83,097**	**26,805**	**254,708**	**1,692**	**256,400**

Certification of the Consolidated Financial Statements pursuant to Article 81-ter of Consob Regulation no. 11971 of May 14, 1999, as amended

1. The undersigned Edoardo Dupanloup, Corporate Accounting Reporting Officer of the Orsero Group, taking into account the provisions of Art. 154-bis, paragraphs 3 and 4, of Italian Legislative Decree no. 58 of February 24, 1998, hereby certifies:
   - the adequacy, considering the Company's characteristics, and
   - the effective application of administrative and accounting procedures for the preparation of the consolidated financial statements during the period closed as at December 31, 2024.
2. No significant issues arose.
3. It is further certified that:

3.1 The consolidated financial statements:

a) are prepared in accordance with International Financial Reporting Standards as endorsed by the European Community pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of July 19, 2002;

b) coincide with the underlying books and accounting records;

c) provide a true and correct representation of the financial position of the issuer and the group of companies included in the scope of consolidation.

3.2 The Report on Operations, prepared in a single format for both the separate and consolidated financial statements, contains a reliable analysis of the business outlook and management result, the financial position of the issuer and group of companies included in the scope of consolidation and a description of the main risks and uncertainties they are subject to.

Milan, March 13, 2025

Edoardo Dupanloup
Corporate Accounting Reporting Officer

Certification of the Sustainability Statement pursuant to Art. 81-ter, paragraph 1, of Consob Regulation no. 11971 of May 14, 1999, as subsequently amended and supplemented

The undersigned Edoardo Dupanloup, Corporate Accounting and Sustainability Statement Officer of Orsero S.p.A., hereby certifies, pursuant to Art. 154-bis, paragraph 5-ter, of Italian Legislative Decree no. 58 of February 24, 1998, that the sustainability statement included in the Directors' Report was drafted:

a) in accordance with the reporting standards applied pursuant to Directive 2013/34/EU of the European Parliament and of the Council of June 26, 2013, and Italian Legislative Decree No. 125 of September 6, 2024;

b) with the specifications adopted pursuant to Article 8(4) of Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020.

Milan, March 13, 2025

Edoardo Dupanloup
Corporate Accounting Reporting Officer

Notes to the Consolidated Financial Statements as at December 31, 2024

General information

Orsero S.p.A. (the “Parent Company” or the “Company” and, together with its subsidiaries, the “Group” or the “Orsero Group”) is a company with its shares listed on the EURONEXT STAR Milan Market since December 23, 2019. Orsero S.p.A. is a company with legal personality, organized under the laws of the Republic of Italy. The registered office of the Parent Company and, thus, of the Group is Via Vezza d’Oglio 7, Milan, Italy. The Orsero Group boasts a consolidated presence both directly and indirectly through its subsidiaries and/or associates in Europe, Mexico and Latin America, although it mainly operates in Europe.
As at December 31, 2024, the Company’s share capital totals Euro 69,163,340.00, divided up into 17,682,500 ordinary shares with no nominal value.
The Group’s business is focused on the import and distribution of fruit and vegetables, identifying three business units: Distribution, Shipping and Holding & Services.

Form and content of the consolidated financial statements and other general information

Statement of compliance with the IFRS and preparation criteria
These Group Consolidated Financial Statements as at December 31, 2024, prepared on the basis that the Parent Company and its subsidiaries continue to operate as a going concern, were prepared in accordance with Art. 2 and 3 of Italian Legislative Decree no. 38 of 2/28/2005 and in compliance with the International Financial Reporting Standards (IFRS), the interpretations provided by the International Financial Reporting Interpretations Committee (IFRIC) and the Standing Interpretations Committee (SIC), endorsed by the European Commission as per the procedure envisaged by Regulation (EC) 1606/2002, issued by the European Parliament and Council in July 2002 and in force as at the reporting date, as well as with the previous International Accounting Standards (IAS). Hereinafter in the Consolidated financial statements, to simplify matters, all these standards and interpretations will together be defined as “IFRS”.
In preparing this document, consideration was given to the provisions of Art. 9 of Italian Legislative Decree no. 38 of 2/28/2005, the provisions of the Italian Civil Code, Consob Resolutions no. 15519 (“Provisions on the financial statements tables to be issued in implementation of Art. 9, paragraph 3 of Italian Legislative Decree no. 38 of 2/28/2005”) and no. 15520 (“Amendments and supplements to the regulation setting out provisions implementing Italian Legislative Decree no. 58/1998”), both dated July 27, 2006, and those of Consob communication no. DEM/6064293 of July 28, 2006 (“Corporate disclosure of listed issuers and issuers with financial instruments disseminated amongst the public pursuant to Art. 116 of the TUF”) and Art. 78 of the Issuers' Regulation. It is specified that with reference to Consob Resolution no. 15519 of July 27, 2006 on the financial statements tables, specific additional tables have been added representing the statement of financial position, the income statement, the statement of comprehensive income and the statement of cash flows, highlighting significant related party transactions and the effects of non-recurring income and expense in order to avoid compromising the overall legibility of the financial statements tables.
The Group’s consolidated financial statements are presented in Euro, the functional currency in economies in which the Group mainly operates, and the amounts indicated on the consolidated accounting schedules and the notes are stated in thousands of euros. These consolidated financial statements are compared with last year's consolidated financial statements, which were prepared applying the same criteria except for that

described in the paragraph entitled "Accounting standards, amendments and IFRS interpretations applied starting January 1, 2024". It should be noted, in fact, that the accounting standards applied are in line with those adopted in preparing the consolidated statement of financial position at December 31, 2023, as well as the 2023 income statement, in accordance with IFRS. Regarding
the comparability of data, it should be noted that effective January 1, 2024, 100% of the capital of the Costa Rican company Inmobiliaria Pacuare Limitada was consolidated line-by-line.
The consolidated financial statements have been drawn up in accordance with the general historical cost principle, with the exception of financial assets, derivative instruments and inventories of fruit stock ripening, measured at fair value. Please also note that the directors have prepared the consolidated financial statements in accordance with paragraphs 25 and 26 of IAS 1 due to the strong competitive position, high profitability, and soundness of the equity and financial structure achieved.
The IFRS were applied on a consistent basis with the indications provided in the "Framework for the preparation and presentation of financial statements" and no critical issues which required derogations in accordance with paragraph 19 of IAS 1, arose. Assets and liabilities are stated separately, without netting.
On March 13, 2025, the Board of Directors of the Parent Company approved the draft separate and consolidated financial statements of Orsero S.p.A. and authorized their publication. To prepare the consolidated financial statements, the financial statements as at December 31, 2024 of the Parent Company Orsero S.p.A. and its subsidiaries and associated companies included in the scope of consolidation were used, as detailed below, approved by the respective Boards and/or Management Bodies. The consolidated financial statements as at December 31, 2024 were audited by KPMG S.p.A.

Content and form of the consolidated financial statements
The Consolidated Financial Statements consist of the statement of financial position, income statement, statement of comprehensive income, statement of cash flows, statement of changes in equity and these notes, applying the provisions of IAS 1 "Presentation of the financial statements". The Group has adopted the following consolidated financial statements:

- consolidated statement of financial position, which divides assets, liabilities and equity as well as classifying assets and liabilities as current and non-current;
- consolidated income statement, in which costs are presented using the "allocation" classification, a structure considered more representative than presentation by type;
- consolidated statement of comprehensive income, which reports revenue and cost items that are not recognized in profit (loss) for the year as required or permitted by IFRS;
- consolidated statement of cash flows, presented using the "indirect method";
- consolidated statement of changes in equity reporting all changes during the year under review.

The choice of these statements allows the Group's equity, economic and financial situation to be represented in a truthful, correct, reliable and more relevant manner. The form chosen is, in fact, consistent with internal reporting and management. Please also remember that with its Resolution no. 15519 of July 27, 2006, Consob asked that the accounts given in the financial statements should highlight, if of significant value, any additional sub-items to those already specifically required by IAS 1 and the other international accounting standards, so as to highlight separately from the items of reference, the amount of all related party transactions and positions, as well as, insofar as regards the income statement, the positive or negative items of income deriving from non-recurring or unusual transactions. This information requested has been included in Notes 26 and 34 and in Annex 2 "Financial statements tables stated in accordance with Resolution 15519/2006".

Consolidation principles and area

These consolidated financial statements include not only the financial statements of the Parent Company but also the line-by-line consolidation of the financial statements of the companies over which it has direct or indirect control. The Group also has equity investments in associates and other businesses, all entered as non-current assets. These equity investments are recorded using either the equity method or cost of purchase/subscription, including any ancillary costs.

Subsidiaries and consolidation criteria

Subsidiaries are consolidated from the date on which the Group effectively acquires control and cease to be consolidated from the date on which control is transferred outside the Group. Control over subsidiaries exists, as defined by standard IFRS 10, when the Parent Company is exposed to variable returns or has rights over such returns, deriving from its relationship with them and, at the same time, has the capacity to impact such returns, exercising its power over these entities; this above all consists of having the majority of the votes that can be cast and a dominant influence in the ordinary shareholders' meeting. The existence of control is reassessed whenever facts and circumstances indicate that there are changes to one of these defining elements of control. The consolidated accounting positions are prepared as at December 31, i.e. as at the reference date of the consolidated accounting position; they are generally those specifically prepared and approved by the Boards of Directors of the individual companies, duly rectified, where necessary, to standardize them with the Parent Company's accounting standards and make them consistent with the international accounting standards IAS/IFRS. Inactive subsidiaries, for which the specific dynamic of the consolidation means that no significant effects are seen, and those comprising insignificant fixed assets, both in terms of investments and equity and economic values, are excluded from the line-by-line consolidation. These businesses are instead measured using the criteria applied for equity investments in other companies.
Equity investments in subsidiaries are detailed in the paragraph on "List of companies consolidated on a line-by-line basis", whilst any changes in investment shares are explained in the paragraph on "Changes to the consolidation area made during the year and thereafter". The consolidation method used is line-by-line. The criteria adopted for line-by-line consolidation are described below. the assets and liabilities, expenses and income of the fully consolidated entities are assumed line by line, attributing to minorities, where applicable the portion of equity and of net profit/loss for the year due to them; these portions are shown separately in the context of equity (under "Minority interests") and of the income statement ("profit/loss attributable to minority interests"). The book value of the equity investments held by the parent company and/or other companies of the Group is eliminated against the corresponding portion of shareholders' equity of the subsidiaries, assuming for the individual elements of assets and liabilities the current value at the date of acquisition of control. The positive difference between the carrying amount of the consolidated equity investments and the corresponding equity, adjusted to take into account the carrying amount as at the date of asset and liability acquisition, is attributed to the asset item "Goodwill"; if instead the difference is negative, it is recognized in the income statement as required by IFRS 3. The residual difference is recognized in such a way that the consolidated financial statements present:

- the Share capital, Legal reserve and Share premium, if any, of the Parent Company;
- the other specific reserves (i.e. Reserve for exchange rate differences on conversion, Reserve for revaluations of defined benefit plans, etc.) also at the level of the consolidated financial statements;
- profits and/or losses carried forward, representing the reserves of undivided profits and losses of the subsidiaries, modified where appropriate, to reflect consolidation adjustments.

The profit and loss deriving from the sale of investments in consolidated companies are allocated to equity attributable to shareholders of the parent company as transactions with shareholders for the amount corresponding to the difference between the price of sale and the corresponding portion of consolidated equity sold. If the sale results in the loss of control and, therefore the deconsolidation of the equity investment, the

difference between the price of sale and the corresponding portion of consolidated shareholders' equity sold is noted as profit or loss on the income statement. Inter-group balances and transactions, including any unrealized gains towards third parties deriving from relations entertained with Group companies, are derecognized net of the related tax effect, if significant. Unrealized losses are not derecognized if the transaction provides evidence of a reduction in value of the asset transferred. Please therefore note that with the consolidation procedure, credit and debt relations existing as at the reporting date between consolidated companies are derecognized, as are income and expense deriving from transactions implemented between Group companies consolidated on a line-by-line basis; the dividends received from companies consolidation using the line-by-line method are reversed, as is impairment booked on equity investments on the period financial statements. The elimination of inter-company items described above also includes any debits or credits of Italian consolidated subsidiaries with respect to the Parent Company as regards Corporate Income Tax (IRES). The Parent Company, along with all Italian subsidiaries, with the exception of the ship-owning company which has opted for the tonnage tax, adhere to the tax consolidation system established by Orsero pursuant to articles 117 et seq. of the Consolidated Income Tax Act, and a similar system has been activated in France for AZ France and its subsidiaries, Postifruit and Fruttica and Blampin SAS and all of its subsidiaries.
The consolidated financial statements of Orsero are prepared in Euro as it represents the functional currency of the Parent Company Orsero and of all the companies included in the scope of consolidation, with the exception of:

- the Argentina-based company Rost Fruit S.A.;
- Costa Rican companies Simbarica S.r.l., Orsero Costa Rica S.r.l. and Inmobiliaria Pacuare Limitada;
- the Colombia-based company Simbacol S.A.S.;
- the Chile-based company Hermanos Fernández Chile S.A.;
- the Mexico-based companies Comercializadora de Frutas S.A.C.V. and Productores Aguacate Jalisco S.A.C.V.

The individual financial statements of each company belonging to the Group are prepared in the currency of the primary economic context in which it operates (functional currency). The conversion of the items of financial statements denominated in currencies other than the Euro is carried out applying current exchange rates at the end of the year. The income statement items are instead converted at average exchange rates of the year. Exchange rate conversion differences resulting from the comparison of the initial equity converted at current exchange rates and the same converted at historical exchange rates, are recognized under equity item “Exchange rate difference conversion reserve”. The exchange rates used for the conversion into Euro of the financial statements of foreign subsidiaries, prepared in local currency, are shown in the following table:

	12.31.2024	2024	12.31.2023	2023
Argentine Peso	1,070.81	1,070.81	892.924	892.924
Costa Rica Colon	529.133	558.351	575.561	586.940
Colombian Peso	4,577.55	4,407.14	4,267.52	4,675.00
Mexican Peso	21.550	19.8310	18.7230	19.1830
Chilean Peso	1,033.76	1,020.66	977.070	908.197

Associated companies and other companies

Associates are those over which the Group exerts significant influence, which is assumed to exist when the equity investment ranges between 20% and 50%. In the consolidated financial statements, equity investments in these types of companies are valued using the equity method. In application of this method, the shares of the results are recorded in the consolidated financial statements from the date on which the significant influence begins until the date on which it ends, and the book value of these investments is aligned with the

shareholders' equity of the companies, adjusted where necessary to reflect the application of IFRS, as well as any higher values attributed to assets and/or goodwill as determined at the time of the acquisition, with a process similar to that used for acquisitions of controlling interests.
Should the portion attributable to the Group of the loss recognized by an associate exceed the carrying amount of the investment (therefore, if the equity is negative), the value of the investment is set to zero, and the share of additional losses is not recognized, except and to the extent in which the Group is obliged to take responsibility for it due to legal or implicit obligations of the investee, in which case it will be recognized in a specific provision. Dividends are always eliminated in full. In the case of investee companies whose currencies are different from the Euro, the valuation is carried out by applying year-end exchange rates, with any differences arising from the translation of initial shareholders' equity items at current closing exchange rates compared with those applied at the end of the previous year posted directly to consolidated shareholders' equity. Significant shareholdings in associated companies are tested for impairment.
There are no significant restrictions on the capacity of associates valued at equity to transfer funds to the investor, to pay dividends or repay loans or advances. These equity investments are detailed in the paragraph on *“List of companies consolidated using the equity method”*, whilst any changes in them are explained in the paragraph on *“Changes to the consolidation area made during the year and thereafter”*.
Minor associated companies are excluded from consolidation with the equity method, since their consolidation does not produce significant effects. These businesses are instead measured using the criteria applied for equity investments in other companies.
The latter is a residual category, which includes companies in which the Group holds minority interests and over which it exercises no influence. These investments, which are immaterial in value, are valued at purchase or subscription cost, deemed representative of the relative fair value.

Disclosure on equity investments in other companies

The consolidated financial statements must be prepared in accordance with IFRS 12 “Disclosure of Interests in Other Entities”, which includes all the disclosure provisions previously included in IAS 27 related to the consolidated financial statements as well as all the disclosures of IAS 31 and IAS 28 related to the equity investments of a company in subsidiaries, joint ventures, associates and structured vehicles and also provides for new disclosure cases. The purpose of the standard is to require an entity to disclose information that allows users of the financial statements to assess the nature and risks of its investments in other entities and the effects of such investments on the statement of financial position, on the economic result and on financial flows.

Scope of consolidation

The consolidation area is specifically detailed and is accompanied by further information as required by legislation, in particular IFRS 10 and 12 and Arts. 38 and 39 of Italian Legislative Decree no. 127/91, in these notes. Below are the lists of companies consolidated using the line-by-line method, as they are directly or indirectly controlled, of those valued using the equity method and those valued at cost.

List of companies consolidated on a line-by-line basis

Name	Head office	Investment percentage			Share Capital	Profit/Loss *	Currency
		Direct	Indirect	Interest held by			
AZ France S.A.S.	Cavaillon (France) - 56, Avenue JP Boitelet	100.00%			3,360,000	5,559,926	€
Bauza S.A.S.	Rouen - Avenue du Commandant Bicheray		97.33%	Blampin S.A.S.	513,100	1,156,494	€
Bella Frutta S.A.	Athens (Greece) - 4 Tavrou Str., Ag. Ioannis Rentis	100.00%			1,756,800	1,145,941	€
Blampin S.A.S.	Marseille - Min Les Arnavaux	93.30%****			3,039,898	9,182,033	€
Blampin Fruit Import	Rungis - 25 rue de Montpellier		97.01%	Blampin S.A.S.	1,335,894	1,766,627	€
Blampin Nice S.A.S.	Nice - Min Saint Augustin Pal 2		100.00%	Blampin S.A.S.	1,200,000	2,086,949	€
Blampin Service S.A.S.U.	Marseille - Min Les Arnavaux		100.00%	Blampin S.A.S.	10,000	80,820	€
Capexo S.A.S.	Chevilly-Larue - 32-34 avenue Georges Guynemer	100.00%			300,000	4,119,467	€
Comercializadora de Frutas S.A.C.V.	Tinguindin (Mexico) - Carretera Zamora-Los Reyes km. 37,5		100.00%	AZ France S.A.S.	3,299,376	33,611,503	pesos
Cosiarma S.p.A.	Genova (Italy) - via Operai 20	100.00%			2,600,000	5,627,777	€
Couton S.A.S.	Tours - Marchè de Gros de Rochepinard		98.91%	Blampin S.A.S.	810,080	539,770	€
D'Oriano	Nice - Min Saint Augustin Pal 13		100.00%	Blampin S.A.S.	98,400	552,918	€
Eurofrutas S.A.**	Alverca (Portugal) - Estrada principal Casal das Areias 205	100.00%			1,100,753	(258,593)	€
Fresco Ships' A&F S.r.l.	Vado Ligure (Italy) - Via Trieste, 25	100.00%			258,000	223,607	€
Fruttica S.A.S.***	Cavaillon (France) - 89, Chemin du Vieux Taillades		100.00%	Postifruits S.A.S.	100,000	581,637	€
Fruttital S.r.l.	Milano (Italy) - Via Vezza D'Oglio 7	100.00%			5,000,000	7,281,750	€
Galandi S.r.l.	Firenze (Italy) - Via S. Allende 19 G1	100.00%			500,000	249,774	€
GP Frutta S.r.l.***	Canicattì (Italy) - Via S. Sammartino 37		100.00%	Postifruits S.A.S.	10,000	(350)	€
Hermanos Fernández López S.A.	Cox (Alicante) - Avenida de la Industria, s/n P.I. San Fernando	100.00%			258,911	2,224,967	€
Hermanos Fernández Chile S.p.A.	Las Condes (Chile) - Avenida Vitacura 2909		100.00%	Hermanos Fernández López S.A.	10,000,000	4,557,943	pesos
I Frutti di Gil S.r.l.	Milano (Italy) - Via Vezza D'Oglio 7	51.00%			10,000	(166,361)	€
Inmobiliaria Pacuare PLI Limitada	San Jose de Costa Rica - Oficientro Ejecutico La Sabana Edificio torre 1	100.00%			180,406,235	8,715,124	colones

Isa Platanos S.A.	La Laguna - Tenerife (Spain) - Los Rodeos Edificio Star		100.00%	Hermanos Fernández López S.A.	641,430	93,066	€
Kiwisol LDA**	Folgosa (Portugal) - Rua de Santo Ovidio 21		99.75%	Eurofrutas S.A.	523,738	(398,416)	€
Mighirian Frères S.A.S.	Rungis - 38 Avenue de Lorraine		100.00%	Blampin S.A.S.	497,341	533,292	€
Orsero Costa Rica S.r.l.	San Jose de Costa Rica - Oficientro Ejecutico La Sabana Edificio torre 1		100.00%	Cosiarma S.p.A.	215,001,000	185,137,504	colones
Orsero Produzione S.r.l.	Milano (Italy) - Via Vezza D'Oglio 7	100.00%			100,000	140,492	€
Orsero Servizi S.r.l.	Milano (Italy) - Via Vezza D'Oglio 7	100.00%			100,000	(48,120)	€
Postifruits S.A.S.***	Cavaillon (France) - 89, Chemin du Vieux Taillades		100.00%	AZ France S.A.S.	7,775	852,235	€
Productores Aguacate Jalisco S.A.C.V.	Ciudad Guzman (Mexico) - Constitucion 501 Centro C.P. 49000		70.00%	Comercializadora de Frutas S.A.C.V.	12,646,666	18,568,402	pesos
R.O.S.T. Fruit S.A.	Buenos Aires (Argentine) - Corrientes 330 - 6° 612	80.00%	20.00%	Orsero Produzione S.r.l.	24,096,320	(5,994,424)	pesos
Simba S.p.A.	Milano (Italy) - Via Vezza D'Oglio 7	100.00%			200,000	2,780,316	€
Simbacol S.A.S.	Medellin (Colombia) - Carr. 25 1 A SUR 155 OF 1840		100.00%	Simba S.p.A.	50,172,500	4,024,013	pesos
Simbarica S.r.l.	San Jose de Costa Rica - Oficientro Ejecutico La Sabana Edificio torre 1		100.00%	Simba S.p.A.	100,001,000	-	colones
Soulage Favarel S.A.S.	Toulouse - 146-200 Avenue des Etats Unis		100.00%	Blampin S.A.S.	483,104	893,993	€
Thor S.r.l.	Milano (Italy) - Via Vezza D'Oglio 7	100.00%			10,000	26,079	€

* Results of the companies indicated in accordance with international accounting standards
** Companies that are part of the Eurofrutas consolidated group; separate financial statement data indicated in accordance with international accounting standards
*** Companies that are part of the Fruttica consolidated group; separate financial statement data indicated in accordance with international accounting standards
**** Fully diluted taking into account the put/call option on 13.3% accounted for based on the "anticipated method"

List of companies valued using the equity method

Name	Head office	Investment percentage			Share Capital	Currency
		Direct	Indirect	Interest held by		
Agricola Azzurra S.r.l.	Via Salvador Allende 19, Firenze (Italy)	50.0%			200,000	€
Tirrenofruit S.r.l.	Via Salvador Allende 19/G1, Firenze (Italy)		16.0%	Orsero Produzione S.r.l.	500,000	€
Fruport Tarragona S.L.	Moll de Reus Port de Tarragona (Spain)	49.0%			82,473	€
Bonaoro S.L.	Santa Cruz de Tenerife (Spain) Carretera General del Norte, 23, La Vera Orotava (LA)		50.0%	Hermanos Fernández López S.A.	2,000,000	€
Moño Azul S.A.	Moño Azul s.a.c.i y A., Buenos Aires, Tucumàn 117, Piso 8°, Argentine.		19.19%	Fruttital S.r.l.	367,921,764	pesos

List of other associated companies:

Name	Head office	Investment percentage			Share Capital	Currency
		Direct	Indirect	Interest held by		
Citrumed S.A.	Bouargoub (Tunisia) Borj Hfaïedh - 8040		50.0%	AZ France S.A.S.	200,000	€
Decofrut Bcn S.L.	Barcellona (Spain) - Calle Sicilia 410		40.0%	Hermanos Fernández López S.A.	500,000	€

The associates mentioned above have marginal levels of activity in relation to the size of the Group and are entered at purchase or subscription cost, which is considered representative of the related fair value that is reduced for any impairment losses.

Business combinations and asset acquisition

Business combinations are recognized in compliance with IFRS 3 according to the "acquisition method", which entail the recognition in the consolidated financial statements of assets and liabilities of the combined company as if they had been individually acquired. The consideration paid in a business combination is measured at fair value, determined as the sum of the fair values at the acquisition date, of the assets transferred by the acquiring company to the former shareholders of the acquired company, of the liabilities incurred by the acquiring company for these assets, and equity interests issued by the acquiring company. With respect to the above, it should be noted that the other classes of assets and liabilities (such as deferred tax assets and liabilities, assets and liabilities for employee benefits, liabilities or capital instruments related to share-based payments of the company acquired and assets and liabilities held for sale) are instead allocated according to their reference standard. The costs related to the acquisition are recorded as expenses in the periods in which they are incurred. In the event of business combinations that occur in stages, the investment previously held by the Group in the acquired company is restated at fair value on the date control is acquired, and any resulting profit or loss is recognized in the income statement.
Goodwill is recognized on the date the Group assumes control of the entity and is measured as the difference between:

- the consideration paid,

- the net value, at the acquisition date, of the identifiable assets acquired and the liabilities assumed, measured at fair value.

If the fair value of the net identifiable asset acquired is greater than the consideration paid, the resulting difference is recognized in the income statement as income deriving from the transaction, on the acquisition date, after verifying if the fair value of the acquired assets and liabilities is correct. If, at the end of the year in which the business combination took place, the initial recognition of a business combination is incomplete, it must be recognized using provisional values. Adjustments to the provisional values recorded at the acquisition date are recognized retroactively to reflect the new information obtained on the facts and circumstances at the acquisition date that, had they been known, would have affected the measurement of the amounts recognized on that date. The measurement period lasts for 12 months from the acquisition date. Any contingent consideration defined in the business combination agreement is measured at the acquisition-date fair value and included in the value of the consideration transferred in the business combination for the purpose of the calculation of goodwill. Any subsequent changes to that fair value, which can be classified as adjustments occurring during the measurement period, are included in goodwill, retrospectively. After the initial recognition, goodwill is measured at cost net accumulated amortization and write-downs. Subsequent changes in the fair value of contingent consideration are recognized in the income statement or statement of comprehensive income if the contingent consideration is a financial asset or liability.
The methodological process used for the first line-by-line consolidation of the acquired companies as required by the reference accounting standards is provided below.
The acquisitions were recorded in compliance with IFRS 3 on the business combinations that envisage conformity in the phases provided for in applying the acquisition method:

- determination of the date control is acquired,
- determination of the total consideration for the acquisition,
- recognition and measurement of identifiable assets acquired, and liabilities assumed,
- recognition and measurement of goodwill or any profit generated by an acquisition at favorable prices,
- definition of Cash Generating Units and allocation of goodwill,
- definition of the measurement period, determination of the elements included in the business combination transaction, including ancillary costs to the acquisition.

In the case of the acquisition of companies holding only assets, the Group believes that the conditions are not met for such transactions to be considered business combinations. Accordingly, acquisitions of such companies will be treated as asset acquisitions for accounting purposes.

Acquisition of Inmobiliaria Pacuare PLI Limitada

On February 21, 2024, Orsero S.p.A. finalized an agreement to purchase 100% of Inmobiliaria Pacuare PLI Limitada, a Costa Rican company that owns an office in Costa Rica, which is leased to a Group company.

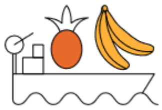
Since this is an acquisition of a company holding a single asset, the office leased to an Orsero Group company, the assets and liabilities acquired do not meet the definition of IFRS 3 - Business Combinations. Therefore, these assets and liabilities were accounted for as acquisitions of individual assets and liabilities, allocating the difference between price paid and the net assets acquired to Property, plant and equipment and specifically to Land and Buildings.

Consideration paid

The acquisition consideration amounted to Euro 662 thousand for the acquisition of 100% of the company's share capital, transferred by means of cash and cash equivalents. This consideration was assumed based on the market values of the property.

Changes in the consolidation area made during the year and thereafter

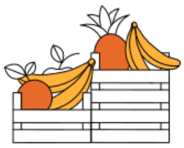
With respect to the changes taking place in 2024, it should be noted that effective January 1, 2024, 100% of the capital of the Costa Rican company Inmobiliaria Pacuare limitada was consolidated line-by-line.
Following the above transaction, the corporate structure (in a summary version, but more representative) is more streamlined and direct as shown below:



Shipping

COSIARMA
Italy

ORSERO CR
Costa Rica



Distribution

FRUTTITAL
Italy

GALANDI
Italy

AGRICOLA AZZURRA *
Italy 50%

I FRUTTI DI GIL
Italy 51%

SIMBA
Italy

SIMBACOL
Colombia

BELLA FRUTTA
Greece

EUROFRUTAS
Portugal

COMM. DE FRUTA ACAPULCO
Mexico

AZ FRANCE
France

BLAMPIN **
France

CAPEXO
France

FRUTTICA
France

H.NOS FERNANDEZ LOPEZ
Spain

BONAORO *
Spain 50%

CITRUMED ***
Tunisia 50%

MOÑO AZUL *
Argentina 19,2%

Holding & Services

ORSERO SPA
Italy

FRESCO SHIP'S AGENCY & FOWARDING
Italy

ORSERO SERVIZI
Italy

FRUPORT *
Spain 49%

* Equity Method
** 80% of fully diluted share capital
*** At cost

Valuation criteria

Below are the main criteria adopted for the preparation of the consolidated financial statements at December 31, 2024; the valuation criteria are applied uniformly by the Parent Company and by all consolidated companies. When, in relation to specific events or as a result of the development of accounting practice, a change is made in the accounting standards applied in a year, the Notes are intended to provide all the appropriate explanations to allow comparison with the previous year, if necessary, by providing for the correction/re-alignment of the figures of the related financial statements. Please note that in preparing the consolidated financial statements as at December 31, 2024, the same consolidation standards and the same measurement criteria were applied as used to prepare the consolidated financial statements as at December 31, 2023, with the exception of what is set forth in the section "Accounting standards, amendments and IFRS and IFRIC interpretations applied from January 1, 2024".

Goodwill

If businesses are acquired, the assets, liabilities and potential liabilities acquired and identifiable are booked at current (fair) value, as at the date of acquisition. The positive difference between the price paid for the acquisition and the interest held by the shareholders of the Parent Company in the present value of the assets and liabilities acquired is classified as "Goodwill". Any negative difference (badwill) is instead recognized in the income statement at the time of acquisition. Goodwill is posted as an asset with an undefined useful life and is not subject to amortization, and the recoverability of the recognized value is verified at least annually and, in any case, when events occur that may lead to an impairment, taking into account the criteria set out in IAS 36. Impairment is recognized in the income statement and is not subsequently reinstated. In the event of the disposal of a subsidiary, the net value of goodwill attributable to it is included in the determination of the capital gain or loss from the disposal. It should be noted that starting in 2023, following an analysis carried out with the support of an external consultant, a new allocation and monitoring structure for goodwill was implemented, involving an aggregation into the broader Distribution CGU Group instead of individual Country CGUs.

Intangible assets other than goodwill

Intangible assets other than goodwill are assets that are not physical, identifiable, controlled by the Group, and that can produce future economic benefits.
Intangible assets other than goodwill are recognized as assets in accordance with IAS 38 - Intangible Assets, when they are identifiable, it is likely that their use will generate future economic benefits and the cost can be reliably determined. These assets are stated at purchase or production cost, inclusive of all ancillary expenses incurred, and amortized on a straight-line basis over their useful lives. Intangible assets with definite useful life are amortized systematically from the time the asset is available for use for the period of their expected usefulness. The useful life is reviewed annually and any changes, where necessary, are made with prospective application. The recoverability of their value is verified according to the criteria set forth in IAS 36. Costs incurred subsequently are capitalized only when the expected future economic benefits which are attributable to the asset they refer to are increased. All other subsequent costs are allocated to profit and loss during the year in which they are incurred.
Costs incurred internally for the development of new products and services (mainly software costs) are intangible assets generated internally, recognized as assets only if all of the following conditions are met: existence of technical feasibility and intention to complete the asset so as to make it available for use or sale, the Group's ability to use or sell the asset, existence of a market for products and services resulting from the asset or its usefulness for internal purposes, existence of adequate technical and financial resources to complete the development and sale or internal use of the products and services that result from it, reliability of the cost recognition attributable to the asset during its development. Capitalized development costs, where existing, include only expenses incurred that can be attributed directly to the development process and are amortized on a systematic basis from the beginning of production over the estimated product / service life.
Research costs are charged to the income statement in the year in which they are incurred.
Patents and intellectual property rights are mainly related to application software licenses, which are amortized on a straight-line basis over their contractual useful life. Concessions, licenses and trademarks are essentially related to the fees paid for the exercise of commercial activities located within the general markets and amortized on the basis of the duration of the concession, as well as the costs of using licensed software programs, amortized on average over a three-year period. These expenses are recognized as assets in accordance with IAS 38 "Intangible Assets", when it is likely that their use will generate future economic benefits and when their cost can be reliably determined.
Assets in progress and advances include the balance of investments in assets not yet in service at year-end and therefore not subject to amortization.

Other intangible assets purchased or produced internally are recognized as assets, if existing, in accordance with IAS 38 (Intangible Assets), when it is likely that their use will generate future economic benefits and when their cost can be reliably determined.
Other intangible assets recognized as a result of the acquisition of a company are recognized separately from goodwill if their current value can be determined reliably.

Property, plant and equipment

Property, plant and equipment are assets that are physical, identifiable, controlled by the Group, and that can produce future economic benefits. Tangible assets purchased or produced internally are recognized as assets in accordance with IAS 16 - Property, Plant and Equipment, when it is likely that their use will generate future economic benefits and when their cost can be reliably determined. They are recorded at historical cost of purchase, production or transfer, including the ancillary expenses required to make the asset available for use deducted from the cumulative accumulated depreciation and any write-downs made to adjust their value to the expected lower future utility. Subsequent costs are only capitalized when it is likely that the relative future economic benefits will be received by the Group.
Depreciation is calculated on the basis of economic/technical rates related to the expected useful life of the assets, the most representative of which are:

Category	Useful life
Land	Not depreciated
Buildings	20 – 33 years
Ships	29/30 years
Plants	7 – 10 years
Vehicles	4 – 5 years

In the event there is an impairment, the asset is written down, regardless of the depreciation already recorded; in subsequent periods if the reasons for the write-down are no longer valid, it is restored to its original value, net of accumulated depreciation that would have been allocated, had impairment not been applied, or the recoverable value, if lower. The recoverability of their value is verified according to the criteria set forth in IAS 36. The residual value and useful life of an asset and the accounting methods used are reviewed yearly and adjusted where necessary at the end of each financial year.
Gains and losses arising from the sale or disposal of assets are determined as the difference between the sale proceeds and the net book value of the asset and are recognized in the income statement for the year.
Any financial expense incurred for the purchase or production of tangible assets for which a certain period of time normally passes to make the asset ready for use is capitalized and amortized throughout the useful life of the class of assets to which it refers, while all other financial expenses are booked as profit and loss in the year in which they are incurred.
The costs of routine maintenance are fully recognized in the income statement while costs of an incremental nature are allocated to the assets to which they refer and are depreciated in proportion to their residual useful life. If leasehold improvements meet the capitalization requirements, they are classified under tangible assets and depreciated on the basis of the duration of the lease contract. In the presence of legal or implied obligations for the dismantling and removal of assets from sites, the carrying amount of the asset includes the estimated (discounted) costs to be incurred at the time of abandonment of the structures, recognized in counter-entry under a specific provision.
When tangible assets consist of several significant components with different useful lives, depreciation is calculated and carried out separately for each component. Costs relating to cyclical maintenance of ships are recorded as assets as separate component of the main asset in the year in which they are incurred and are included in the depreciation process, taking into account an appropriate useful life.
Land is not subject to depreciation, even if purchased in conjunction with a building.

Leasing

The Group has a number of rental, lease and operating lease agreements in place for the use of warehouses, ships, offices, vehicles, containers, machinery and other minor assets owned by third parties. The contracts are typically entered into for from 3 to 20 or more years, but they may have an extension option. The contractual terms are individually negotiated and contain a broad array of different terms and conditions.
Starting from January 1, 2019, following the initial application of IFRS 16, the Group has recognized for all of those lease agreements, with the exception of short-term ones (i.e., lease agreements with a duration of 12 months or less which do not contain a purchase option) and those concerning low-value assets (i.e., with a unit value of lower than USD 5 thousand), a right of use at the start date of the lease, corresponding to the date on which the underlying asset is available for use. Lease payments relating to short-term and low-value contracts are recognized in the income statement as costs on a straight-line basis throughout the term of the lease.
Rights of use are valued at cost net of depreciation; the value assigned to the rights of use corresponds to the amount of the lease liabilities recognized, plus initial direct costs incurred, the lease payments settled at the contract start date or previously, recovery costs, net of any lease incentives received. Unless the Group is reasonably certain that it will obtain ownership of the leased asset at the end of the term of the lease, rights of use are depreciated on a straight-line basis throughout the term of the agreement. If the lease transfers ownership of the underlying asset to the Group, at the end of the lease term, it is expected that the purchase option will be exercised or, alternatively, the right of use will be amortized during the useful life of the underlying asset, determined on the same basis as that of the category of Property, plant and equipment to which it belongs. The value of the right of use is also reduced by any impairment losses and adjusted to reflect any changes deriving from subsequent measurements of the lease liability.
The financial liability for the lease is recognized at the date on which the agreement begins for a total value equal to the present value of the lease payments to be made over the term of the agreement, determined by using an appropriate interest rate (borrowing rate) based on the financial market conditions at the moment, the term of the lease, the currency and the company’s standing.
The lease payments due included in the measurement of its liabilities include:

- fixed payments;
- variable payments which depend on an index or rate, measured initially using an index or a rate as at the start date;
- the amounts expected to be paid by way of guarantee over the residual value; and
- the exercise price of a purchase option, which the Group can reasonably expect to exercise, the payments due for leasing in an optional renewal period if the Group has the reasonable certainty that the renewal option will be exercised, and the penalty for early termination of the lease, unless the Group is reasonably certain that the lease will not be terminated early.

After the start date, the amount of liabilities for lease agreements increases to reflect the interests accrued and decreases to reflect the payments made. Each lease payment is broken down between the repayment of the principal on the liability and the financial cost. The latter is recognized in the income statement throughout the term of the agreement to reflect a constant interest rate on the residual debt of the liability for each period.
The rules laid out in IFRS 16 - Leases apply to sub-leases and lease agreement amendments.
Contracts are included in or excluded from the application of the standard on the basis of detailed analyses carried out at individual agreement level and in line with the rules set forth in the IFRSs. The term of the lease is calculated considering the non-cancellable period of the lease as well as the periods covered by the agreement extension option if it is reasonably certain that it will be exercised, or any period covered by an option for the termination of the lease agreement, if it is reasonably certain that it will not be exercised. The Group evaluates if it is reasonably certain that it will or will not exercise the extension or termination options taking into account all the relevant factors that generate an economic incentive with respect to such decisions. The initial valuation is reviewed if a significant event takes place or there is a change in characteristics influencing the valuation itself which are under the control of the Group.
The marginal interest rates defined by the Group are revised on a recurring basis and applied to all contracts with similar characteristics, which were considered as a single portfolio of contracts. The rates are determined

to simulate a theoretical marginal interest rate consistent with the contracts being assessed. The most significant elements considered in adjusting the rate are the credit-risk spread of each country observable in the market and the different term of the lease agreements. Interest rates set forth within the lease agreements are rare. Incentives for leases received by no later than the date on which the agreement begins are allocated as a direct reduction from the value of the right of use. Lease incentives agreed upon during the term of the contract are considered amendments of the original agreement measured at the amendment date, with a resulting impact of an equal value on the value of the right of use as well as the lease liability.
In the statement of financial position, the Group shows the right of use that does not meet the definition of investment property under “Property, plant and equipment” and the lease liability under “Financial payables”, in the current and non-current liabilities sections depending on their maturity.

Impairment

At each reporting date, the Group reviews the book values of its intangible assets and property, plant and equipment to determine whether there is any indication of impairment. If they are found to be impaired, the asset’s recoverable value is estimated in order to determine the extent of the write-down. Should it be impossible to estimate the recoverable value of an individual asset, the Group estimates the recoverable value of the cash-generating unit to which the asset belongs. Intangible assets with indefinite useful life or not yet available for use are tested for impairment annually or more frequently, whenever there is an indication that the asset may have been subject to impairment. The recoverable amount is the higher of the fair value net of selling expenses and the value in use. In calculating the value in use, estimated future cash flows are discounted to present value at a pre-tax rate that reflects current market valuations of the value of capital and the specific risks connected to the asset. If the recoverable amount of an asset (or of a cash-generating unit) is estimated to be lower than the relative book value, it is reduced to the lower recoverable value. The impairment is recognized in the income statement. When it is no longer necessary to maintain an impairment, the carrying value of the asset (or cash-generating unit), with the exception of goodwill, is increased to the new value deriving from the estimate of its recoverable value, but not exceeding the net book value that the asset would have had if it had not been written down for impairment. The write-back is immediately recognized in the income statement.
The chapter on impairment testing details the procedure applied to validate the amounts of goodwill booked and the intangible and tangible assets held by the Group companies.

Investments accounted for with the equity method

These consist of shareholdings in associated companies measured at equity as reported in the chapter "Consolidation principles and area".

Non-current financial assets

This item includes equity investments in associated companies not valued at equity and those in other companies, as described in the chapter "Consolidation principles and area". The item also includes medium-term receivables, contributions to be received, security deposits and the like, all valued at nominal value that normally coincides with the realizable value. For more information on their posting and measurement, please refer to the information given in the paragraph below, entitled “(non-current/current) financial assets”.

Inventories

Inventories of fruits and vegetables, raw and ancillary materials and consumables are valued at the lower of the purchase or manufacture cost, determined according to the FIFO configuration, and the realization value that can be seen on the market as at the reporting date. The cost includes accessory expenses net of commercial discounts and, for finished products or those in progress, the cost of manufacture; it includes raw materials, direct labor and other costs directly related to production, as well as the reversal of indirect production costs that can reasonably be traced to production in conditions of normal use of production capacity. The write-down value is eventually adjusted for a specific provision to account for write-downs for obsolescence and slow turnover that may affect packaging materials.

Biological assets

Biological Assets include fruit at its stage of maturity on the plant (in the Group's case, avocados) that is produced in Orsero's agricultural areas. IAS 41 is applied for biological assets, which provides that inventories of fruit on plants must be measured at fair value less estimated sales costs unless fair value can be determined reliably. IAS 41 assumes that fair value can be measured reliably for most biological assets; however, if a quoted price in an active market is not available at the time of initial recognition or alternative fair value measurements are judged unreliable, then the asset is measured at cost less accumulated depreciation and impairment.

(Non-current and current) financial assets

Financial assets must be recognized initially at the trading date, i.e. when the Group becomes party to the contractual clauses of the financial instrument and must be classified on the basis of the business model of the Group that holds them and considering the cash flows of these assets. IFRS 9 envisages the following types of financial instruments, depending on measurement:

- financial assets measured at amortized cost;
- financial assets at fair value with changes recognized in the income statement;
- financial assets at fair value with changes recognized in the comprehensive income statement.

Initially, all financial assets are measured at fair value, increased in the case of assets other than those at fair value with changes in the income statement of ancillary charges. It should be noted that fair value means the value of the price of the instrument in an active market; in the absence of the latter, it is determined by using a valuation technique that establishes which price the transaction would have had at the valuation date in a free exchange based on normal commercial considerations. The Group determines the classification of its financial assets after initial recognition and, where appropriate and permitted, reviews said classification at the close of each financial year if the business model is changed. The recoverability of their value is verified according to the criteria set forth in IFRS 9 and described below. At the time of subscription, it is considered whether a contract contains implicit derivatives. Derivatives embedded in contracts where the primary element is a financial asset that falls under the field of application of IFRS 9 must never be segregated. Financial assets are derecognized when the contractual rights to their cash flows expire.
The financial assets measured at amortized cost are those assets held within the framework of a business model whose objective is to collect cash flows over time represented solely by payments of principal and the related accrued interest. The measurement of financial assets at amortized cost involves the application of the effective interest rate method net of any provision for impairment, taking into consideration foreseeable future losses. This calculation includes any discount or purchase premium and includes commissions that are an integral part of the effective interest rate and transaction costs. Therefore, interest is calculated in relation to the cash value over time and the credit risk associated to the instrument during that particular period of time.

Receivables and other financial assets measured at amortized cost are shown on the balance sheet net of the related provision for doubtful debt. Interest income, exchange gains and losses and impairment losses are booked to the period income statement, as are any gains or losses from derecognition from the accounts.
Financial assets at fair value through other comprehensive income are those financial assets held as part of a business model whose objective is to collect cash flows over time from both principal and interest payments at the various maturities and from the sale of those assets.
These assets entail the recognition of changes in the instrument's fair value amongst other components of comprehensive income, in shareholders' equity. The cumulative amount of changes in fair value, allocated to the equity reserve that includes other components of comprehensive income, is reversed on the income statement when the instrument is derecognized.
The financial assets that are not measured at amortized cost and/or at fair value through other comprehensive income are measured at fair value through profit or loss. It should be noted that, at the moment of initial recognition, the entity can irrevocably designate the financial asset as measured at fair value booked to profit (loss) for the year. All derivatives are included. Net profit and loss, including dividends or interest received, is noted in the period income statement.
It should be noted that equity instruments must always be measured at fair value, given that as they are not characterized by secure and constant cash flows, they are not compatible with the amortized cost method. The financial instrument which represents principal and which is held for strategic reasons and not for trading purposes is therefore measured at fair value, whose variations are booked to the statement of comprehensive income. The dividends relating to said instruments are booked to the income statement, while changes booked to the comprehensive income statement cannot be reclassified to the income statement.
Please note that financial assets and liabilities are offset and the amount deriving from the offsetting presented in the statement of financial position when, and only when, the Group currently has a legal right to offset said amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Trade, tax and other receivables

Trade, tax and other receivables are initially recognized at fair value, equating to the price of the relative transaction insofar as there is no significant loan component and thereafter according to the amortized cost method, net of impairment.
IFRS 9 defines a new impairment model for such assets, with the aim of providing information that is useful to readers of the financial statements in regard to the related expected losses. According to this model, the Group measures receivables adopting an expected loss approach in lieu of the IAS 39 framework, which is typically based on the measurement of the incurred losses observed. For trade receivables, the Group takes a simplified approach to measurement, which does not require the recording of periodic changes to the credit risk, as much as it does the booking of an expected credit loss calculated over the entire life of the receivable (known as the "Lifetime Expected Credit Loss"). More specifically, the policy adopted by the Group envisages the stratification of trade receivables into categories according to the number of days past due, defining the provision on the basis of past experience of losses on loans, rectified to take into account specific provisional factors referring to creditors and the economic environment. The credit risk must be revalued at the reporting date also for those financial assets whose cash flows have been renegotiated or modified. Trade receivables are written down entirely if there is no reasonable expectation that they will be collected, or where commercial counterparties are inactive. The book value of the asset is reduced by the use of a provision for doubtful debt and the amount of the loss is recognized to the income statement.
At each reporting date, the Group must, therefore, recognize in the income statement as profit or loss due to impairment the accumulated changes in expected losses over the entire life of the receivable. This valuation must be made for trade receivables. The expected credit losses of the financial instrument must reflect a target or weighted amount, the time value of money and the reasonable and demonstrable information available.
When collection of the price is deferred beyond normal commercial terms applied to the customer, the credit is discounted at a suitable market rate. The item "Other receivables and other current assets" also includes

accruals and deferrals relating to portions of costs and income spanning two or more years, the entity of which varies over time, in application of the accruals accounting approach.

Cash and cash equivalents

This item includes cash and amounts held in on-demand post office/bank current accounts (including fees payable and receivable accrued as at the reporting date) and entered at nominal value, which usually coincides with fair value.

Assets held for sale, disposal groups and discontinued operations

Non-current assets held for sale, disposal groups and discontinued operations whose carrying amount will be recovered principally through sale rather than continuous use are not amortized and are measured at the lower of their carrying amount and fair value less costs to sell; any difference that is revealed is allocated to profit and loss as impairment. Any gains or losses recognized as the result of measuring non-current assets (or disposal groups), classified as "held for sale" in accordance with IFRS 5, at fair value less costs to sell are classified under "Other operating income/expense" or "Other investment income/expense" depending on whether they are specific assets or equity investments.
A "disposal group" is a group of assets to be disposed of together as a group in a single transaction together with the liabilities directly associated with those assets that will be transferred in that transaction. Discontinued operations, on the other hand, consist of a significant portion of the Group, such as an important independent business division representing an activity or geographical area of activity, or a subsidiary bought exclusively for the purpose of reselling it.
The figures for non-current assets held for sale, disposal groups and discontinued operations are shown on two specific lines in the balance sheet: non-current assets held for sale and liabilities directly correlated with non-current assets held for sale.
The net economic results arising from discontinued operations, and only discontinued operations, pending the disposal process, any gains or losses on disposal and the corresponding comparative figures for the previous year or period are recognized in a specific line of the income statement: "Profit/loss from discontinued operations".

Financial liabilities

Financial liabilities are classified as measured at amortized cost or at fair value through profit and loss. A financial liability is classified at fair value through profit and loss when it is held for trading, represents a derivative or is designated at such at the time it is first booked. Financial liabilities measured at fair value through profit or loss are measured at fair value with any changes, including interest expense, noted on the income statement. Other financial liabilities are measured thereafter at amortized cost, using the effective interest rate criterion. Interest expense and foreign exchange gains/(losses) are booked on the income statement, as are any gains or losses deriving from derecognition.
The Group proceeds to derecognize a financial liability when the obligation specified in the contract has been fulfilled or canceled.
Financial liabilities are entered under current and non-current financial payables, other non-current liabilities, trade payables, tax liabilities and other current liabilities. Current and non-current financial payables include bond payables, bank loans, current account overdrafts, liabilities due to other lenders (namely leasing,

factoring and payables in accordance with IFRS 16), liabilities for hedging derivatives and the price balance on acquisitions.
Financial payables, apart from derivatives, are initially carried at cost, which is approximately the equivalent of fair value, net of costs incurred for the transaction. Thereafter, any difference between the cost and value of repayment throughout the term of the loan, using the effective interest method. Loans are classified as current liabilities unless the Group has the unconditional right to defer the termination of this liability at least twelve months after the reference date. As regards leasing and liabilities in accordance with IFRS 16, reference is made, for measurement, to the paragraph entitled "Leasing" of these Notes, while for derivatives, please refer to the paragraph on "Derivative financial instruments and hedging".
Payables for put options are recognized in accordance with IAS 32 paragraph 23, which states that a contract that contains an obligation for an entity to purchase its own equity instruments (in this case referring to minority interest capital) in exchange for cash or other financial assets gives rise to a financial liability for the present value of the redemption amount (i.e., the present value of the forward purchase price, the strike price of the option or other redemption amount). In the case of a transferred put option, the financial liability is initially recognized at the present value of the strike price of the option and is reclassified from equity. Then the liability is measured in accordance with IFRS 9. Specifically, in application of this principle:

- shares subject to transferred put options relating to minority interests are considered already acquired by the Company/Group, even in cases where the risks and benefits associated with ownership of the shares remain with the minority shareholders and they continue to remain exposed to equity risk;
- the payable deriving from the emergence of the obligation and any subsequent changes in it that are not dependent on the mere passage of time are recorded as a balancing entry in equity reserves;
- changes in the payable dependent on the passage of time (discounting of the strike price) are charged to equity.

As regards other non-current liabilities, trade payables, tax liabilities and other current liabilities, they are entered at nominal value, which is believed to represent their extinguishing value; please note that these items do not include a significant portion of financing.

Derivative financial instruments and hedging

Derivative financial instruments are initially recognized at fair value on the date on which they are stipulated. Thereafter, this fair value is periodically reviewed and any changes booked to the period statement of comprehensive income. They are recognized as assets when the fair value is positive and as a liability when it is negative. Embedded derivatives are separated out from the primary contract and booked separately when the primary contract is not a financial asset and when certain criteria are met. The Group carries out transactions with derivative instruments with a view to hedging the risk of fluctuations in the prices of commodities, interest rates and exchange rates. Derivatives are classified, consistently with IFRS 9, as hedging instruments when:

- the hedging relationship consists solely of admissible hedging instruments and admissible hedged elements;
- At the inception of the hedging relationship there is a designation and formal documentation of the hedging relationship, the Group's risk management objectives and the hedging strategy;
- the hedge ratio satisfies all the requirements of effectiveness (existence of an economic relationship between the hedged element and the hedging instrument, credit risk that does not dominate the value changes that result from that economic relationship, the hedging relationship is the same as that determined by the quantity of the hedged element that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge said quantity of hedged element).

When derivatives hedge the risk of fluctuation in the fair value of the underlying asset (fair value hedges), they are measured at fair value with the effects of the change in value of the instrument intended to offset the change, typically in the opposite direction, in the value of the hedged underlying asset recognized in profit or loss. When derivatives hedge the risk of changes in the cash flows of the underlying asset (cash flow hedge), the effective portion of changes in the fair value of the derivatives is initially recognized in equity (accounted through "other comprehensive income") and subsequently recognized in the income statement, consistently with the economic effects of the hedged transaction. Changes in the fair value of derivatives that do not meet the formal requirements to qualify as hedging for IAS/IFRS purposes are recognized in the income statement.

Treasury shares

Treasury shares are booked as a reduction of shareholders' equity. Their original cost and any economic effects from any subsequent sale are equally recorded as changes in equity.

Provisions

The Group recognizes provisions for current, legal or implicit obligations associated with past events (current and non-current) in the item provisions for risks and charges, provided that two precise conditions are met: (i) there is a high probability that, over time, the Group's resources will need to be used to meet such obligations and (ii) a reliable estimate can be made of the amount of the obligations in question. The allocations reflect the best possible estimate based on the information available. The provisions are then reviewed at each reference date and potentially adjusted to reflect the best current estimate; any changes in estimate are reflected in the income statement of the period in which the change occurred. When the financial effect of time is significant and the payment dates of the obligations can be estimated, the provision is discounted using a rate that reflects the current valuation of the cost of money in relation to time. The increase in the provision related to the time elapsed is recorded in the income statement under "Financial income and Financial expenses and exchange differences".
In the event of lawsuits, the amount of the provisions is determined according to the risk assessment, in order to determine the probability, timing and amounts concerned. When the liability relates to property, plant and equipment (such as the dismantling and reclamation of sites), the provision is recognized as a counter-entry to the asset to which it refers and recorded in the income statement through the depreciation process.
The Notes to the financial statements provide information on significant contingent liabilities represented by:

- possible (but unlikely) obligations arising from past events whose existence will only be confirmed if one or more future events occur that are not entirely under the control of the company;
- current obligations arising from past events whose amount cannot be estimated reliably or whose fulfillment may not be onerous.

Employee benefits

Short-term benefits
Short-term employee benefits are accounted for in the income statement during the period in which they are employed.
Post-employment benefits
Employees of Group companies are assigned benefits on termination or post-employment that can be defined contribution or defined benefit pension plans and other long-term benefits, according to the conditions applied locally in the countries in which the companies operate. The relative liability, net of any assets used for the plan, is determined on the basis of actuarial assumptions estimating the amount of future benefits that employees have accrued as at the reference date (the "projected unit credit" method). The liability is recognized

on an accruals basis throughout the period for which the right is accrued and measured by an independent actuary for all Group companies.
The accounting of pension plans and other post-employment benefits depends on their nature.
Defined contribution plans are post-employment benefits on which basis the Group companies pay fixed contributions to a legally different entity on a mandatory, contractual or voluntary basis, without there being any legal or implicit obligation to make additional payments if the entity does not have sufficient assets to pay all pension benefits accrued in relation to the work carried out this year and previous years. The contributions to be paid are recorded on the income statement through accruals accounting and classified amongst payroll costs.
Defined benefit plans are post-employment benefit plans other than defined contribution plans. The obligation to finance provisions for defined benefit pension plans and the related annual cost noted on the income statement are determined on the basis of independent actuarial valuations using the projected unit credit method, according to one or more factors such as age, years of service and future remuneration envisaged. Actuarial gains and losses relative to defined benefits plans deriving from changes in the actuarial hypotheses and adjustments based on past experience, are noted immediately in the period in which they arise in the statement of comprehensive income and are never carried as profit and loss in subsequent periods. Recognized liabilities for post-employment benefits reflect the present value of liabilities for defined-benefit plans, adjusted to consider unrecognized actuarial gains, reduced by the fair value of plan assets, where such exist. Any net assets determined by applying this calculation are entered up to the amount of the actuarial losses and the cost relating to past performance, not recognized previously, as well as the current value of repayments available and the reductions of future contributions to the plan. Costs relating to defined benefits plans are classified under payroll and related costs apart from costs relating to the increase of the current value of the obligation deriving from the approach to the time when benefits classified amongst financial expense, fall due.
As regards the Italian companies, severance indemnity due to employees in accordance with Article 2120 of the Italian Civil Code, was considered up until December 31, 2006 a defined benefits plan. The regulation of this provision has been significantly altered by Italian Law no. 296 of December 27, 2006 (“2007 Financial Law”) and subsequent Decrees and Regulations. More specifically, the new provisions have required, for companies with a workforce in excess of 50 employees as at the date on which the reform is introduced, to consider severance indemnity a defined benefits plan only for portions accrued as at January 1, 2007 (and not yet liquidated as at the reporting date); after that date, it is considered as equivalent to a defined contribution plans. Consequently, the portions of severance indemnity accrued after that date take on the nature of defined contribution plans, except, therefore, for actuarial estimating components used to determine the accrued cost. The portions of severance indemnity accrued as at December 31, 2006 remain valued as defined benefits plan, according to actuarial procedures, with the calculation, however, excluding the component relative to future salary increases.

Share-based payments

The 2023-2025 Performance Share Plan for directors and employees, on the other hand, recognizes the vesting of Parent Company shares upon the achievement of specific performance targets, including ESG targets, subject to continued employment with the Group. Services rendered and liabilities assumed were measured at fair value in accordance with IFRS 2. This fair value is recognized in the income statement as a cost on the basis of the vesting period, with a counter-entry as a shareholders' equity reserve.

Revenues and costs

Revenues are generated primarily by three “core” sectors such as the Distribution sector (activities dedicated to the distribution of fruit and vegetables), the Shipping sector (dedicated to maritime transport, primarily of bananas and pineapples), and the Holding & Services sector (provision of services in the customs area, the IT sector and holding coordination activities).

The Group recognizes revenues when (or gradually as) it fulfills the performance obligation by transferring the promised good or service to the customer. The asset is transferred when (or gradually as) the customer acquires control of it (capacity to decide the use of the asset and derive substantially all remaining benefits from it). At the same time, the Group is entitled to claim payment for the service rendered.
Transactions between goods and services of a similar nature and value, as they are not representative of sales transactions, do not determine the recognition of revenues and costs.
According to IFRS 15, the Group must recognize as revenue the price of the transaction assigned to the performance obligation, considering all the terms of the contract and its commercial procedures. The price of the transaction is the amount of the consideration to which the Group expects to be entitled in exchange for the transfer of promised goods and services to the customer, excluding the amounts collected on behalf of third parties. The consideration may include fixed or variable amounts or both.
Financial revenues are recognized on an accrual basis. Income and expenses are recorded in accordance with the accrual principle, with the appropriate recognition, where necessary, of the related accruals and deferrals.

Capital and operating contributions

Contributions are recognized when it is reasonably certain that they will be received and that all conditions for attaining them will be met. Contributions to "capital account" are recognized in the balance sheet as an adjustment to the recognition value of the asset to which they relate. Contributions in "operating account" are recognized as income and are distributed systematically in the various years as compensation of the related costs. In order to ensure a correct economic representation, contributions are recognized in the income statement gradually, in relation to the dynamics of amortization relating to the investments made, for which the contributions are received. For the fixed assets covered by the contribution, the correlation is respected each year between the cost represented by amortization and the portion of capital contribution recognized in the income statement in an amount equal to the amortization. The contributions obtained in respect of investments made in capitalized fixed assets are entered as liabilities under "Other non-current liabilities" and "Other current liabilities".

Financial income, financial expense and exchange differences

Financial income includes interest on bank and postal deposits, exchange rate gains and differences and financial income deriving from the discounting of receivables related to sales deferred beyond the year. Interest income is recognized in the income statement at maturity, at the effective rate of return.
Financial expenses include interest expense on financial payables, calculated using the effective interest method, exchange rate losses and differences. They are also recognized in the income statement at maturity.

Dividends

Dividends received are recognized when, after the resolution of the Shareholders' Meeting is passed, the right to receive the payment is established, typically coinciding with the collection; dividends distributed by companies included in the scope of consolidation, subsidiaries as well as associates measured at equity are reversed with counter-entry under "Profits/(Losses) carried forward".

Period income tax, deferred tax assets and liabilities

Current taxes are determined on the basis of the estimate of taxable income in accordance with the provisions in force, taking into account the applicable exemptions, tax receivables and the effects of adherence to the "tax consolidation". Income taxes are recognized in the income statement, except when they pertain to items directly charged from or credited to an equity reserve, the tax effect of which is recognized directly in equity, in which case they are reported in the statement of comprehensive income.
The consolidated financial statements include the allocation of deferred assets and liabilities related to temporary differences connected to the adjustments made to the financial statements of consolidated companies for adjustment to the Group's homogeneous accounting standards and to the temporary differences between the statutory results and the related taxable income. In addition, they include deferred assets and liabilities, if any, arising from temporary deductible and taxable differences between the carrying amount of assets and liabilities and the resulting recognition for tax purposes, as well as consolidation adjustments. Deferred tax assets are recognized in the financial statements, calculated on the basis of the tax rates applicable in the period when the deferral is realized only if their future recovery is probable. Deferred tax assets and liabilities are classified as non-current assets and liabilities. Deferred tax assets and liabilities are offset when it is legally possible and when such deferred taxes are linked to taxes due to the same tax authority and the Parent Company is willing to settle current tax assets and liabilities on a net basis. All Italian subsidiaries, with the exception of the ship-owning company which has opted for the tonnage tax, adhere to the tax consolidation system established by Orsero pursuant to articles 117 et seq. of the Consolidated Income Tax Act, and a similar system has been activated in France for AZ France and its subsidiaries, Postifruit and Fruttica and Blampin SAS and all of its subsidiaries.
With the enactment of Italian Legislative Decree no. 209 of December 27, 2023 (and subsequent Decrees), Italy transposed EU Directive No. 2022/2523, intended to adopt the Pillar 2 model published by the OECD, as part of the broader international tax reform of the Global Anti-Base Erosion Model Rules. This model is aimed at ensuring a minimum level of taxation (at 15%) for multinational corporate groups and large-scale domestic groups in the European Union with revenues exceeding Euro 750 million. The Group falls within the scope of this regulation. The Group applied the exception to the recognition and disclosure of deferred tax assets and liabilities related to Pillar 2 income taxes.

Conversion criteria for foreign currency items

Costs and revenues denominated in currencies other than the Euro, as well as investments in technical fixed assets and equity investments, are accounted for using the historical changes at the dates of the related transactions. Receivables and payables in foreign currency are initially recorded based on historical exchange rates of the related transactions, with the exchange rate differences realized at the time of collection or payment recorded in the income statement; receivables and payables in foreign currency outstanding at the end of the year are valued at December 31. Related exchange rate gains and losses are recognized in the income statement.

Earnings per share

Earnings/loss per share are calculated by dividing the profit/loss for the year attributable to the shareholders of the Parent Company by the weighted average number of ordinary shares outstanding during the reference period, excluding treasury shares. To calculate diluted earnings/loss per share, the weighted average number of outstanding shares is adjusted by assuming the conversion of all potential shares having a dilutive effect.

Use of estimates, risks and uncertainties

The preparation of the consolidated financial statements and related Notes in accordance with IFRS requires management to make estimates and assumptions that have an impact on the value of revenues, costs of assets and liabilities of the financial statements and on the disclosure of contingent assets and liabilities at the reporting date. The estimates and assumptions used are based on experience, other relevant factors and the information available. Therefore, the actual results achieved may differ from said estimates. The estimates and assumptions may vary from one year to the next and they are therefore reviewed periodically; the effects of any changes made to them are reflected in the income statement in the period in which the estimate is reviewed. The main estimates for which the use of subjective valuations by the management is most required are typically used for:

- determination of provisions for bad debts and any other asset write-downs;
- calculation of the fair value of biological assets;
- acquisitions of companies and the relative determination of fair value for the identification of the value of goodwill, also on a provisional basis;
- definition of the useful life of non-current assets and related depreciation and amortization;
- allocations for provisions for environmental risks and for liabilities related to litigation of a legal and fiscal nature; in particular, the valuation processes relate both to determining the degree of probability of conditions that may entail a financial outlay and the quantification of the relevant amount;
- calculation of deferred tax assets, the recognition of which is supported by the Group’s profitability prospects resulting from the expected profitability of the business plans and the forecast of composition of the “tax consolidation”;
- verification of the value of intangible assets, tangible assets and equity investments based, with regard to the estimate of the value in use, on the use of financial plans drawn up based on a series of assumptions and hypotheses regarding future events that will not necessarily occur. Similar estimating processes are required when reference is made to the presumable realizable value due to the uncertainty inherent in each trade.

Impairment test

IAS 36 requires specific assets recorded in the statement of financial position to be tested for impairment in order to verify that their book value does not exceed the amount recoverable through their sale ("direct") or use ("indirect"). IAS 36 specifies that at the end of each reporting period an entity shall assess whether there is any indication that an asset may be impaired. If any such indication exists, the entity shall estimate the recoverable amount of the asset. In assessing whether the aforesaid indication exists, the Group shall consider the presence of any “impairment indicators”, as required by paragraph 12 of IAS 36. An impairment loss shall be recognized in the income statement when the book value of an asset or cash-generating unit exceeds its recoverable amount. Intangible assets with an indefinite useful life and goodwill are tested at least annually and every time there is an indication of a possible impairment to determine whether impairment exists.

As of 2023, following the analysis conducted with the support of an outside consultant and consistent with the structure, breakdown, functioning and monitoring of the Group's activities, the Directors have deemed it appropriate to allocate the goodwill deriving from acquisitions of companies operating in the "Distribution" sector to the Distribution Business Unit CGU Group instead of the individual Country-CGU. Therefore, the Group tests the book value of each year’s net invested capital for impairment, identifying as cash generating units:

a) the individual companies belonging to the Distribution sector based on geographical area (i.e. Italy, France, Iberian Peninsula, Greece, Mexico CGU), which are then grouped in the Distribution CGU Group in order to test the goodwill for impairment;

b) the individual Shipping segment companies, for which a different DCF (Discounted Cash Flow) application methodology is adopted, as explained below, the "Shipping" CGU.

Based on the above, the impairment test on goodwill is carried out by comparing the Group's book value of the "Distribution" CGU with its recoverable value, determined on the basis of the value in use, which is obtained from the sum of the following discounted elements:

- Operating cash flow deriving from budgets drafted every year by the companies belonging to the Distribution BU, and duly approved by the Board of Directors of the Parent Company;
- Inertial demand for the second and third years of the budget data used for the first year, except for some adjustments for companies for which specific future evolutions are planned;
- Terminal Value that the management estimates the companies will be able to generate.

The result of the above total constitutes the Enterprise Value, which is compared with the book value of the asset tested for impairment, and in particular:

- with Net Invested Capital (hereafter "NIC") of the CGUs/GCGUs expressed within the scope of consolidation, i.e., including the goodwill calculated and other adjustment entries made on consolidation net of eventual surplus asset;
- with the total book value of the investments, making sure to subtract the value of the Net Financial Position and adding eventual surplus asset, based on the findings of the triggering events analysis for the separate financial statements.

For the Shipping CGU, represented by all companies in the segment, on the other hand, the estimated cash flows are broken down on the basis of a time frame of the CGU's operations equal to the remaining useful life of the ships, using their "scrap value" as the terminal value. This different methodology is due to the significant value of the assets, i.e., ships, used in the business. It should be noted that an Adjusted EBITDA conservatively estimated on the basis of the budget figure is used for the time span between the year following the reference budget and the expected year of the end of the ships' useful life.
An analysis of indicators of impairment - Triggering Events is prepared for individual subsidiaries in accordance with IAS 36.
In preparing the impairment test, the 2025 budget figures approved at the Parent Company's Board of Directors' meeting on February 3, 2025 were used.
For discounting, the post-tax WACC is used as the discount rate, which takes into account the specific risks of the asset and reflects current market valuations of the cost of money. It is based on weighting the cost of debt and the cost of equity, calculated based on the values of companies comparable to those belonging to the Group and subject to impairment. For the 2024 impairment test, as in the previous year, an independent professional was appointed to determine the parameters applied in the test as indicated below.
It should be noted that, with reference to the ESMA notice of October 24, 2024 (European Common Enforcement Priorities - ECEP 2024 the previous ECEPs from 2021, 2022 and 2023) and the Consob warning notice no. 2/24 of December 20, 2024, the Group continues to monitor climate-related impacts, which may become relevant, so as to assess whether there will be significant developments deriving from climate-related issues and if so, how intensely such developments will affect the Group's activities, operations, and, as a result, financial reporting. To this end, an interdisciplinary consultation group consisting of various Group functions was set up to survey physical and transition risks deriving from the climate-related matters to which the Group and its assets are subject. Therefore, from this working group, which will be updated periodically, no elements emerged that would change the assumptions used in the preparation of the plans underlying impairment testing or that would result in material adjustments to the carrying amounts of the Group's assets within the next financial year. The calculations performed led to the determination of the Enterprise Values summarized in the table below, compared with the respective Net Invested Capital of the CGUs and GCGUs, highlighting their respective headrooms. Afterwards, the results of the calculations showed the extensive head-room between the book value of the CGUs and GCGUs, consisting of their respective Net Invested Capital and values in use, represented by the Enterprise Values.

Thousands of €	WACC	"g" rate	Enterprise Value	CIN Conso	Head-room
- Distribution	8.31%	1.40%	572,038	275,716	296,322
- Shipping	11.35%	-	58,339	42,451	15,887

Please note that the "Cons. NIC" values are the sums of the NIC of the various companies belonging to the CGUs, less the costs of the investments held in companies belonging to the same CGU and increased by goodwill and/or other adjustments made at the time of acquisition, as calculated in the consolidated financial statements and net of eventual surplus asset.
The Sensitivity analysis was carried out highlighting, on the basis of impairment testing data, how much adjusted EBITDA should reduce, without prejudice to the parameters of WACC and "g" rate to zero the head-room of the various CGUs and GCGUs, just like the WACC should come in at that value, without prejudice to the values of adjusted EBITDA and "g" rate, to zero the head-room and the same for the "g" rate, without prejudice to the adjusted EBITDA and WACC values. The table below summarizes the results of this test.

CGU	Adjusted EBITDA	WACC	"g" rate
- Distribution	-28.02%	88.62%	-8.56%
- Cosiarma	-29.38%	99.20%	-

Other information

Segment reporting

Within the Group, several segments can be identified differently, which provide a homogeneous group of products and services (business segment) or which supply products and services within a given geographic area (geographic segment). More specifically, in the Orsero Group, three areas of business have been identified:

- Distribution segment: this segment consists of a group of companies engaged in the import and distribution of fruit and vegetables in the territories for which they are responsible. The Group's distribution companies are based and operate mainly in the Italian, French, Iberian Peninsula and Greek markets, in addition to the business basically focusing on exports of the Mexican companies.
- Shipping Sector: this sector is a group of companies mainly engaged in the maritime transport of bananas and pineapples;
- Holding & Services Sector: this sector represents a residual sector that includes companies engaged in the provision of services related to customs, information technology, and holding coordination activities.

In compliance with the provisions of IFRS 8, segment information is given in the dedicated paragraph under "Segment reporting" (Note 22).

Management of financial risk

IFRS 7 requires additional information to evaluate the significance of financial instruments in relation to the Group's economic performance and financial position. This accounting standard requires a description of the objectives, policies and procedures implemented by the Management for the different types of financial risk (liquidity, market and credit), to which the Group is exposed (foreign exchange, interest rate, bunker, ETS). The Group operates in the trade of commodities that is impacted by various elements that can, in turn, affect the Group's economic, equity and financial performance. These factors are managed through hedges or corporate policies aimed at mitigating any impacts of such elements on corporate results.
The Group is exposed to the following financial risks in going about its business:

- liquidity risk, with reference to the availability of financial resources and access to the credit market;
- market risk, including the foreign exchange risk, interest rate risk and price risk;
- credit risk, relating to above all commercial relations with customers.

The company's main financial instruments include current accounts and short-term deposits, as well as financial liabilities to banks in the short and long term, bond payables, liabilities due to other lenders and derivatives. The purpose is to finance the Group's operating activities. Additionally, the company has trade receivables and payables from its business activities. Management of the cash needs and related risks (mainly interest rate risk, foreign exchange, bunker and ETS risks) is carried out by the centralized treasury on the basis of the guidelines defined by the Treasury Manager with the Corporate Accounting Reporting Officer and approved by the Co-CEOs.
Please note that the risks mentioned above are constantly monitored, taking action with a view to dealing with and limiting the potential negative effects through the use of appropriate policies and, in general, where deemed necessary, also through specific hedges. This section provides reference qualitative and quantitative information on the incidence of such risks on the Group, in addition to the information provided in the relevant section of the Report on Operations. The quantitative data presented below are not predictions and cannot reflect the complexity and the related reactions of markets that could derive from each hypothetical change.

Liquidity risk
The Group manages liquidity risk with a view to ensuring the presence, on a consolidated level, of a liability structure that matches the composition of financial statement assets, in order to maintain a solid level of capital. Credit facilities, even if negotiated on a Group level, are granted for individual companies. The Group has also financed its investments with medium/long-term credit facilities that guarantee a liquidity position that is adequate for its core business. There is plenty of opportunity to use short-term trade credit facilities if trade working capital is needed in connection with organic growth and development.
Please also note that the Group operates in a sector that is relatively protected in terms of liquidity, insofar as there is a specific European regulation (Art. 4 of Decree Law 198/2021), which requires payments of perishable assets to be made within 30 days of the end of the delivery period. This means that collection and payment terms are relatively short, precisely due to the type of assets marketed. If we then also add the fact that inventories have very rapid stock rotation times and, in any case, an average of 1 or 2 weeks, we can see that the working capital cycle is virtuous and does not entail any liquidity risk in normal market operations.
The table below offers an analysis of deadlines, based on contractual obligations for reimbursement, relative to financial, trade, tax and other payables in place as at December 31, 2024.

Thousands of €	Balance at December 31, 2024	Within 1 year	1 - 5 years	Over 5 years
Bond payables	20,000	5,000	15,000	-
Medium- to long- term bank loans (Non-current/Current)	97,264	25,451	69,431	2,382
Other lenders (Non-current/Current)	650	418	232	-
Other lenders (Non-current/Current) IFRS 16	56,361	15,143	24,095	17,123
Non-current liabilities for derivative hedging instrument (Non-current/Current)	746	-	746	-
Non-current liabilities for derivative trading instrument (Non-current/Current)	29	-	29	-
Bank overdrafts	4,813	4,813	-	-
Other current lenders short term	1,729	1,729	-	-
Payables for price balance on acquisitions (Non-current/Current)	18,239	5,858	12,381	-
Other non-current liabilities	725	-	725	-
Trade payables	174,132	174,132	-	-
Current tax liabilities	7,957	7,957	-	-
Other current liabilities	28,021	28,021	-	-
Non-current/current liabilities at 12.31.2024	**410,665**	**268,521**	**122,639**	**19,505**

It is reported that all amounts indicated in the table above represent values determined with reference to the residual contract end dates. The Group expects to cope with these commitments using cash flow from operations.

Foreign exchange risk

The Group is exposed to the risk of changes in foreign exchange rates (in particular US dollars), for currencies that differ from that used to express commercial and financial transactions. In particular, in the Distribution segment it purchases part of its goods (fruit) in US dollars to then import them and sell them in euros in Southern European markets. On the other hand, in the Shipping segment, revenues in US dollars are higher than costs incurred in euros, thus limiting in part the Group's currency balance, which is in any event naturally exposed to the US dollar. Over the last few years a growing number of European large-scale retail chains have begun to request fixed annual prices in auctions for bananas, one of the main products marketed by the Group and one of the few that are purchased at a fixed price in USD. The Group has adopted a medium/long-term strategy to reduce the weight of bananas in the basket of products marketed by the Group. In addition, in the presence of fixed sale prices in euros, and therefore exchange rate risk, the Group has implemented a hedging strategy with forward purchases, while for the remainder of sales not subject to pre-established sale prices, it has chosen not to adopt any hedges insofar as the prices of sales in euros are defined every day or every week with customers, and this significantly dilutes any effects deriving from the fluctuation of exchange rates and helps to maintain flexibility, a fundamental element in the fruit and vegetable marketing sector. The Group, for sales whose price has not been defined, believes that this operating procedure is consistent with the commercial dynamics of the sector and the most appropriate to minimize the impact of fluctuations in the EUR/USD exchange rate.

Interest rate risk

The Group helps finance its medium/long-term investments and working capital through use of credit instruments. The Group mainly uses medium-term credit facilities in euros, part of which at fixed rate and part at variable rate; a suitable partial IRS plain vanilla hedge has been activated on the main ones (2022-2028 Pool Loan for an original figure of Euro 90 million and 2020-2029 Pool Loan originally for Euro 15 million, in addition to the 2021-2027 loan for Euro 5.5 million), with a view to mitigating the risk of fluctuation of the reference rates (Euribor) over time; instead, in the case of the only debenture loan issued, the option was

chosen for an entirely fixed rate structure. As at December 31, 2024, the interest rate hedges hedge approximately 79.7% of medium and long-term variable rate bank loans, thereby meaning that approximately 85.4% of the Group's entire medium/long-term bond and bank debt is at fixed rate. It is stressed that, in the Group's opinion, such choices have turned out to be highly satisfactory in light of the recent and expected increases in the reference rates in Europe.
It should be noted that on April 5, a new hedging contract was entered into by the Parent Company on the 2022-2028 Pool Loan for a total of Euro 90 million, which made it possible to have 100% hedging of this financial debt as at June 28, 2024.
Please note that at December 31, 2024, two hedging contracts are in place, stipulated by the Parent Company with two banks in accordance with the Pool Loan Agreement, which contain a cross default clause that entitles the related bank to terminate and/or withdraw from (as applicable) the related hedging contract, in the event of significant default by subsidiaries, parents and/or joint ventures, with the concept of control regulated by the possession of the majority of votes.

Sensitivity analysis on interest rates
In 2024, the Group's net financial position decreased from Euro 127,842 thousand to Euro 111,165 thousand, of which the component recognized according to IFRS 16 is Euro 56,361 thousand. Below is the ratio of debt to equity as at December 31, 2024 and December 31, 2023. Please note that the financial covenants existing on the bond and pool loans must be counted, as envisaged by the related contracts, on a net financial position that excludes the application of IFRS 16 for the entire term of said loans.

Thousands of €	12.31.2024	12.31.2023
Net financial debt	111,165	127,842
Shareholders' Equity	256,400	238,523
Ratio	**0.43**	**0.54**
Comparison of indicators without IFRS 16 effect		
Net financial debt	54,805	67,083
Shareholders' Equity	257,754	239,115
Ratio	**0.21**	**0.28**

The table below shows the increased incidence during the period of fixed-rate debt or variable-rate debt hedged by IRSs. The incidence of said debt on total "onerous" debt is also indicated, thereby meaning not only bank debt and the debenture loan but also: (i) short-term bank debt; (ii) finance lease payables; and (iii) factoring, all essentially variable rate. As compared with gross financial debt, as shown in the financial statements, "non-interest-bearing" payables are excluded, like the mark-to-market positions on derivatives, the price shares to be paid on acquisitions made and payables linked to the application of IFRS 16.

Thousands of €	12.31.2024	12.31.2023
Total medium- to long- term bank/bond loans (A)	**117,264**	**128,617**
of which fixed rate	100,194	76,801
Percentage - fixed rate	85.4%	59.7%
of which floating rate	17,070	51,816
Percentage - floating rate	14.6%	40.3%
Total other onerous debt (B)	**7,192**	**4,484**
Total onerous debt (A+B)	**124,456**	**133,101**
Percentage - fixed rate	80.5%	57.7%
Percentage - floating rate	19.5%	42.3%

As at December 31, 2024, interest-bearing debt had decreased by approximately Euro 8.6 million essentially due to the repayment of principle set forth in the amortization plans, but partially offset by the disbursement of new loans, increased use of short-term lines and increased factoring debt. Within the medium/long-term bank debt, the portion of Euro 67,143 thousand is represented by variable rate loans hedged by means of derivatives, amounting to 98.8% of the nominal debt: please note that this hedging is effective against interest rate rises but clearly does not cancel out the effect of any spreads, envisaged contractually if the ratio between Net Financial Position and Adjusted EBITDA should take a turn for the worse.
At the same time, variable-rate debt as a proportion of total medium-term bank debt and bonds fell to 14.6%, while variable-rate debt as a proportion of total interest-bearing debt, which in this context does not take into account available liquid funds, was around 19.5%. If there should be an increase on the market in reference rates, the Group should not suffer any particularly serious impacts as compared with the present situation.

The table below shows the breakdown of financial expense for the two-year period according to nature (excluding the interest cost and interest income from third parties, with the exception of income from derivatives), whilst below that the table relating to the sensitivity analysis illustrates what the effect would have been, in relation to interest linked to medium/long-term bank loans, of the higher expenses that would have arisen in 2024 and 2023 in the event of a higher level of interest rates by between 25 and 100 basis points:

Thousands of €	12.31.2024	12.31.2023
Evolution of financial charges		
- on fixed rate bond/bank loans	(1,048)	(1,162)
- on fixed rate bank loans through derivative	(2,338)	(986)
- on floating rate bank loans	(1,848)	(3,279)
- on bank overdrafts and other financial liabilities	(1,790)	(1,931)
- IFRS 16 interest	(2,751)	(1,821)
- Earn-out interests	(479)	(805)
- Put/call interests	(434)	(320)
- amortizing interests	(189)	(279)
Total	**(10,877)**	**(10,585)**

Thousands of €	12.31.2024	12.31.2023
Actual expense on floating rate bank loans	(1,848)	(3,279)
+ 25 bp	(92)	(173)
+ 50 bp	(184)	(346)
+ 75 bp	(276)	(519)
+ 100 bp	(368)	(692)

Price volatility risk of fruit and vegetable commodities
Operating in a sector of agricultural commodities, which by nature are exposed to the variability of the quantities produced as a result of exogenous factors such as, for example, weather and environmental events beyond the control of the industry operators, the Group manages two situations connected with agricultural commodities: procurement and purchase price of raw materials. The first element is the most sensitive and, therefore, the Group diversifies its product portfolio as much as possible, through the number of items marketed, the supplier base and the country of origin. In thus doing, the concentration of the risk of product shortages for individual items and supplies is mitigated and the product portfolio is balanced with respect to any production shortages of specific items and/or origins. The second situation regards the variation of prices of commodities purchased, which is handled through the pricing policy of products on sale. The two

dimensions are, in fact, closely linked insofar as the daily or weekly definition of prices of sale allows for the adjustment of any price changes during procurement, up or down. Volatility is also handled by the Group using the methods whereby relations are regulated with suppliers, in whose regard operations very often take place with commission account or sales account schemes. In short, the price paid to the supplier for the products purchased is defined according to the price of product sale; this situation effectively considerably dilutes the price volatility risk on commodities.

Price volatility risk of fuels for ships

The bunker (fuel) used for the owned ships is the main commodity subject to pricing volatility, to which the Group - and more specifically the Shipping Sector - is exposed, with consequent potential fallout (negative or positive) on the Group's economic results. Considering the high degree of volatility of the oil and derivatives (including those used as fuel for the owned ships) market reference indexes, the Group employs two forms of hedging: financial, forward purchasing the bunker over a six-monthly or annual time frame in particular to cover part of estimated consumption, corresponding in essence to the transport service provided to Group companies, equal to roughly 50% of the volumes transported, referred to as “captive use”. The second part is managed through the definition of commercial contracts with third party customers, which include a “BAF” (“Bunker Adjustment Factor”) clause aimed at restoring balance to fluctuations in fuel prices, by adding or taking away from the tariff agreed annually with the shipping service customer, an economic value that neutralizes or in any case mitigates fuel price fluctuations. In addition, there are mechanisms to recover the increased costs associated with the introduction of environmental regulations applied to maritime transport, for example EU ETS as of 2024 and Fuel-EU as of 2025. In thus doing, the overall fuel price evolution has a less significant impact on the Group’s results and such as to be able to be kept under control. The market context has historically seen the application of BAF clauses in refrigerated shipping and there are no suggestions that the possibility of stipulating such contracts with third party customers should cease to apply nor that it may become difficult to find suitable financial hedges on the oil market. Below is an analysis that shows how the ship fuel price impacts the results of the Shipping segment in the reference period.

Thousands of €	**12.31.2024**	**%**	**12.31.2023**	**%**
Total bunker's cost	40,679	35.05%	38,010	28.64%
Net sales Shipping sector	**116,048**		**132,737**	

Credit risk

The Group is exposed to credit risk, mainly deriving from commercial relations with its customers and, in particular, any delays or non-payments by such, which, should such occur, may have negative effects on the Group’s economic, equity and financial position. The Group operates with a very extensive customer base comprising the large retail channel and “traditional” wholesaler and retailer customers. In consideration of the heterogeneous nature of the customer base, particularly on a European level, the Group adopts risk hedging policies through credit insurance policies with leading international companies. The Group also adopts risk management policies aimed at interrupting supplies if past-due credit thresholds should be reached, connected with aging and/or amount. Such actions allow the Group to record a very negligible loss on loans in respect to total turnover and one that remains basically constant over time. Additionally, in consideration of the type of assets in which the Group is involved (primary and basic consumer goods for the western diet) and the stability of the sales channels, no changes are expected in the customer base such as to impact the current dimension of credit risk.

The table below provides a breakdown of trade receivables as at December 31, 2024, grouped by past-due, net of the provision for bad debts:

Thousands of €	12.31.2024	Not due	Overdue within 30 days	Overdue between 31-90 days	Overdue between 91-120 days	Overdue over 120 days
Gross Trade receivables	165,097	106,547	31,646	12,438	1,341	13,125
Provision for bad debts	(10,743)	(24)	(79)	(124)	(125)	(10,392)
Trade receivables	**154,354**	**106,523**	**31,567**	**12,314**	**1,217**	**2,733**

The high amount of the provisions for bad debts stems from the specific tax need not to derecognize receivables that are now "lost" and written-off entirely until completion of the related bankruptcy proceedings (insolvency, arrangements with creditors), as otherwise the tax deductibility of the losses, ceases.

Transactions deriving from atypical and/or unusual transactions

In compliance with the provisions of the Consob Communication of July 28, 2006, in FY 2024, the Company did not implement any atypical and/or unusual transactions as defined in that Communication.

Transactions deriving from non-recurring transactions

In accordance with the Consob Communication of July 28, 2006, it is specified that in 2024, the Group incurred costs relating to non-recurring transactions. In accordance with Consob Resolution no. 15519 of February 28, 2005, please note that "Other operating income/expense" includes Euro 4,680 thousand in net non-recurring expenses, essentially referring to expenses linked to the 2024 share of competence of the LTI 2023-2025 and Top Management incentives, employee profit-sharing (element required by French and Mexican laws) and the closure of the French warehouse located in Solgne, partially offset by the contingent asset originated following the signing of the settlement agreement related to the insurance premium for the LBO policy covering the customs dispute concluded in 2023, which was paid previously and subject to a dispute. It should be noted that the closure of the Solgne warehouse was decided upon in order to obtain synergies with the other warehouses in France as far as the Banana product is concerned. For more details, refer to the Note 26 "Other operating income/expense" and Annex 2 "Financial statements tables stated in accordance with Consob Resolution 15519/2006".

Accounting standards, amendments and IFRS interpretations applied from January 1, 2024

The following standards, interpretations and amendments to the existing standards became applicable as of January 1, 2024, with no significant effects on the Consolidated Financial Statements:

- Amendments to IAS 1 and IFRS 7 - Supplier Finance Arrangements (IASB publication date May 25, 2023). The amendment requires some specific disclosures about financing arrangements in the supply chain so that users of financial statements can assess the effects of such arrangements on the entity's liabilities and cash flows as well as its exposure to liquidity risk;

- Amendments to IFRS 16 “Leases” Lease liability in a sale and leaseback. The document requires the seller-lessee to value the lease liability arising from a sale and leaseback transaction so as not to recognize any amount of gain or loss that relates to the right of use retained by the seller-lessee itself;
- Amendments to IAS 1 “Presentation of financial statements” on classification of non-current assets and liabilities with covenants. These changes are intended to clarify existing requirements on how to classify debt and other short-term or long-term liabilities. The amendments also improve the information that an entity must provide when its right to defer settlement of a liability for at least twelve months is subject to meeting certain parameters (i.e., covenants);
- Amendments to IAS 12 (Income Taxes) - International Tax Reform - Pillar Two. In 2023, the IASB amended the scope of IAS 12 to clarify that the standard applies to income taxes arising from tax laws enacted, or substantially enacted, to implement the Global Minimum Tax ("Pillar Two") rules published by the OECD (and adopted by the European Union by means of Directive No. 2523/2022), including tax laws implementing the qualified domestic minimum taxes described in such rules. Commission Regulation (EU) 2023/2468 of November 8, 2023, published in the Official Journal on November 9, 2023, implemented the amendments to IAS 12. The changes to this principle were introduced in response to the aforementioned Pillar Two rules published by the OECD and include: (i) a temporary mandatory exemption to recognition and disclosure requirements for deferred taxes arising from the implementation in jurisdictions of Pillar Two regulations; and (ii) disclosure requirements for affected entities to help users of financial statements better understand the income tax impacts arising from such legislation.

Accounting standards, IFRS and IFRIC amendments and interpretations published, but not yet adopted by the European Union at December 31, 2024

The following are the new standards or amendments to standards, with respect to which the competent bodies of the European Union have not yet completed the endorsement process necessary for their adoption:

- Amendments IAS 21 – Lack of exchangeability. The amendments are applicable from January 1, 2025;
- IFRS 18 – Presentation and Disclosure in Financial Statements. The standard is applicable starting from January 1, 2027.
- Amendments to IFRS 9 and IFRS 7. The new standard is applicable starting from January 1, 2026.

Notes - disclosures on the statement of financial position and the income statement

This chapter provides useful information to explain the most significant changes compared to the previous year in the items of the financial statements, indicating, where appropriate, any possible effects of changes in the scope of consolidation.

NOTE 1. Goodwill

Goodwill was recorded for Euro 127,447 thousand (Euro 127,447 thousand at December 31, 2023).

Thousands of €	Goodwill
Carrying amount at December 31, 2022	**48,245**
Change of year:	
Investments	79,202
Disposal	-
Reclassification and impairment losses	-
Change of consolidation scope	-
Translation differences	-
Carrying amount at December 31, 2023	**127,447**
Change of year:	
Investments	-
Disposal	-
Reclassification and impairment losses	-
Change of consolidation scope	-
Translation differences	-
Carrying amount at December 31, 2024	**127,447**

The item shows the amount paid by the Group over the book value of the company's business units and/or equity of the companies acquired and subsequently incorporated. As at December 31, 2024, goodwill, totaling Euro 127,447 thousand, was unchanged compared to December 31, 2023. As at December 31, 2024, in continuity with what was done in 2023, goodwill, totaling Euro 127,447 thousand, was fully allocated to the Distribution CGU Group.

Goodwill at December 31, 2024 refers:

- Euro 720 thousand for Nuova Banfrutta S.r.l. (company incorporated into Fruttital S.r.l., in 2017): specifically, this value derives mainly from the acquisition of Ferfrutta S.r.l.;
- for Euro 171 thousand to Az France S.A.S.;
- to differences in consolidation for the acquisitions of Eurofrutas S.A. and Nuova Banfrutta S.r.l. (company merged by incorporation into Fruttital S.r.l. in 2017). The acquisition of the former refers to

the 50% recorded in 2013 and with residual value at December 31, 2014 equal to Euro 1,440 thousand, while the latter was acquired in 2010 and has a residual value of Euro 1,375 thousand;

- for Euro 9,978 thousand to Hermanos Fernández López S.A.: this value derives from the acquisition of the residual 50% which took place in 2017, also including the amount recorded pursuant to IFRS 3 for the 50% stake acquired previously;
- for Euro 1,992 thousand to Galandi S.p.A.: this value derives from the acquisition of the residual 50% which took place in 2017, also including the amount recorded pursuant to IFRS 3 for the 50% stake acquired previously;
- for Euro 17,300 thousand to Fruttital Firenze S.p.A. (now merged into Fruttital S.r.l.): this value derives from the acquisition of the residual 50% which took place in 2017, also including the amount recorded pursuant to IFRS 3 for the 50% stake acquired previously;
- for Euro 1,250 thousand relating to the 2019 acquisition of Sevimpor S.L. (now merged into Hermanos Fernández López S.A.);
- for Euro 9,294 thousand relating to the 2019 acquisition of the Fruttica Group;
- for Euro 3,309 thousand relating to the 2019 acquisition of Fruttital Cagliari S.r.l. (now merged into Fruttital S.r.l.): this value derives from the acquisition of the residual 75%, also including the amount recorded pursuant to IFRS 3 for the 25% stake acquired previously;
- for Euro 1,417 thousand relating to the 2020 acquisition of 50% of Moncada Frutta S.r.l. (now merged into Fruttital S.r.l.), also including the amount recorded pursuant to IFRS 3 for the 50% stake acquired previously.
- Euro 41,142 thousand relating to the acquisition in 2023 of 93.3% of Blampin Group, a French company active in the import and distribution of fruit and vegetables;
- Euro 37,220 thousand relating to the acquisition in 2023 of 100% of Capexo S.A., a French company active in the import and distribution of fruit and vegetables;
- Euro 840 thousand relating to the acquisition in 2023 of 51% of I Frutti di Gil S.r.l., an Italian company active in the distribution of red fruits.

In accordance with IAS 36, this item is not subject to amortization, but to an impairment test on annual basis, or more frequently, if specific events and circumstances occur which may indicate impairment (Impairment Testing). With reference to the stability of goodwill values, see the comment on impairment testing given in the “Impairment test” paragraph in the section on measurement criteria.

NOTE 2. Intangible assets other than goodwill

Thousands of €	Intellectual property rights	Concessions, licenses and trademarks	Assets in progress and advances	Other intangible assets	Total
Carrying amount	**10,325**	**12,211**	**167**	**924**	**23,627**
Accumulated amortization	**(3,478)**	**(9,249)**	**-**	**(881)**	**(13,607)**
Carrying amount at December 31, 2022	**6,848**	**2,962**	**167**	**43**	**10,020**
Change of year:					
Investments	1,334	134	210	9	1,687
Disposal - Carrying amount	-	(204)	-	-	(204)
Disposal - accumulated amortization	-	204	-	-	204
Reclassification - carrying amount	(6)	175	(18)	(14)	137
Reclassification - accumulated amortization	9	-	-	14	24
Changes of consolidated companies - Carrying amount	71	350	-	110	531
Changes of consolidated companies - accumulated amortization	(62)	(270)	-	(2)	(334)
Amortization	(1,001)	(615)	-	(15)	(1,631)
Carrying amount	**11,723**	**12,667**	**359**	**1,029**	**25,778**
Accumulated amortization	**(4,532)**	**(9,930)**	**-**	**(884)**	**(15,345)**
Carrying amount at December 31, 2023	**7,192**	**2,737**	**359**	**145**	**10,433**

Thousands of €	Intellectual property rights	Concessions, licenses and trademarks	Assets in progress and advances	Other intangible assets	Total
Carrying amount	**11,723**	**12,667**	**359**	**1,029**	**25,778**
Accumulated amortization	**(4,532)**	**(9,930)**	**-**	**(884)**	**(15,345)**
Carrying amount at December 31, 2023	**7,192**	**2,737**	**359**	**145**	**10,433**
Change of year:					
Investments	615	670	46	339	1,671
Disposal - Carrying amount	-	(15)	(6)	-	(21)
Disposal - accumulated amortization	-	15	-	-	15
Reclassification - carrying amount	(5)	(229)	(313)	355	(192)
Reclassification - accumulated amortization	5	354	-	(147)	212
Changes of consolidated companies - Carrying amount	-	-	-	-	-
Changes of consolidated companies - accumulated amortization	-	-	-	-	-
Amortization	(976)	(639)	-	(128)	(1,743)
Carrying amount	**12,334**	**13,093**	**86**	**1,723**	**27,236**
Accumulated amortization	**(5,503)**	**(10,200)**	**-**	**(1,159)**	**(16,862)**
Carrying amount at December 31, 2024	**6,831**	**2,893**	**86**	**564**	**10,374**

In 2024, intangible assets other than goodwill decreased by Euro 58 thousand primarily as a result of amortization of Euro 1,743 thousand and decreases for Euro 6 thousand, partially offset by investments of Euro 1,671 thousand and reclassifications of Euro 20 thousand.
It should be noted that in the period in question, no changes in estimates were made in assessing the useful life of intangible assets other than goodwill or in the choice of the amortization method and no internal or external indicators of impairment of intangible assets were identified.
No intangible assets other than goodwill were reclassified as "Assets held for sale".

Industrial patent rights and use of intellectual property

The item shows costs incurred in connection with the software programs and licenses the Group has obtained; the decrease of Euro 361 thousand refers primarily to amortization of Euro 976 thousand, partially offset by investments of Euro 615 thousand.

Concessions, licenses and trademarks

This line item essentially reflects the amount paid as concession for the exercise of commercial activities (warehouses and points of sale) located within general markets, amortized based on the duration of the concession, as well as the costs of using licensed software programs, amortized on average over a three-year period, and commercial trademarks, amortized over 10 years. The increase of Euro 156 thousand mainly reflects investments of Euro 670 thousand and reclassifications of Euro 125 thousand, partially offset by amortization of Euro 639 thousand.

Assets in progress and advances
The item reflects the investments made during the year and not yet operational at the reporting date, for Euro 46 thousand, essentially referring to the upgrade of the ERP systems in order to meet the Group's ever-growing needs and reclassifications of assets that have started operating for Euro 313 thousand.

Other intangible assets
This is a residual category that includes expenses incurred for the development of internal programs, amortized according to the respective periods of use. The increase for the year is attributable investments for Euro 339 thousand and reclassifications for Euro 208 thousand, partially offset by amortization of Euro 128 thousand.

NOTE 3. Property, plant and equipment

Thousands of €	Lands and buildings	Plantations	Plant and machinery	Industrial and comm. equipment	Other tangible assets	Assets in progress and advances	Total
Carrying amount	**128,776**	**3,275**	**288,931**	**15,231**	**25,062**	**4,246**	**465,521**
Accumulated depreciation	**(49,116)**	**(1,416)**	**(227,153)**	**(6,672)**	**(17,196)**	**-**	**(301,554)**
Balance at December 31,2022	**79,660**	**1,859**	**61,778**	**8,559**	**7,866**	**4,246**	**163,967**
Change of year:							
Investments	13,454	-	14,247	5,004	3,839	3,647	40,191
Disposal - Carrying amount	(6,896)	-	(11,975)	(1,342)	(1,518)	(185)	(21,915)
Disposal - accumulated depreciation	4,862	-	11,775	1,203	1,234	-	19,073
Reclassification - carrying amount	1,204	-	483	-	36	(1,849)	(127)
Reclassification - accumulated depreciation	-	-	-	-	(38)	-	(37)
Changes of consolidated companies - Carrying amount	7,510	-	12,161	-	2,500	-	22,171
Changes of consolidated companies - accumulated depreciation	(215)	-	(7,182)	-	(1,578)	-	(8,975)
Translation differences - carrying amount	180	139	320	6	87	-	732
Translation differences - accumulated depreciation	(95)	(60)	(195)	(6)	(60)	-	(415)
Depreciation	(8,026)	(214)	(15,528)	(3,084)	(3,010)	-	(29,861)
Carrying amount	**144,228**	**3,414**	**304,167**	**18,899**	**30,006**	**5,858**	**506,573**
Accumulated depreciation	**(52,590)**	**(1,690)**	**(238,283)**	**(8,559)**	**(20,647)**	**-**	**(321,769)**
Balance at December 31,2023	**91,638**	**1,724**	**65,884**	**10,340**	**9,359**	**5,858**	**184,804**

Thousands of €	Lands and buildings	Plantations	Plant and machinery	Industrial and comm. equipment	Other tangible assets	Assets in progress and advances	Total
Carrying amount	**144,228**	**3,414**	**304,167**	**18,899**	**30,006**	**5,858**	**506,573**
Accumulated depreciation	**(52,590)**	**(1,690)**	**(238,283)**	**(8,559)**	**(20,647)**	**-**	**(321,769)**
Balance at December 31,2023	**91,638**	**1,724**	**65,884**	**10,340**	**9,359**	**5,858**	**184,804**
Change of year:							
Investments	10,043	-	10,483	3,930	3,814	9,004	37,273
Disposal - Carrying amount	(4,728)	-	(4,575)	(3,749)	(2,351)	(43)	(15,446)
Disposal - accumulated depreciation	2,835	-	4,533	3,749	1,954	-	13,071
Reclassification - carrying amount	4,371	-	1,039	-	-	(5,199)	212
Reclassification - accumulated depreciation	(207)	-	(6)	-	2	-	(211)
Changes of consolidated companies - Carrying amount	301	-	-	-	-	-	301
Changes of consolidated companies - accumulated depreciation	(94)	-	-	-	-	-	(94)
Translation differences - carrying amount	(209)	(178)	(420)	(7)	-	-	(815)
Translation differences - accumulated depreciation	128	83	290	7	10	-	518
Depreciation	(8,449)	(213)	(16,201)	(3,305)	(3,127)	-	(31,295)
Carrying amount	**154,006**	**3,236**	**310,694**	**19,073**	**31,468**	**9,621**	**528,098**
Accumulated depreciation	**(58,378)**	**(1,820)**	**(249,668)**	**(8,108)**	**(21,807)**	**-**	**(339,780)**
Balance at December 31,2024	**95,629**	**1,416**	**61,026**	**10,965**	**9,661**	**9,621**	**188,318**

At December 31, 2024, tangible assets totaled Euro 188,318 thousand, a net increase of Euro 3,514 thousand compared to the balance as at December 31, 2023 as a result of:

- investments of Euro 37,273 thousand, broken down as follows: “Distribution” for Euro 25,552 thousand (of which Euro 7,539 thousand for rights of use), “Shipping” for Euro 10,451 thousand (of which Euro 4,319 thousand for rights of use), “Holding & Services” for Euro 1,269 thousand (of which Euro 409 thousand for rights of use);
- depreciation for the period, Euro 31,295 thousand;
- reclassifications for a net amount of Euro 1 thousand;
- asset disposals for a net amount of Euro 2,375 thousand, including Euro 5 thousand for demolition;
- effect of the change in scope for a net amount of Euro 207 thousand;
- decrease due to the net exchange rate effect of Euro 296 thousand, essentially referring to the assets of the Mexico-based companies due to the Mexican Peso which went from 18.723 Pesos/Euro at December 31, 2023 to 21.550 Pesos/Euro as at December 31, 2024.

Land and buildings
The change in the year recorded a total net increase of Euro 3,990 thousand, resulting primarily from investments for Euro 10,043 thousand, the effect of the scope change for Euro 207 thousand and reclassifications for Euro 4,164 thousand, partially offset by depreciation of Euro 8,449 thousand, exchange differences for Euro 81 thousand and disposals of Euro 1,893 thousand. Investments amounted to Euro 10,043 thousand and essentially regarded specific improvements on buildings in France, Italy, Greece and Portugal, plus Euro 6,595 thousand for new contracts, rather than renewals and/or extensions, for the rental of warehouses and offices subject to IFRS 16. It should be noted that the main investments relating to recognition according to IFRS 16 relate to the renewal of the Italian concession on the Verona market stand, ISTAT increases in lease contracts, primarily in Spain and France and rolling market stand renewals in Marseilles and Rungis.
Within this category, the value of land amounted to Euro 14,141 thousand, stated on the basis of the original sale and purchase deeds where existing or separated from the general purchase price of the building on the basis of percentages close to 20%.

Plantations
The item in question saw a decrease of Euro 308 thousand, linked to depreciation for the year of Euro 213 thousand and the devaluation of the Mexican peso, for a net amount of Euro 95 thousand.

Plant and machinery
This line item includes cold rooms, banana ripening rooms, plants for product calibration and packaging, fruit storage and packaging facilities (Distribution sector) and ships (Shipping sector).
There was a net decrease for the year of Euro 4,858 thousand primarily referring to depreciation of Euro 16,201 thousand, divestments of Euro 42 thousand, of which Euro 5 thousand net for demolition, and decreases due to the exchange rate effect of Euro 130 thousand, partially offset by reclassifications of Euro 1,033 thousand and investments of Euro 10,483 thousand that mainly involved renovations and improvements at the Italian, French, Portuguese and Spanish warehouses and at other sites, in addition to normal investments in renewing equipment at the Group's various warehouses. Investments in plant and machinery also include Euro 4,365 thousand linked to dry-docking carried out on the Cala Pino and Cala Pula, and Euro 1,559 thousand for upgrades on ships.
The management has tested the values of the four Cale Rosse units for impairment based the foreseeable future performance of the business and did not identify any need to adjust the values of the ships.

Industrial and commercial equipment
In this sector (essentially consisting of the container fleet of the Shipping company), the increase of Euro 625 thousand is essentially related to investments of Euro 3,930 thousand (of which 3,807 thousand for IFRS 16 contracts), partially offset by depreciation of Euro 3,305 thousand.

Other tangible assets
The item includes the assets owned by the Group such as furniture and furnishings, computer and electronic equipment, car fleet, etc.
The increase of Euro 302 thousand during the period mainly reflects the effect of investments for Euro 3,814 thousand (of which 1,335 thousand for IFRS 16 contracts) and the change for exchange rate differences of Euro 10 thousand, offset by depreciation of Euro 3,127 thousand and disposals for a net amount of Euro 397 thousand.

Assets in progress and advances
The increase in this item of Euro 3,763 thousand is due to the recognition of Euro 9,004 thousand in investments, mainly connected with the refurbishment and expansion of the Seville warehouse, the new Verona warehouse and work and systems in the course of completion at the Alverca, Rungis and Cavaillon warehouses. This change was partially offset by a reduction of Euro 5,199 thousand due to the entry into service of assets linked to the modernization of buildings and plant and machinery at the Portuguese, French and Spanish sites.

At December 31, 2024, the Group verified that there were no internal or external indicators of possible impairment for its property, plant and equipment. Consequently, the value of Property, plant and equipment has not been subject to impairment testing.

Leasing – IFRS 16
The Group has applied IFRS 16 as of January 1, 2019 and in accordance with it has recorded the "Right of use" under "Property, plant and equipment" within each category to which it belongs. To complement the information provided in the table above, details are provided below of changes in the amount of rights of use recognized by the Group for the years 2023 and 2024.

Thousands of €	Lands and buildings	Plant and machinery	Industrial and commercial equipment	Other tangible assets	Total
Carrying amount	**35,710**	**10,831**	**13,470**	**3,261**	**63,271**
Accumulated depreciation	**(10,361)**	**(5,492)**	**(5,323)**	**(1,158)**	**(22,334)**
Balance at December 31, 2022	**25,348**	**5,339**	**8,147**	**2,102**	**40,937**
Change:					
Perimeter of consolidation	7,296	-	-	156	7,452
Investments	10,769	10,840	4,941	2,107	28,658
Disposal - Carrying amount	(6,842)	(10,831)	(1,342)	(452)	(19,467)
Disposal - accumulated depreciation	4,820	10,831	1,202	381	17,234
Reclassification - Carrying amount	-	-	-	-	-
Reclassification - accumulated depreciation	-	-	-	-	-
Depreciations	(5,390)	(5,339)	(3,003)	(916)	(14,647)
Carrying amount	**46,932**	**10,840**	**17,069**	**5,072**	**79,914**
Accumulated depreciation	**(10,931)**	**-**	**(7,123)**	**(1,693)**	**(19,747)**
Balance at December 31, 2023	**36,002**	**10,840**	**9,946**	**3,379**	**60,167**
Change:					
Perimeter of consolidation	-	-	-	-	-
Investments	6,595	530	3,807	1,335	12,267
Disposal - Carrying amount	(4,724)	-	(3,744)	(782)	(9,250)
Disposal - accumulated depreciation	2,830	-	3,744	671	7,246
Reclassification - Carrying amount	-	-	-	-	-
Reclassification - accumulated depreciation	-	-	-	-	-
Depreciations	(5,521)	(5,634)	(3,222)	(1,046)	(15,423)
Carrying amount	**48,803**	**11,371**	**17,132**	**5,625**	**82,931**
Accumulated depreciation	**(13,621)**	**(5,634)**	**(6,601)**	**(2,068)**	**(27,924)**
Balance at December 31, 2024	**35,182**	**5,737**	**10,531**	**3,557**	**55,007**

At December 31, 2024, the financial liability associated with the application of IFRS 16 amounted to Euro 56,361 thousand (compared to Euro 60,759 thousand at December 31, 2023), against increases of Euro 12,267 thousand for new contracts entered into in 2024, decreases of Euro 14,624 thousand for payments for the period and Euro 2,041 thousand for reductions due to the suspension of lease/rental contracts.
At December 31, the current weighted average rate on contracts was 4.72%.
For the Group, the application of IFRS 16 has a significant impact in terms of net financial position and Adjusted EBITDA, given the existence of numerous warehouse and fruit and vegetable market point of sale concession and/or rental agreements, as well as operating leases on the fifth ship and on the reefer container fleet used by the ship-owning company, with an impact on Adjusted EBITDA in 2024 of Euro 17,412 thousand compared to Euro 16,514 thousand in 2023.

NOTE 4. Investments accounted for using the equity method

Thousands of €	Agricola Azzurra S.r.l.	Tirrenofruit S.r.l.	Moño Azul S.A.	Bonaoro S.L.U.	Fruport Tarragona S.L.	Total
Balance at 12.31.2023	**10,844**	**2,724**	**3,560**	**1,602**	**1,851**	**20,581**
Profit/loss	1,076	283	-	27	660	2,047
Investments	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Dividends	-	(160)	-	-	(490)	(650)
Other Changes	110	-	291	(2)	-	399
Balance at 12.31.2024	**12,031**	**2,847**	**3,850**	**1,628**	**2,022**	**22,378**

The table shows the increase in investments accounted for using the equity method of Euro 1,796 thousand, originating mainly from the pro-rata profits achieved in 2024, especially that of Agricola Azzurra S.r.l., a company acquired, in addition to Tirrenofruit S.r.l., as part of the reinforcement of the Group's strategic position in the marketing of domestic fruit and vegetable products to the large-scale retail channel. The overall change in this item was also affected by the distribution of dividends and other minor changes.
At December 31, 2024, dividends received from companies accounted for using the equity method amounted to Euro 650 thousand.
No indication of impairment has been seen for these equity investments. Please refer to the "Impairment test" section

NOTE 5. Non-current financial assets

Thousands of €	12.31.2024	12.31.2023	Change
Investments in other companies	978	974	4
Other non-current financial assets	4,687	4,317	369
Non-current financial assets	**5,664**	**5,291**	**373**

At December 31, 2024, this item includes other minor investments measured at cost approximating fair value, security deposits as well as other medium-term receivables from third parties and associates. The increase in "Other non-current financial assets" of Euro 373 thousand is mainly related for Euro 1,000 thousand to a long-term agreement for plantain supplies with a supplier and for Euro 185 thousand to an increase in non-current receivables mainly due to foreign exchange, partially offset by a reduction in security deposits of Euro 461 thousand and a reduction of Euro 355 thousand in the mark-to-market value of interest rate hedging derivatives.

NOTE 6. Deferred tax assets

Thousands of €	12.31.2024	12.31.2023	Change
Deferred tax assets	**6,981**	**7,540**	**(560)**

Deferred tax assets are recognized with a prudential criterion when their recovery by means of future taxable amounts is deemed to be reasonable and probable; they can derive from the temporary differences between the value of the assets and liabilities reflected in the financial statements relative to their value for tax purposes as well as from the tax losses that can be carried forward to the following years.
Deferred tax assets as at December 31, 2024, amounting to Euro 6,981 thousand, are recognized in relation to the valuation of prior tax losses of the Italian and foreign companies, as well as cost and revenue taxability/deductibility time differences according to the respective tax regulations, for example increases in provisions for risks and write-downs on receivables, as well as IFRS transition entries, such as the determination of the liability for defined employee benefits, according to the actuarial methodology.
For more information on the breakdown and changes in this item, please refer to the table below and Note 29 “Income tax expense”.

Thousands of €	12.31.2024	12.31.2023
Previous tax losses	4,236	4,670
Effect IAS 19	693	709
Depreciation/Goodwill/trademarks	443	519
Reductions in value and provisions	760	815
Financial derivatives	179	270
Others	669	557
Deferred tax assets	**6,981**	**7,540**

NOTE 7. Inventories

Thousands of €	12.31.2024	12.31.2023	Change
Raw materials, supplies and consumables	12,096	12,675	(579)
Biological Assets	257	348	(91)
Finished products and goods for resale	42,180	40,094	2,086
Inventories	**54,533**	**53,118**	**1,415**

Inventories of raw materials and consumables are represented essentially by the packaging materials used by the distribution companies and fuels, lubricants and spare parts of transport companies and are measured at FIFO. Biological assets refer to the company Productores Aguacate Jalisco S.A.C.V. in relation to fruit still ripening on the plant for Euro 257 thousand and Euro 348 thousand at December 31, 2024 and December 31, 2023, respectively, harvested and sold in the following months.
As at December 31, 2024, the value of inventories increased compared to the previous year by Euro 1,415 thousand, mainly linked to higher exact year-end stocks in inventory, also due to increased unit price values caused by inflation.

NOTE 8. Trade receivables

Thousands of €	12.31.2024	12.31.2023	Change
Trade receivables from third parties	164,127	154,258	9,869
Receivables from subsidiaries and associates of the Group not fully consolidated	836	1,394	(558)
Receivables from related parties	135	131	4
Provision for bad debts	(10,743)	(11,546)	803
Trade receivables	**154,354**	**144,237**	**10,117**

All trade receivables are due within one year and derive from normal sales conditions. It should be noted that receivables are shown net of the provision for write-downs allocated over the years to cover bad or doubtful debts that are still in the financial statements pending the conclusion of the related bankruptcy proceedings or out-of-court settlement attempts. There are no receivables due beyond five years. It is believed that the provision for bad debts is appropriate to cope with the risk of potential non-collection of past due receivables.
As at December 31, 2024 the item "Trade receivables" showed an increase of Euro 10,117 thousand linked especially to the increase in receivables of the distribution companies and the rise in turnover and the different trends in collection volumes in the days immediately preceding and following December 31.
The balance of receivables due from related and associated Group companies mainly refers to normal trade receivables; an analysis of the positions is given in Note 34 on related parties.
The change in the provision for bad debts is reported below, which the Group prepares based on a realistic view of the actual recoverability of the individual receivables, as governed by IFRS 9 “Expected losses” and which is also inclusive of an amount of Euro 50 thousand relating to the more generic risk of non-collection of all financial assets posted to the financial statements. As at the reporting date, Euro 10.7 million are entered, of which the most significant part, almost Euro 8.9 million, assigned to the main Italian distribution company, and the Portuguese, Greek and Spanish companies in view of past-due receivables and almost entirely written off in the over one year segment.

Thousands of €	Provision for bad debts
Balance at December 31, 2023	**(11,546)**
Change of year	
Accruals	(786)
Utilizations	1,588
Change of consolidation scope	-
Others	-
Balance at December 31, 2024	**(10,743)**

The following is the breakdown of the receivables by geographical area:

Thousands of €	12.31.2024	12.31.2023	Change
Italy	63,889	59,919	3,970
EU countries	86,096	80,642	5,454
Non-Eu countries	4,369	3,676	693
Trade receivables	**154,354**	**144,237**	**10,117**

NOTE 9. Current tax assets

Thousands of €	12.31.2024	12.31.2023	Change
For value added tax	11,701	9,693	2,008
For income tax	2,516	2,742	(226)
Current tax assets	**14,217**	**12,435**	**1,782**

As at December 31, 2024, current tax assets increased by a total of Euro 1,782 thousand due to a different VAT credit of Euro 2,008 thousand and a lower income tax credit of Euro 226 thousand.

NOTE 10. Other receivables and other current assets

Thousands of €	12.31.2024	12.31.2023	Change
Advances to suppliers	4,777	5,180	(402)
Other receivables	4,546	5,805	(1,259)
Accrued income and prepaid expenses	4,463	3,586	877
Current financial assets	2,910	12	2,898
Other receivables and other current assets	**16,697**	**14,582**	**2,114**

As at December 31, 2024, the item increased overall by Euro 2,114 thousand due to the increase in "Accrued income and prepaid expenses" by Euro 877 thousand and by Euro 2,898 thousand in current financial assets due to the recognition of the mark-to-market values of derivative financial instruments on the EUA and foreign exchange. The increase just described was partially offset by a decrease in Other Receivables of Euro 1,259 thousand and Advances to suppliers of Euro 402 thousand.
As already noted in previous reports starting from the 2017 financial statements, the balance of "Other receivables" was not affected by the receivable from the related party, Argentina S.r.l., for Euro 8,000 thousand, as it has been entirely written off (Note 34).
The item "Accrued income and prepaid expenses" refers to the normal allocations for the recognition and proper allocation of costs related to the following year, typically insurance expenses, leases, and interest.

NOTE 11. Cash and cash equivalents

Thousands of €	12.31.2024	12.31.2023	Change
Cash and cash equivalents	**85,360**	**90,062**	**(4,703)**

The balance reflects the current account balances of Group companies. The change in the item can be analyzed in detail in the cash flow statement.

NOTE 12. Shareholders' equity attributable to Owners of Parent

The share capital at December 31, 2024, fully paid in, consists of 17,682,500 shares without par value for a value of Euro 69,163,340; there are no preference shares. Holders of ordinary shares have the right to receive the dividends as they are resolved and, for each share held, have a vote to be cast in the Company's shareholders' meeting.

The change in shareholders' equity at December 31, 2024 compared to the previous December 31 essentially reflects the recognition of the result achieved during the year which was more than proportional to the decrease due to the dividend paid and the purchase of treasury shares.
At December 31, 2024, Orsero held 833,857 treasury shares, equal to 4.72% of the share capital, for a value of Euro 9,781 thousand, shown as a direct decrease in shareholders' equity. In the course of 2024, the Parent Company acquired a total of 80,720 treasury shares at an average price of Euro 12.53 per share for Euro 1,012 thousand.
As at December 31, 2024, the Group does not hold, directly or indirectly, shares in parent companies and it did not acquire or sell shares in parent companies during the year.
The amount of the share capital as at December 31, 2023, in compliance with the provisions of IAS 32, is to be considered net of treasury shares for Euro 8,769 thousand and costs for the purchase of equity investments for Euro 153 thousand, while as at December 31, 2024 it is to be considered net of treasury shares for Euro 9,781 thousand and costs for the purchase of equity investments for Euro 153 thousand.
The share premium reserve comes to Euro 77,438 thousand at December 31, 2024, whilst the legal reserve is Euro 2,469 thousand.
The exchange rate difference conversion reserve incorporates all the foreign exchange differences deriving from the conversion of the financial statements of foreign operations. The change for the year amounts to Euro 1,153 thousand, the validation of which, together with the derivative mark-to-market spreads, is shown in the total amount of Euro 1,112 thousand (the first negative and the second positive) in the statement of comprehensive income.
The cash flow hedging reserve, recognized for Euro 1,972 thousand (positive), shows the change relating to the adjustment to fair value as at December 31, 2024 net of the tax effect with an indication thereof in the statement of comprehensive income of the derivative on the bunker/EU-ETS, for Euro 266 thousand (positive effect), the derivatives on interest rates for Euro 703 thousand (negative change) and the derivative on exchange rates for Euro 2,801 thousand (positive change), all accounted for with the cash flow hedging method.
The reserve from the remeasuring of defined benefits plans, established in compliance with the application of IAS 19, changed by Euro 212 thousand on December 31, 2023.
The Shareholders' Meeting of April 29, 2024 approved the allocation of profit for the year 2023 of Euro 22,165 thousand as proposed by the Board of Directors and in particular the distribution of an ordinary monetary dividend of Euro 0.60 per share, gross of withholding tax, for each existing share entitled to receive a dividend, thus excluding from the calculation 753,137 treasury shares held by the company, for a total dividend of Euro 10,158 thousand. The ex-dividend date was May 13, 2024, the record date was May 14 and payments began on May 15, 2024.
The consolidated statement of changes in shareholders' equity, included in the consolidated financial statements to which reference is made, illustrates the changes between December 31, 2022 and December 31, 2023 and between December 31, 2023 and December 31, 2024, of the individual reserve items.
The following is a reconciliation as at December 31, 2024 between the Parent Company's equity and equity attributable to shareholders of the parent company and between the Parent Company's profit for the year and profit for the year attributable to shareholders of the parent company.

Thousands of €	Share capital and reserves 12.31.2024	Profit/loss at 12.31.2024	Shareholders' equity at 12.31.2024
Orsero S.p.A. (Parent company)	**152,350**	**13,435**	**165,785**
The difference between the carrying amount and the corresponding equity	(84,984)	-	(84,984)
Pro-quota gains/losses achieved by subsidiaries	-	40,755	40,755
Pro-quota recognition of associated companies consolidated using the equity method	2,227	2,047	4,273
Dividends distributed by consolidated companies to the Parent company	29,224	(29,224)	-
Consolidation differences	126,557	-	126,557
Elimination of capital gain and/or other transactions carried out by subsidiaries	2,531	(208)	2,323
Total Group equity and net profit attributable to Parent company	**227,904**	**26,805**	**254,708**
Minority interests and net profit attributable to non-controlling interests	817	875	1,692
Total shareholders' equity and profit/loss 12.31.2024	**228,720**	**27,680**	**256,400**

In regard to the above reconciliation, please note the following:

- the derecognition of intergroup dividends relates to dividends paid by the subsidiaries consolidated on a line-by-line basis (Productores Aguacate Jalisco a Comercializadora de Frutas; Comercializadora de Frutas and Postifruit to AZ France; Simba, Capexo, Cosiarma, Blampin and Galandi to Orsero), as well as the dividend of the associate Fruport to Orsero and Tirrenofruit to Orsero Produzione;
- the amounts relating to the effect of the derecognition of capital gains and/or other transactions implemented by subsidiaries, essentially include the recognition of depreciation on the greater value attributed to the buildings entered by the company Hermanos Fernández López and determined during the acquisition.

Below is a list of shareholders with an investment in excess of 5% (considering the classification of the Issuer as an SME in accordance with Art. 1, paragraph 1, letter w-quater.1 of Italian Legislative Decree no. 58/1998, as subsequently amended and supplemented (the "Consolidated Law on Finance" or "TUF")), as resulting from the Consob communications received in accordance with Art. 120 of the TUF and other information available to the Company.

Shareholder's name (1)	Number of shares	% on the total share capital
FIF Holding S.p.A. (4)	5,899,323	33.36%
Grupo Fernández S.A. (4)	1,180,000	6.67%
Praude Asset Management Ltd. (3)	1,489,680	8.42%
First Capital S.p.A. (2)	995,010	5.63%

(1) Updated situation at July 12, 2024

(2) Through its wholly owned subsidiary First SICAF S.p.A.
(3) Includes shareholdings managed by Praude Asset Management Ltd. and held by the following parties: Hermes Linder Fund SICAV Plc.; PRAUDE FUNDS ICAV; Altinum Funds Sicav Plc.; Plavis Gas SRL.
(4) The two partners are bound by a shareholder agreement, the details of which are available on the Company's website www.orserogroup.it, section "*Investors/Shareholders' agreement*"

NOTE 13. Non-controlling interests

The change in the item Minority interests is due to the applicable profit for the period. Minority interests in the capital of consolidated companies are as shown in the table below:

Companies consolidated (figures in thousands of €)	% non-controlling interests	Capital and reserves	Profit/ (Loss)	Non-controlling interests
Productores Aguacate Jalisco S.A.C.V.	30.00%	245	281	526
Blampin Groupe	6.70%	346	676	1,022
I Frutti di Gil S.r.l.	49.00%	223	(82)	141
Kiwisol LDA	0.25%	3	-	3

NOTE 14. Financial liabilities

The financial liabilities disclosure provided below is combined, including both the non-current and current portion, in order to make it more immediately understandable.
The financial exposure is as follows:

Thousands of €	12.31.2024	12.31.2023	Change
Bond payables (over 12 months)	15,000	20,000	(5,000)
Non-current medium term bank loans (over 12 months)	71,813	79,669	(7,856)
Non-current other lenders (over 12 months)	232	626	(393)
Non-current other lenders (over 12 months) IFRS 16	41,218	47,904	(6,686)
Non-current liabilities for derivative hedging instruments (over 12 months)	746	175	571
Non-current liabilities for derivative trading instruments (over 12 months)	29	-	29
Non-current payables for price balance on acquisitions (over 12 months)	12,381	17,716	(5,335)
Non - current financial liabilities	**141,419**	**166,090**	**(24,670)**
Bond payables (current)	5,000	5,000	-
Current medium term bank loans	25,451	23,948	1,502
Bank overdrafts	4,813	2,548	2,264
Current other lenders	418	799	(381)
Current other lenders IFRS 16	15,143	12,855	2,288
Other current lenders short term	1,729	511	1,218
Current liabilities for the derivatives hedging instruments	-	1,057	(1,057)
Current payables for price balance on acquisitions	5,858	5,858	-
Current financial liabilities	**58,411**	**52,576**	**5,835**

The change in FY 2024 of a total of Euro 18,835 thousand (between non-current and current) reflects the primary components, mostly related to medium-term loans, as detailed below:

- disbursement to the Parent Company on June 12, 2024 of a new 2024-2029 loan contract for Euro 2,500 thousand;

- the payment by the Parent Company of the installments of Euro 16,890 thousand on the 2022-2028 ESG linked pool loan, along with Euro 174 thousand accounted for as implicit interest deriving from the recognition of the item with the amortized cost method. Please recall that at December 31, a hedge is in place on 100% of that loan against interest rate fluctuations, for which the mark to market value is a negative Euro 746 thousand. Please note that this loan is subject to covenants calculated as the ratio between the net financial position and Adjusted EBITDA and the net financial position and shareholders' equity at the reporting date, which were fully respected;
- the payment of Euro 881 thousand in interest on the debenture loan of Euro 30,000 thousand the payment of the second principal installment for Euro 5,000 thousand. Please also note that the debenture loan calls for compliance with the financial covenants, such as the ratio between the net financial position and Adjusted EBITDA and the net financial position and shareholders' equity at the reporting date; as at this date, full compliance was noted;
- the repayment by the Parent Company of the installment for Euro 1,038 thousand of the 2022-2027 loan. Please recall that an IRS hedge was activated on this loan for 100% of the loan value (originally Euro 5,500 thousand), the mark-to-market value of which as at December 31, 2024 is a positive Euro 117 thousand;
- the payment of Euro 573 thousand for the installment falling due on a 2021-2025 loan;
- the payment of Euro 778 thousand for the installment falling due on a 2022-2027 loan;
- the payment of Euro 303 thousand for the installment falling due on a 2023-2028 loan;
- the regular repayment by the company Fruttital of the installments of the pool loan due in the amount of Euro 1,147 thousand, together with the accounting of Euro 15 thousand as notional interest. Please note that, at December 31, a hedge is in place on 85% of that loan against interest rate fluctuations, for which the mark to market value is a positive Euro 279 thousand.
- the signing of two 2024-2030 loan contracts by the company Fruttital of Euro 3,000 thousand and Euro 5,000 thousand respectively;
- the regular payment by Cosiarma of the installments falling due on the existing loan for a total of Euro 385 thousand;
- for the company AZ France S.A.S. a 2024-2029 works progress loan stipulated for Euro 1,265 thousand and the regular repayment of loan installments falling due for a total of Euro 783 thousand;
- the regular repayment at due dates on outstanding loans by Hermanos Fernández López S.A. for Euro 566 thousand and the stipulation of two new 2024-2029 loan contracts for Euro 2,000 thousand and Euro 4,000 thousand;
- Capexo's regular payment of outstanding loan installments of Euro 1,006 thousand when due;
- the regular payment at due dates of installments due on loans stipulated by Blampin Groupe, amounting to Euro 838 thousand;
- payments on finance lease contracts by Hermanos Fernández López S.A. amounting to Euro 779 thousand;
- the payment of finance leases for the company Eurofrutas for Euro 10 thousand;
- the regular repayment of the lease installments of the Mexican company Productores Aguacate Jalisco for Euro 23 thousand and disbursement for Euro 37 thousand;
- within the item other financial payables, the IFRS 16 component is equal to Euro 56,361 thousand, with increases totaling Euro 12,267 thousand linked to new contracts, renewals and rent adjustments agreed to in 2024, payments for Euro 14,624 thousand and write-offs following the early termination of contracts for Euro 2,041 thousand;
- decrease in the item price quotas to be paid on acquisitions of Euro 5,335 thousand, related to the payment of Euro 2,000 thousand of the first tranche of Earn-out to Blampin Groupe, the accounting of interest of Euro 292 thousand related to the discounting of Earn-outs, the payment of Euro 3,853 thousand for the second tranche of the earn-out to Capexo, the accounting of interest of Euro 188 thousand linked to discounting and the recognition of interest for Euro 434 thousand linked to the discounting of the Put/Call and the adjustment of the Put/Call liability of Euro 390 thousand.
- with reference to mark-to-markets on hedging derivatives, the mark-to-market was recognized on interest rate hedging for a negative net amount of Euro 350 thousand (Euro 396 thousand positive

and Euro 746 thousand negative) and for exchange rate hedges for a positive Euro 2,738 thousand, while negative mark-to-markets were recognized on the bunker/EU-ETS for Euro 158 thousand.

Please note that the following loans have change of control clauses:

- Orsero debenture loan for an original Euro 30 million, falling due in 2028;
- Orsero pool loan for an original Euro 90 million, falling due in 2028;
- Orsero loan for an original amount of Euro 4 million, falling due in 2027;
- Fruttital pool mortgage loan for an original Euro 15 million, falling due in 2029;
- Loan to AZ France for an original Euro 1.4 million, falling due in 27 and Euro 1.3 million due in 2029;
- Loan to AZ France originally amounting to Euro 0.8 million maturing in 2025, in addition to the mortgage loan originally for Euro 1.65 million maturing in 2029;

The medium-term debt maturity with banks and other lenders as at December 31, 2023 and December 31, 2024 is detailed in the table below, broken down into current and non-current portions, with the latter further broken down into portions falling within/beyond five years.

Thousands of €	Total	12.31.24	> 12.31.24		12. 31.24-12. 31.28	> 12.31.28
Bond payables (non-current/current)	25,000	5,000	20,000		20,000	-
Medium term bank loans (non-current/ current)	103,617	23,948	79,669		78,348	1,322
Other lenders (non-current/ current)	1,425	799	626		626	-
Other lenders (non-current/ current) IFRS 16	60,759	12,855	47,904		26,119	21,785
Liabilities for the derivatives (non-current/current)	1,232	1,057	175	as follows	175	-
Bank overdrafts	2,548	2,548	-		-	-
Other current lenders short term	511	511	-		-	-
Payables for price balance on acquisitions (non-current/current)	23,574	5,858	17,716		17,716	-
Non-current/current financial liabilities at 12.31.2023	**218,666**	**52,576**	**166,090**		**142,983**	**23,107**

Thousands of €	Total	12.31.25	> 12.31.25		12.31.25-12.31.29	> 12.31.29
Bond payables (non-current/current)	20,000	5,000	15,000		15,000	-
Medium term bank loans (non-current/ current)	97,264	25,451	71,813		69,431	2,382
Other lenders (non-current/ current)	650	418	232		232	-
Other lenders (non-current/ current) IFRS 16	56,361	15,143	41,218		24,095	17,123
Liabilities for the derivatives hedging instruments (non-current/current)	746	-	746		746	-
Liabilities for the derivatives trading instruments (non-current/current)	29	-	29	as follows	29	-
Bank overdrafts	4,813	4,813	-		-	-
Other current lenders short term	1,729	1,729	-		-	-
Payables for price balance on acquisitions (non-current/current)	18,239	5,858	12,381		12,381	-
Non-current/current financial liabilities at 12.31.2024	**199,831**	**58,411**	**141,419**		**121,943**	**19,505**

Regarding the hedges taken out by the Group, it should be noted that as at December 31, 2024 there are:

- a hedge on interest rates relating to the Pool loan disbursed in the amount of Euro 90 million, the mark to market of which was a net negative Euro 746 thousand, the mortgage loan originally amounting to Euro 15 million, the mark to market of which was a positive Euro 279 thousand, and the loan originally amounting to Euro 5.5 million, whose mark to market at the reporting date is positive and equal to Euro 117 thousand;
- a hedge on purchases of US dollars, with a positive mark to market of Euro 2,738 thousand;
- a hedge on part of the bunker/EU-ETS consumption of the ship-owning company, the mark to market of which is equal to a positive Euro 158 thousand.

Please note that in view of the loans granted, as at December 31, 2024, mortgages were posted on corporate assets, as follows:

- Fruttital S.r.l.: mortgage on former warehouses in Verona, Rome and Molfetta acquired in January 2020 from NBI for an amount equal to the residual value of the loan.

Please note that the pool loan contract and the debenture loan envisage compliance with financial and equity covenants, summarized in the table below. Please note that the financial covenants existing on the bond and pool loans of the Parent Company must be counted, as envisaged by the relative contracts, on a net financial position that excludes the application of the new standard IFRS 16 for the entire term of such loans. Such covenants were respected in full at the reporting date.

Thousands of €	Duration	Period	Parameter	Limit	Respected
Bond payables 30 M€ - Parent company	2018-2028	Annually/ Half-yearly	Net financial position / Total Shareholders' Equity	<1.25	Yes
Bond payables 30 M€ - Parent company	2018-2028	Annually/ Half-yearly	Net Financial Position / Adjusted EBITDA	<3/4*	Yes
Bond payables 30 M€ - Parent company	2018-2028	Annually/ Half-yearly	Adjusted EBITDA/ Net financial expenses	>5	Yes
Pool loan 90 M€ - Parent company	2022-2028	Annually	Net financial position / Total Shareholders' Equity	<1.5	Yes
Pool loan 90 M€ - Parent company	2022-2028	Annually	Net Financial Position / Adjusted EBITDA	<3.0	Yes
Medium term loan 15 M€ - Fruttital	2020-2029	Annually	Net financial position / Total Shareholders' Equity	<1.5	Yes
Medium term loan 15 M€ - Fruttital	2020-2029	Annually	Net Financial Position / Adjusted EBITDA	<3.0	Yes

* The former parameter must be met on annual verification while the latter on a semi-annual basis

As required by Consob communication no. 6064293 dated July 28, 2006 and in compliance with the CESR Recommendation of February 10, 2005 “Recommendation for the standardized implementation of the European Commission Regulation on information prospectuses”, below is the net financial debt of the Group as at December 31, 2024.

	Thousands of €	12.31.2024	12.31.2023
A	Cash	85,360	90,062
B	Cash equivalents	14	12
C	Other current financial assets	3,291	750
D	**Liquidity (A + B + C)**	**88,666**	**90,825**
E	Current financial debt*	(17,400)	(14,974)
F	Current portion of non-current financial debt **	(41,011)	(37,602)
G	**Current financial indebtedness (E + F)**	**(58,411)**	**(52,576)**
H	**Net current financial indebtedness (G + D)**	**30,254**	**38,248**
I	Non-current financial debt ***	(126,419)	(146,090)
J	debt instruments	(15,000)	(20,000)
K	Non-current trade and other payables	-	-
L	**Non-current financial indebtedness (I + J + K)**	**(141,419)**	**(166,090)**
M	**Total financial indebtedness (H + L)**	**(111,165)**	**(127,842)**

* Debt instruments are included, but the current portion of non-current financial debt is excluded.

** Includes payables for rental and lease agreements under IFRS 16 for Euro 15,143 thousand at December 31, 2024 and Euro 12,855 thousand at December 31, 2023

The table below shows the change in liquidity for the year in relation to cash flows generated by operating, investing and financing activities as detailed in the cash flow statement.

Thousands of €	12.31.2024	12.31.2023
Cash flow from operating activities	49,926	75,169
Cash flow from investing activities	(27,252)	(63,102)
Cash flow from financing activities	(27,376)	9,166
Increase/decrease in cash and cash equivalent	(4,703)	21,233
Net cash and cash equivalents, at beginning of the period	**90,062**	**68,830**
Net cash and cash equivalents, at end of the period	**85,360**	**90,062**

In terms of changes in liabilities as a result of financing activities, information is provided that allows users of the financial statements to evaluate the changes that occurred in compliance with IAS 7.

Cash flow from financing activities – thousands of €	12.31.23	New loans	Repayments	Cash Flow	Derivatives	Changes of consolidation scope	Ex-rate changes/ others	12.31.24
Bond payables (over 12 months)	25,000	-	(5,000)	-	-	-	-	20,000
Non-current medium term bank loans	103,617	17,765	(24,119)	-	-	-		97,264
Non-current other lenders (over 12 months)	1,425	37	(812)	-	-	-	-	650
IFRS 16 Effect	60,759	12,267	(16,665)	-	-	-	-	56,361
Factor	511	1,729	(511)	-	-	-	-	1,729
Current other lenders short term	-	-	-	-	-	-	-	-
Current liabilities for the derivatives	1,232	-	-	-	(457)	-	-	775
Bank overdrafts	2,548	-	-	2,264	-	-	-	4,813
Payables for price balance on acquisitions (non-current-current)	23,574	-	(5,858)	-	-	-	524	18,239
Current financial assets	(762)	-	-	(3)	(2,541)	-	-	(3,306)
Total	**217,904**	**31,798**	**(52,965)**	**2,262**	**(2,998)**	**-**	**524**	**196,525**

NOTE 15. Other non-current liabilities

Thousands of €	12.31.2024	12.31.2023	Change
Other non-current liabilities	**725**	**548**	**177**

“Other non-current liabilities” amounted to Euro 725 thousand as at December 31, 2024, with an increase of Euro 177 thousand relative to December 31, 2023, due to the increase of deferred income for income and contributions expected to be released to the income statement in future years.

NOTE 16. Deferred tax liabilities

Thousands of €	12.31.2024	12.31.2023	Change
Deferred tax liabilities	**4,603**	**4,215**	**388**

Deferred tax liabilities are allocated on the basis of temporary differences, subject to deferred taxation, resulting from adjustments made to individual financial statements of consolidated companies in accordance with homogeneous Group accounting standards and on temporary differences between the value of assets and liabilities recorded in the consolidated financial statements and their value for tax purposes. As at December 31, 2024, the item shows an increase of Euro 388 thousand, mostly related to the release of deferred taxes on the mark-to-market values of hedging derivatives with respect to exchange rates and as a result of the actuarial valuation of the liability for employee benefits. For further details, reference is made to Note 29 “Income tax expense”.

NOTE 17. Provisions

Thousands of €	12.31.2024	12.31.2023	Change
Provision for the return of containers	4,477	3,892	585
Provisions for risks and charges	667	1,056	(389)
Provisions	**5,144**	**4,948**	**196**

The item "Provisions" includes provisions made on the basis of the disputes existing as at December 31, 2024 in the various Group companies, which are the result of accurate estimates made by the Directors, as well as the provision set up for the expected maintenance costs to be incurred when the containers used in shipping activities are returned at the end of the contract.
During 2024, the Provision for container returns increased by net Euro 585 thousand due to accruals of Euro 867 thousand and utilizations of Euro 282 thousand.
The allocations recognized in the provisions, which represent the estimate of future cash outflows prepared also based on historical experience, were not subject to actuarial valuation since the effect was considered negligible in the consolidated financial statements.
On the other hand, as regards the provisions for risks and charges, the change resulted from allocations of Euro 223 thousand against uses of Euro 449 thousand. For provisions for risks, it is necessary to mention the provision of Euro 129 thousand for the estimated costs that the Group will still have to bear for the closure of the French warehouse in Solgne, a decision that will result in a better efficiency of the French company's business. Please recall that IAS 37 establishes that directors must make provisions to the financial statements only if the risk is considered likely and quantifiable, with the purpose, therefore, of expressing the most truthful and correct situation, whilst for other risks which lack this characteristic, the international accounting standards exclude any provisioning for purely “prudent” reasons.

(a) Tax dispute

- As at December 31, 2024, the Portuguese subsidiary Eurofrutas continues to be involved in a dispute concerning a tax assessment notice relative to 2014, through which the Portuguese tax administration ascertained presumptively greater revenues for Euro 1,677 thousand, which led to greater VAT including interest, for Euro 111 thousand. As noted in previous reports, the company had started a dispute against said assessment, with the suspension of payment of the amounts challenged; the results are still pending. It should be noted that in a February 12 ruling, the court upheld the Company's claims, and the tax authorities filed an appeal.

(b) Civil dispute

As at the date of this Report, there are a number of civil disputes in progress, for insignificant amounts, the most significant of which are described below:

- As noted in the previous report as at December 31, 2024, the company Fruttital continues to be involved in proceedings lodged by Sun World, also against CONAD and Tropico S.r.l., which claimed the alleged infringement of a plant variety patent and a distinctive mark owned by the plaintiff and the alleged commission of acts of unfair competition pursuant to Article 2598 nos. 1, 2 and 3 of the Italian Civil Code, relating to which with ruling of April 21, 2023 the court rejected the claims of the plaintiff, requiring it to reimburse court costs in favor of all defendant parties. An appeal was lodged on September 12, 2023; the reporting judge, having seen the final definitive documents, has referred the case to the panel for a report. We are awaiting the publication of the appeal ruling.
- During the last two years, Fruttital was party to a series of lawsuits filed against it by various workers who had performed work under the contract between Fruttital S.r.l. and some cooperatives at the various Fruttital warehouses. The claim made concerned a request for the establishment of a subordinate employment relationship, which Fruttital rejected, also because the warehouse was no longer operational, seeking a negotiated solution, which was found and implemented with the majority of the

claimants, the cost of which was expensed. As at December 31, 2024, a minimal part of these disputes is still pending, and the remaining provision is still deemed sufficient.

NOTE 18. Employees benefits liabilities

A statement of changes in the liabilities for employee benefits at December 31, 2024 is attached.

Thousands of €	Employees benefits liabilities
Balance at December 31, 2023	**8,963**
Change of year:	
Accruals	659
Benefits paid and transferred	(625)
Interest cost	334
Gain/losses resulting from changes in actuarial assumptions	(268)
Change of consolidation scope	-
Other changes	448
Balance at December 31, 2024	**9,510**

The Provision for employee benefits includes obligations for post-employment employee benefits and other long-term benefits. The methods whereby the benefits are guaranteed varies according to the legal, tax and economic conditions of the states in which the Group companies operate. The benefits are usually based on the employees' remuneration and length of service. Obligations refer to active employees. The liability relative to the provision for employee benefits refers to the Italian and foreign companies of the Group, in accordance with the various national regulations, and essentially includes employee severance indemnity accrued by employees in service at December 31, net of advances paid to employees. In accordance with IAS 19, the Provision for employee benefits is measured using the actuarial valuation methodology, through the support of an external specialist, and adjusted in relation to the occurrence of relevant events.
The main financial and demographic assumptions used in determining the present value of the liability relative to the Provision for employee benefits are described below.

Discount rate	
Italy	3.003%
France	AZ France, Capexo 2.784%, Blampin Groupe 2.894%
Portugal	2.973%
Spain	3.109% for Indemnizaciones and 3.206% for Severance pay
Greece	2.894%
Mexico	Acapulco: Iboox GEMX Aggregate 5-7 as of 31st December 2024_ 10.3374%, Jalisco: Iboxx GEMX Aggregate 7-10 as of 31st December 2024_ 10.4596%
Inflation rate	
Italy	2025: 2.1%, 2026 and following: 1.9%
France, Greece, Spain, Portugal	Included in wage growth rate except Mexico
Mexico	n.a.

Annual probability of advance on employee severance indemnities	
Italy	Cosiarma and Simba 1.5%, Fresco and Fruttital 2.0%, Orsero Servizi 2.5%, Galandi 3.5% and Orsero 4.0%
Percentage of provision for employee severance indemnities requested in advance	
Italy	Orsero 56.0%, Cosiarma, Fruttital, Galandi, Orsero Servizi, Simba and Fresco 70.0%
Wage growth rate	
Italy	Equal to inflation
France, Portugal, Spain, Greece	2025: 2.1%, 2026 and following: 1.9%
Mexico	n.a.
Mortality rate	
Italy	SIMF 2023
Mexico	Mexico Table 2019
Spain	Spanish table 2021
Portugal	Portugal Life Table 2023
Greece	Greek Life table 2019
France	France Life Table 2022
Access to pension	
Italy	Minimum requirements established by the Monti-Fornero Reforms
Portugal, Spain, Mexico, Greece, France	Minimum requirements established by current legislation
Average staff exit percentage	
Italy	Cosiarma 2.0%, Orsero Servizi 2.5%, Fresco 4.5%, Galandi 6.5%, Orsero 7.0%, Fruttital 8.5% and Simba 9.0%
France	Blampin Groupe 8.5%, AZ France and Capexo 10.0%
Greece	White Collar 5.0%, Blue Collar 9.0%
Spain	Tarragona 4.5%, Barcelona 5.5%, Alicante 5.0%, Seville 6.5% and Madrid 8.5% and 1% for Severance pay
Portugal	9.00%
Mexico	Acapulco 7.0%, Jalisco 4.5%

The equity adjustment for actuarial gains/losses includes an actuarial gain of Euro 268 thousand, including the tax effect of Euro 61 thousand linked to expectations of future returns, at higher levels than the interest rate curve with respect to the previous year.
The actuarial gains and losses are booked to shareholders' equity through the statement of comprehensive income, while the provision for the year is recorded in an appropriate item relating to "personnel costs".

NOTE 19. Trade payables

Thousands of €	12.31.2024	12.31.2023	Change
Payables to suppliers	171,469	157,624	13,846
Payables to subsidiaries and associates of the Group not fully consolidated	2,374	1,979	396
Payables to related parties	288	371	(83)
Trade payables	**174,132**	**159,973**	**14,159**

There are no trade payables with a residual maturity of more than 5 years recognized in the financial statements. As at December 31, 2024, there are no past-due payables of significant value.
At December 31, 2024, the item shows a net increase of Euro 14,159 thousand, due almost entirely to the increase of Euro 13,846 thousand in payables to suppliers and the increase of Euro 396 thousand in payables to Group companies not consolidated line-by-line, partially offset by the reduction in payables to related parties of Euro 83 thousand. In order to make the data easier to understand, payables to physical person related parties for salaries and/or remuneration of company officers are shown in the respective categories.
The increase in payables compared to December 31, 2023 reflects the increase in the prices of goods and services due to inflation, the increase in billings and the associated costs compared to the previous year, and different payment volume trends in the days immediately before and after December 31
The geographic breakdown of the payables is as follows:

Thousands of €	12.31.2024	12.31.2023	Change
Italy	81,339	75,419	5,919
EU countries	88,853	81,396	7,457
Non-Eu countries	3,940	3,157	783
Trade payables	**174,132**	**159,973**	**14,159**

NOTE 20. Current tax liabilities

Thousands of €	12.31.2024	12.31.2023	Change
For value added tax (VAT)	2,000	1,610	389
For income tax of the year	2,495	2,159	336
For withholding tax	2,060	1,716	344
For indirect taxes and others	1,402	1,330	72
Current tax liabilities	**7,957**	**6,815**	**1,142**

As at December 31, 2024, this item had a balance of Euro 7,957 thousand, up compared to the balance at December 31, 2023 by a total of Euro 1,142 thousand, of which Euro 389 thousand for the higher VAT payable, Euro 336 thousand for income taxes, Euro 344 thousand for withholding tax to be paid and Euro 72 thousand for other payables.
There are currently no past due amounts related to the item in question.

NOTE 21. Other current liabilities

Thousands of €	12.31.2024	12.31.2023	Change
Social security contributions	6,393	5,921	472
Payables to personnel	12,698	14,301	(1,603)
Payables relating to operations on behalf of third parties	868	1,202	(335)
Other current payables	6,688	5,539	1,149
Accrued expenses and deferred income	1,375	916	459
Other current liabilities	**28,021**	**27,879**	**143**

As at December 31, 2024, "Other current liabilities" increased by Euro 143 thousand, mainly due to an increase in the item payables to public pension entities of Euro 472 thousand, other payables of Euro 1,149 thousand and accrued expenses and deferred income of Euro 459 thousand, partially offset by a decrease of Euro 1,603 thousand in payables to personnel and Euro 335 thousand in payables related to transactions on behalf of third parties. The reduction in payables to personnel is mainly related to the payment of the LTI bonus payable in 2024 and accrued on fiscal years 2020, 2021 and 2022. It should be noted that as of this year, the item "Other payables" includes the value of EUAs (CO2 Certificates) for Euro 2,107 thousand that the ship owning company must submit to the competent authorities for emissions relating to 2024 in connection with the introduction of the EU-ETS regulations, which require payment (by September 2025) for the tons of CO2 emitted into the atmosphere by ships for the relevant routes (touching the Mediterranean) at the percentage of 40%. According to the legislation, this percentage increases to 70% in 2025 to 100% in 2026.
Payables to personnel relate to current items for December, as well as accrued and unused holidays, 13th and 14th month accruals, and year-end bonuses, inclusive of those institutionally due to the workforce of the French and Mexican companies on the basis of local regulations.
It should be noted that as of December 31, 2024 there is a payable of Euro 1,053 thousand for the 2024 MBO program of the Parent Company. It should be noted that other current liabilities include payables to physical person related parties for a total of Euro 1,419 thousand linked to remuneration for employment, remuneration as members of the Board of Directors of the Parent Company and provisions for key manager MBO and LTI incentives.

NOTE 22. Segment reporting

Based on the current organizational structure of the Orsero Group, the information required by IFRS 8, broken down by “business segment”, is shown below. The performances and trend of the three sectors in which the Group operates are monitored and mainly valued on the basis of revenues and Adjusted EBITDA; this latter parameter, though not defined by international accounting standards, is the indicator that shows the Group’s true business performance. Adjusted EBITDA is calculated as the operating result (EBIT) less depreciation, amortization and provisions, non-recurring costs/income, and costs associated with Top Management incentives. The parameter thus determined does not take into account financial income, financial expenses and foreign exchange differences, income tax expense, other investment income/expense and the share of profits/losses from investments accounted for using the equity method.

Thousands of €	December 31, 2024 Distribution	Shipping	Holding & Services	Eliminations/ Consolidated adjustments	Total
Net sales to third parties	1,496,036	71,465	3,769	-	1,571,270
Net sales to fully consolidated companies	57	44,583	6,990	(51,629)	-
Net sales of the sector	**1,496,092**	**116,048**	**10,759**	**(51,629)**	**1,571,270**
Adjusted EBITDA	**69,141**	**22,176**	**(7,627)**	**-**	**83,690**
Adjusted EBIT	**49,690**	**7,730**	**(8,722)**	**-**	**48,698**
Amortization and depreciation	(18,365)	(13,579)	(1,094)	-	(33,038)
Accruals of provision	(1,086)	(867)	-	-	(1,953)
Non-recurring income	1,006	23	14	-	1,042
Non-recurring expense	(3,323)	(443)	(1,956)	-	(5,722)
Financial income	909	148	1,472	(456)	2,072
Financial expenses	(4,586)	(1,137)	(6,770)	456	(12,037)
Exchange rate differences	806	120	-	-	926
Share of profit from companies consolidated at equity	-	-	-	2,047	2,047
Revaluations of securities and investments	3	-	-	-	3
Devaluations of securities and investments	-	-	-	-	-
Intra-group dividends	-	-	26,535	(26,535)	-
Result of securities and investments negotiation	70	-	(13)	-	57
Profit/loss before tax	**44,574**	**6,440**	**10,561**	**(24,489)**	**37,086**
Income tax expense	(12,209)	(481)	3,284	-	(9,406)
Profit/loss for the period	**32,365**	**5,959**	**13,845**	**(24,489)**	**27,680**

Thousands of €	December 31, 2024 Distribution	Shipping	Holding & Services	Total
Total assets without investments in associates	446,973	102,958	320,089	870,019
Investments in associates	5,119	-	13,301	18,421
Total aggregate assets	**452,092**	**102,958**	**333,390**	**888,440**
Total aggregate liabilities	**288,921**	**43,332**	**165,879**	**498,133**
Total aggregate shareholders' equity	**163,171**	**59,626**	**167,510**	**390,307**

Thousands of €	December 31, 2023				
	Distribution	Shipping	Holding & Services	Eliminations/ Consolidated adjustments	Total
Net sales to third parties	1,452,945	83,933	3,935	-	1,540,813
Net sales to fully consolidated companies	85	48,805	7,058	(55,948)	-
Net sales of the sector	**1,453,029**	**132,737**	**10,994**	**(55,948)**	**1,540,813**
Adjusted EBITDA	**73,711**	**41,567**	**(8,164)**	**-**	**107,114**
Adjusted EBIT	**53,841**	**28,210**	**(9,271)**	**-**	**72,780**
Amortization and depreciation	(17,586)	(12,798)	(1,108)	-	(31,492)
Accruals of provision	(2,283)	(558)	-	-	(2,841)
Non-recurring income	1,800	733	-	-	2,533
Non-recurring expense	(7,570)	(161)	(2,652)	-	(10,383)
Financial income	472	132	1,220	(313)	1,512
Financial expenses	(4,061)	(444)	(7,442)	313	(11,634)
Exchange rate differences	(834)	8	3	-	(823)
Share of profit from companies consolidated at equity	-	-	-	1,614	1,614
Revaluations of securities and investments	1	-	-	-	1
Devaluations of securities and investments	-	-	-	-	-
Intra-group dividends	-	-	36,439	(36,439)	-
Result of securities and investments negotiation	520	-	3	-	523
Profit/loss before tax	**44,169**	**28,479**	**18,300**	**(34,824)**	**56,124**
Income tax expense	(11,523)	(360)	3,888	-	(7,995)
Profit/loss for the period	**32,646**	**28,119**	**22,188**	**(34,824)**	**48,129**

Thousands of €	December 31, 2023			
	Distribution	Shipping	Holding & Services	Total
Total assets without investments in associates	413,979	113,677	349,987	877,643
Investments in associates	5,119	-	13,301	18,421
Total aggregate assets	**419,098**	**113,677**	**363,288**	**896,064**
Total aggregate liabilities	**275,253**	**47,399**	**199,958**	**522,610**
Total aggregate shareholders' equity	**143,846**	**66,279**	**163,329**	**373,454**

In compliance with what is indicated in IFRS 8, in the table above a disclosure is given on total assets, total liabilities, the amount of the investment in associates and, lastly, aggregate shareholders' equity by sector. It is specified that the sector data indicated in the notes should be read together with the performance indicators expressed in the Directors' Report on Operations.

Main customer
It should be noted that there are no revenues from transactions with a single external customer equal to or greater than 10% of the Group's total revenues.

NOTE 23. Net sales

Thousands of €	12.31.2024	12.31.2023	Change
Revenues from sales	1,495,828	1,452,726	43,102
Revenues from services	75,443	88,087	(12,644)
Net Sales	**1,571,270**	**1,540,813**	**30,458**

At December 31, 2024, turnover was Euro 1,571,270 thousand, an increase of Euro 30,458 thousand compared to December 31, 2023. For a detailed analysis of sales, please refer to the single Report on Operations, in the section "Commentary on performance of the business sectors". Please note that Group revenues mainly derive from the sale of fresh fruit and vegetables from many of the world's countries, in the territories under its purview.

Geographical information
The analysis of the information by geographical area shows details of the Group's revenues, divided up into the main geographical areas (thereby meaning those in which the related Orsero Group company is based that generated the revenue) for FYs 2024 and 2023, showing the Group's substantially eurocentric nature.

Thousands of €	12.31.2024	12.31.2023	Change
Europe	**1,513,664**	**1,493,868**	**19,796**
of which Italy	*534,145*	*554,966*	*(20,821)*
of which France	*512,488*	*494,669*	*17,820*
of which Peninsula Iberic	*426,171*	*408,304*	*17,867*
Latin America and Central America	**57,606**	**46,945**	**10,661**
Total net sales	**1,571,270**	**1,540,813**	**30,458**

As shown in the table above, the Eurozone constituted the real heart of the Orsero Group business, whilst the revenues achieved in America derive from the activities carried out in Mexico, as well as those carried out in Costa Rica, Chile, Argentina and Colombia. The change in revenues from one year to the next for the European companies reflects changes in the volumes and average unit prices of the fruit and vegetables sold, to which it is necessary to add the revenues of the ship-owning company, which, being linked to the dollar (the currency in which maritime freight rates are typically denominated), are significantly affected by exchange rate fluctuations and the adjustment of freight rates on the basis of fuel cost fluctuations (BAF clause effect). For Latin America the variability is essentially linked to the trends in volumes and unit prices of avocado exports. Finally, please note that for Group revenues, the currency component is insignificant, given that the revenues of distributors, apart from the Mexican company, are all in euros.

NOTE 24. Cost of goods sold

The following table shows the cost of goods sold by allocation and by nature.

Thousands of €	12.31.2024	12.31.2023	Change
Raw materials and finished goods costs	1,090,251	1,034,949	55,302
Cost of commissions on purchases and sales	2,678	2,761	(83)
Transport and handling costs	173,933	180,234	(6,302)
Personnel costs	46,145	43,907	2,238
Depreciation and amortization	26,656	25,255	1,402
Accruals of provision	867	613	255
External production and maintenance costs	36,993	36,839	154
Energy costs	9,192	10,715	(1,524)
Bunker 'cost	40,679	38,010	2,669
Rental costs for ships and containers	4,581	3,269	1,312-
Leases and rentals	1,883	1,610	274
Other costs	1,181	853	328
Other operating revenues and cost recoveries	(10,675)	(9,679)	(996)
Cost of goods sold	**1,424,362**	**1,369,334**	**55,028**

The increase in cost of sales consists mainly of the higher purchase cost of fruit and vegetables, which is closely related to the increase in revenue and the increase in the price of goods due to inflation. As set out in the Directors' Report, please note the general increase in costs caused by inflation, which to a large extent we were able to pass on to the selling prices of our goods and services without significantly affecting the Group's profitability.

It is necessary to highlight a 14.2% reduction in energy costs linked to the decline in the cost of raw materials compared to the previous year, the signing of more favorable agreements with major power companies and the increased efficiency of energy consumption thanks to investments made, also as part of the Strategic ESG Plan.

For the Shipping sector, there was an increase in the bunker cost related to the increase in the cost of fuel and of Euro 3,077 thousand due to the accounting of EUAs related to the introduction of the EU-ETS regulation that requires the payment (by September 2025) of the tons of CO_2 emitted into the atmosphere by ships for the relevant routes (touching the Mediterranean) at the percentage of 40%. According to the legislation, this percentage increases to 70% in 2025 to 100% in 2026. Please note that due to the presence in fruit (reefer) transportation contracts of the BAF ("Bunker Adjustment Factor") clause and in fruit (reefer) and general cargo (dry) transportation contracts of mechanisms for recovering the higher costs linked to the introduction of the EU ETS in the maritime industry in Europe, the segment's income statement during the reporting period was not substantially impacted by a slight increase in the cost of fuel, which consists of bunker fuel and EU ETS costs.

The increase in the cost for ship charters and container rentals was due to the use of spot ships during the period when owned ships were dry docked and was affected by the recovery under IFRS 16 of the cost of the fifth ship used by the ship-owning company which, moreover, is offset in the form of an increase in depreciation rates for the period.

Regarding depreciation and amortization, it should be noted that the increase of Euro 1,402 thousand is attributable to investments made and Euro 707 thousand was for higher depreciation and amortization linked to the application of IFRS 16.

Note that the item "Raw material and finished goods costs" comprises Euro 15,881 thousand of costs due to associates, valued at market value and included in the balances indicated in Note 34, to which reference is made.

Instead, the item "Transport and handling costs" comprises Euro 5,799 thousand to the Group's associated companies and Euro 3,344 thousand to related companies; these balances are also included in the details provided in Note 34. The item "Other operating revenues and cost recoveries" comprises Euro 267 thousand in revenues from associates of the Group. For further details, reference is made to Note 34.

NOTE 25. General and administrative expense

The table below details the overhead and administrative costs by allocation and by nature.

Thousands of €	12.31.2024	12.31.2023	Change
Corporate bodies fees	1,981	1,646	336
Professional, legal, tax and notary services	4,886	5,573	(686)
Commercial, advertising, promotional expenses	2,649	2,271	378
Personnel costs	59,159	58,772	386
Depreciation and amortization	6,382	6,237	145
Provision	1,086	2,283	(1,197)
Costs for maintenance, external labor and various other services	7,894	8,221	(327)
Insurance expenses	2,795	2,783	12
Utilities	1,752	1,860	(108)
Travel expenses	2,038	2,214	(176)
Costs of company car fleet	1,462	1,447	15
Rental costs and various rentals	899	806	93
Service costs with associated and related companies	287	352	(65)
Other costs	4,008	3,930	78
Acquisition costs of stationery and material of consumption	392	461	(69)
Commission and guarantee expenses	1,469	1,399	71
General and administrative expense	**99,139**	**100,254**	**(1,115)**

The table shows a decrease in general and administrative expense compared to the previous year essentially in the components of professional, legal, tax and notary consulting costs of Euro 686 thousand.
The item provisions represents the item that has experienced the largest change, mainly related to a lower allocation to the provision for bad debts. For further details please refer to what was previously described in Notes 8 and 17. The item "costs to associated and related companies" includes Euro 29 thousand to associated companies and Euro 258 thousand to related companies, while it should be noted that the figures relating to labor costs and compensation to corporate bodies for 2024 include costs of Euro 2,188 and 622 thousand relating to related parties who are individuals. For further details, reference is made to Note 34.

NOTE 26. Other operating income/expense

Thousands of €	12.31.2024	12.31.2023	Change
Other operating income	6,633	8,341	(1,708)
Other operating expenses	(10,384)	(14,634)	4,250
Total other operating income/expense	**(3,751)**	**(6,293)**	**2,542**

Annexed are details of the items “Other operating income” and “Other operating expenses” for the years 2024 and 2023 with separate indication of ordinary positions with respect to non-recurring items.

Thousands of €	**12.31.2024**	**12.31.2023**	**Change**
Revenues from recovery of costs and insurance reimbursements	533	584	(50)
Plusvalues and contingent revenues in ordinary course of business	2,091	2,961	(870)
Others	2,967	2,263	704
Other ordinary operating income	**5,591**	**5,808**	**(216)**
Release of the provision	-	1,600	(1,600)
Others	1,042	933	109
Other non-recurring operating income	**1,042**	**2,533**	**(1,491)**

Other ordinary income, like the item "Other ordinary expense" below, includes cost and revenue elements not already classified in the above sections of the income statement and elements such as contingent assets and liabilities of costs and revenues linked to previous years due to differences in estimates, which as such recur every year (for example, reversals of premiums received from and/or given to customers and suppliers, differences on insurance reimbursements collected compared to forecasts, etc.). They also include any contributions for operating expenses, capital gains and capital losses on current disposals of assets and the capitalization of costs linked to investment initiatives. In 2024, capitalization was recorded with reference to the progress status of the new ERP system implementation for Euro 341 thousand. During 2023, there were non-recurring revenues of Euro 2,533 thousand, inclusive of Euro 1,600 thousand related to the release of the provision set aside for a customs dispute involving the importing company, as extensively described in the Report to the 2023 Financial Statements, and Euro 933 thousand due to settlement agreements entered into. On the other hand, as at December 31, 2024, Euro 1,042 thousand was recorded, again related to settlement agreements entered into (i.e. agreement with the insurance company with reference to the customs dispute). Please note that the item “Other operating income” comprises Euro 31 thousand from associated companies and Euro 41 thousand from related companies.

Thousands of €	**12.31.2024**	**12.31.2023**	**Change**
Penalties, sanctions, and costs for damage to third parties	(92)	(57)	(35)
Minus values and contingent losses in ordinary course of business	(4,570)	(4,195)	(375)
Other ordinary operating expenses	**(4,662)**	**(4,252)**	**(410)**
Settlement Agreement with the Customs Agency	-	(2,732)	2,732
Top Management incentives	(2,241)	(3,185)	944
Closing of Solgne warehouse	(695)	-	(695)
Profit sharing established by law for employees	(1,097)	(1,019)	(78)
Others	(1,689)	(3,447)	1,758
Other non-recurring operating expenses	**(5,722)**	**(10,383)**	**4,661**

Given what is noted above with respect to the nature of the ordinary costs shown in this table, during 2024 there were deviations of Euro 410 thousand linked mainly to the increase in costs for charitable donations of Euro 324 thousand. Euro 2,010 thousand was recorded in costs for charitable donations, of which Euro 1,869 thousand for the approximately 1,273 tons of fruit and vegetables donated to food banks (as at December 31, 2023, they amounted to Euro 1,686 thousand, of which Euro 1,566 thousand for the roughly 1,008 tons of donations to food banks).
With regard to non-recurring items, it should be noted that at December 31, 2023 and December 31, 2024 the Group recognized provisions for Top Management incentives in the amount of Euro 3,185 thousand and Euro

2,241 thousand, broken down into Euro 1,053 for MBO (bonus component that will be paid following the approval of the 2024 financial statements), Euro 1,139 thousand relating to the 2023-2025 Performance Share Plan as the target for 2024 was reached, thus resulting in the assignment of 96,858 shares and Euro 48 thousand for the dividend equivalent.
Please also note the cost of profit sharing for employees of the French and Mexican companies, as required by the relevant regulations.
With regard to December 31, 2023, note the recognition of costs related to the achievement of the Settlement Agreement with the Customs Agency by the fruit and vegetable importing company in the total amount of Euro 2,732 thousand, and at December 31, 2024 the recognition of costs related to the closure of the Solgne warehouse in the amount of Euro 695 thousand.
Within the item "Other non-recurring items" for the year 2024, the most significant component relates to the resolution and payment of some penalties/sanctions as well as settlements with employees, while for 2023, it referred to the write-down of some assets and settlement agreements.
The item "Other ordinary operating expense" includes charges to associated companies of Euro 29 thousand, while "Other non-recurring operating expense" includes Euro 1,478 thousand to related parties. For further details, reference is made to Note 34.

NOTE 27. Financial income, financial expense and exchange rate differences

The item “Financial income, financial expense and exchange differences” is broken down as follows:

Thousands of €	12.31.2024	12.31.2023	Change
Financial income	2,072	1,512	560
Financial expense	(12,037)	(11,634)	(403)
Exchange rate differences	926	(823)	1,749
Financial income, financial expense, exchange differences	**(9,039)**	**(10,945)**	**1,907**

For each item included in the item in question, details are provided below:

Thousands of €	12.31.2024	12.31.2023	Change
Interest income to third parties	2,072	1,512	560
Interest income to associates/related parties	-	-	-
Interest for IAS 19	-	-	-
Financial income	**2,072**	**1,512**	**560**

Thousands of €	12.31.2024	12.31.2023	Change
Interest expenses from bank/bond	(6,608)	(6,905)	297
Interest expenses to third parties	(1,431)	(1,523)	99
Interest cost on employee’s benefits	(334)	(252)	(81)
Interest expenses on Put/Call options	(434)	(320)	(114)
Interest expenses on Earn - out	(479)	(805)	326
Interest expenses IFRS 16	(2,751)	(1,821)	(930)
Financial expense	**(12,037)**	**(11,634)**	**(403)**

Interest expense linked to the recognition of the put/call option refers to charges due to the release of discounting on the payable for the purchase of 13.3% of Blampin Groupe, while interest related to the recognition of the earn-out reflects the discounting of the contingent consideration of Blampin Groupe and Capexo.

Thousands of €	12.31.2024	12.31.2023	Change
Realized exchange rate differences	728	(365)	1,093
Unrealized exchange rate differences	199	(458)	656
Exchange rate differences	**926**	**(823)**	**1,749**

Note the impact of exchange rate differences due mainly to the fluctuation of the Mexican peso and the dollar.

NOTE 28. Other investment income/expenses and share of profit/loss of investments accounted for using the equity method

Thousands of €	12.31.2024	12.31.2023	Change
Dividends	16	519	(503)
Share of profit from companies consolidated at equity	2,047	1,614	432
Revaluations of securities and investments	3	1	1
Devaluations of securities and investments	-	-	-
Result of securities and investments negotiation	41	4	37
Other investment income/expense and Share of profit/loss of associates accounted for using the equity method	**2,107**	**2,138**	**(32)**

The change in the amount of "Other investment income/expenses and the share of profits/losses of investments accounted for using the equity method” essentially refers to the lower value of non-controlling interest dividends received; indeed, in 2023 the company Citrumed disbursed a dividend of Euro 502 thousand, partially offset by the pro-rata recognition of the results of associated companies consolidated using the equity method, as described in Note 4.

NOTE 29. Income tax expense

Almost all Italian subsidiaries participate in the “tax consolidation” system headed by Orsero, in accordance with Articles 117 et seq. of the TUIR, and a similar system has been implemented in France by AZ France and its French subsidiaries and Blampin S.A.S for its subsidiaries.
The changes in taxes are summarized in the following table.

Thousands of €	12.31.2024	12.31.2023	Change
Current taxes for the year	(12,660)	(12,273)	(387)
Income tax from statutory tax consolidation	3,511	4,895	(1,384)
Deferred taxes incomes and liabilities	(256)	(617)	360
Income tax expense	**(9,406)**	**(7,995)**	**(1,411)**

The table below shows the increase in the effective tax rate compared to 2023, caused by the lower impact of pre-tax profit of the ship-owning company benefiting from the in Tonnage Tax regime.

In relation to Pillar 2 the Group meets the subjective prerequisite for the application of these provisions and as a result is required to check the actual discounted taxation level in the countries in which it operates and to calculate and pay any supplementary tax due. As a result, the Group has made efforts to monitor the status of the legislation in Italy and the other jurisdictions in which it operates. The analyses, including organizational and procedural, were aimed at establishing management systems for the proper implementation of Pillar 2 provisions. The analyses conducted, also with the support of specialized consultants, concerned the mapping of Group entities, their characteristics and the relative relevant information for their classification for Pillar 2 purposes, including the examination of Transitional Safe Harbors and their application when due in the year in question. Based on the findings of the analysis described above, the Group does not expect significant exposure or material impacts for income tax purposes under Pillar 2.
The Group, as required by accounting standards, has applied the exception to the recognition and disclosure of deferred tax assets and liabilities relating to Pillar 2 income taxes.

Thousands of €	2024 – Tax rate 24%		2023 – Tax rate 24%	
	Taxable	Tax rate 24%	Taxable	Tax rate 24%
Profit/loss before tax	**37,086**		**56,124**	
Theoretical tax		**(8,901)**		**(13,470)**
Tonnage Tax		1,579		6,631
Share of profit from companies consolidated at equity	(2,047)	491	(1,614)	387
Foreign companies for different tax rate		(489)		(367)
Taxed dividends from Group companies	29,224	(351)	38,913	(467)
Non imposable items/recoveries		(737)		593
Effective tax		**(8,407)**		**(6,692)**
Irap/Cvae taxes		(999)		(1,303)
Income tax expense in the consolidated financial statement		**(9,406)**		**(7,995)**
Effective rate		25.4%		14.2%

The table above details the reconciliation of theoretical and actual tax for the two years, clearly showing the differences; especially linked to the benefit associated with "Tonnage Tax" taxation. A separate line shows the IRAP and CVAE (France) taxes calculated on a different tax base. The table below shows the changes in the various deferred tax asset components by type.

Thousands of €	Statement of financial position		Income statement		Comprehensive Income statement	
	2024	2023	2024	2023	2024	2023
Previous tax losses	4,236	4,670	(434)	(727)	-	-
Effect IAS 19	693	709	42	57	(40)	54
Depreciation/Goodwill/trademarks	443	519	(71)	(39)	-	-
Reductions in value and provisions	760	815	(55)	(182)	-	-
Financial derivatives	179	270	-	-	(91)	121
Others	669	557	124	(87)	-	-
Deferred tax assets	**6,981**	**7,540**	**(393)**	**(977)**	**(130)**	**175**

The table below shows the changes in the various deferred tax liability components by type.

Thousands of €	Statement of financial position		Income statement		Comprehensive Income statement	
	2024	2023	2024	2023	2024	2023
Leasing	(1,582)	(1,631)	49	98	-	-
FV Warehouses Fernández	(1,625)	(1,690)	65	65	-	-
Ships depreciation	(298)	(298)	-	-	-	-
Financial derivatives	(752)	(180)	-	-	(572)	170
Effect IAS 19	(20)	(6)	3	2	(22)	55
Others	(327)	(411)	20	196	-	-
Deferred tax liabilities	**(4,603)**	**(4,215)**	**137**	**361**	**(594)**	**225**

As at December 31, 2024, there are no significant tax disputes in progress, apart from those mentioned previously in Note 17.
There are no other significant amendments to tax legislation with the exception of what is indicated with regard to Pillar Two.

NOTE 30. Reconciliation of the Adjusted EBITDA with the period result

A reconciliation is provided of the Adjusted EBITDA, used by the Group's management team as a performance indicator monitored on a consolidated level, with the profit/loss for the year presented in the income statement.

Thousands of €	12.31.2024	12.31.2023	Change
Profit/loss for the period	**27,680**	**48,129**	**(20,449)**
Income tax expense	9,406	7,995	1,411
Financial income	(2,072)	(1,512)	(560)
Financial expense and exchange rate differences	11,111	12,457	(1,346)
Other investment income/expense	(60)	(524)	464

Share of profit/loss of associates and joint ventures accounted for using equity method and Other investment income/expense	(2,047)	(1,614)	(432)
Operating result (Ebit)	**44,018**	**64,931**	**(20,913)**
Amortization and depreciation	33,038	31,492	1,546
Accruals of provision	1,953	2,841	(888)
Top Management incentives	2,241	3,185	(944)
Non-recurring income	(1,042)	(2,533)	1,491
Non-recurring expense	3,481	7,198	(3,716)
Adjusted EBITDA*	**83,690**	**107,114**	**(23,424)**

* It should be noted that the Adjusted EBITDA as at December 31, 2024 of Euro 83,690 thousand (Euro 107,114 thousand at December 31, 2023) incorporates the improvement effect from the application of IFRS 16 "leases" for Euro 17,412 thousand (Euro 16,514 thousand at December 31, 2023). This improvement effect is almost entirely offset by higher depreciation and amortization of Euro 15,423 thousand (Euro 14,647 thousand at December 31, 2023) and financial expenses of Euro 2.751 thousand (Euro 1.821 thousand at December 31, 2023).

NOTE 31. Earnings per share

The basic earnings per share are calculated, in accordance with IAS 33, dividing the Group's portion of the profit by the average number of shares outstanding during the period. The "Fully Diluted" earnings per share are calculated dividing the net profit of the Group by the average number of outstanding shares including special shares and warrants, in both cases excluding treasury shares in the portfolio.

Valori in €	2024	2023
Profit/loss attributable to Owners of Parent	**26,804,469**	**47,276,495**
Average number of outstanding shares during the period	**16,888,038**	**17,142,642**
Earnings per share "base" in euro	**1.587**	**2.758**
Average number of outstanding shares during the period	16,888,038	17,142,642
Average number of special shares and warrant	199,336	61,016
Diluted average number of outstanding shares during the period	**17,087,374**	**17,203,657**
Earnings per share "Fully Diluted" in euro	**1.569**	**2.748**

NOTE 32. Disclosures on financial instruments - additional disclosures

The table below shows a detailed analysis of the assets and liabilities envisaged by IFRS 7, in accordance with the categories envisaged by IFRS 9 for 2024 and 2023.

Thousands of €	Balance at 31.12.24	Assets at amortized cost	Assets at FV, with changes recognized in PL**	Assets at FV, with changes recognized in CI*	Liabilities measured at amortized cost	Liabilities at FV, with changes recognized in PL*	Liabilities at FV with changes recognized in the CI *
Financial assets							
Investments in other companies	978	978	-	-	-	-	-
Other non-current financial assets	4,687	4,291	-	396	-	-	-
Trade receivables	154,354	154,354	-	-	-	-	-
Current tax assets	14,217	14,217	-	-	-	-	-
Other receivables and other current assets	16,697	13,787	14	2,895	-	-	-
Cash and cash equivalent	85,360	85,360	-	-	-	-	-
Financial assets	**276,292**	**272,986**	**14**	**3,291**	**-**	**-**	**-**
Financial liabilities							
Financial liabilities of which:							
Bond payables	*(15,000)*	-	-	-	*(15,000)*	-	-
Non-current medium term bank loans (over 12 months)	*(71,813)*	-	-	-	*(71,813)*	-	-
Non-current other lenders (over 12 months)	*(232)*	-	-	-	*(232)*	-	-
Non-current other lenders (over 12 months) IFRS 16	*(41,218)*	-	-	-	*(41,218)*	-	-
Non-current liabilities for derivative hedging instruments (over 12 months)	*(746)*	-	-	-	-	-	*(746)*
Non-current liabilities for derivative trading instruments (over 12 months)	*(29)*	-	-	-	-	*(29)*	-
Non-current payables for price balance on acquisition (over 12 months)	*(12,381)*	-	-	-	*(12,381)*	-	-
Current bond payables	*(5,000)*	-	-	-	*(5,000)*	-	-
Current medium term bank loans	*(25,451)*	-	-	-	*(25,451)*	-	-
Bank overdraft	*(4,813)*	-	-	-	*(4,813)*	-	-
Current other lenders	*(418)*	-	-	-	*(418)*	-	-
Current other lenders IFRS 16	*(15,143)*	-	-	-	*(15,143)*	-	-
Other current lenders short term	*(1,729)*	-	-	-	*(1,729)*	-	-
Current liabilities for derivative	-	-	-	-	-	-	-
Current payables for price balance on acquisition	*(5,858)*	-	-	-	*(5,858)*	-	-
Other non-current liabilities	(725)	-	-	-	(725)	-	-
Trade payables	(174,132)	-	-	-	(174,132)	-	-
Current tax liabilities	(7,957)	-	-	-	(7,957)	-	-
Other current liabilities	(28,021)	-	-	-	(28,021)	-	-
Financial liabilities	**(410,665)**	**-**	**-**	**-**	**(409,890)**	**(29)**	**(746)**

Thousands of €	Balance at 31.12.2023	Assets at amortized cost	Assets at FV, with changes recognized in PL**	Assets at FV, with changes recognized in CI*	Liabilities measured at amortized cost	Liabilities at FV with changes recognized in the CI *
Financial assets						
Investments in other companies	974	974	-	-	-	-
Other non-current financial assets	4,317	3.567	-	750	-	-
Trade receivables	143,737	143.737	-	-	-	-
Current tax assets	12,435	12.435	-	-	-	-
Other receivables and other current assets	14,582	14.571	12	-	-	-
Cash and cash equivalent	90,062	90.062	-	-	-	-
Financial assets	**266,108**	**265.346**	**12**	**750**	**-**	**-**
Financial liabilities						
Financial liabilities of which:						
Bond payables	*(20,000)*	-	-	-	*(20.000)*	-
Non-current medium term bank loans (over 12 months)	*(79,669)*	-	-	-	*(79.669)*	-
Non-current other lenders (over 12 months)	*(626)*	-	-	-	*(626)*	-
Non-current other lenders (over 12 months) IFRS 16	*(47,904)*	-	-	-	*(47.904)*	-
Non-current liabilities for derivative (over 12 months)	*(175)*	-	-	-	-	*(175)*
Non-current payables for price balance on acquisition (over 12 months)	*(17,716)*	-	-	-	*(17.716)*	-
Current bond payables	*(5,000)*	-	-	-	*(5.000)*	-
Current medium term bank loans	*(23,948)*	-	-	-	*(23.948)*	-
Bank overdraft	*(2,548)*	-	-	-	*(2.548)*	-
Current other lenders	*(799)*	-	-	-	*(799)*	-
Current other lenders IFRS 16	*(12,855)*	-	-	-	*(12.855)*	-
Other current lenders short term	*(511)*	-	-	-	*(511)*	-
Current liabilities for derivative	*(1,057)*	-	-	-	-	*(1.057)*
Current payables for price balance on acquisition	*(5,858)*	-	-	-	*(5.858)*	-
Other non-current liabilities	(548)	-	-	-	(548)	-
Trade payables	(159,973)	-	-	-	(159.973)	-
Current tax liabilities	(6,815)	-	-	-	(6.815)	-
Other current liabilities	(27,879)	-	-	-	(27.879)	-
Financial liabilities	**(413,881)**	**-**	**-**	**-**	**(412.649)**	**(1.232)**

* Statement of comprehensive income, ** Income statement

It should be noted that among financial assets only “Other non-current financial assets” and "Other receivables and other current assets" include securities, i.e. financial instruments measured at fair value through profit or loss, and they also include the positive fair value of hedging derivatives through other comprehensive income. Trade and other receivables are measured at the nominal value that, considering the speed of collection, coincides with the value determined by the application of amortized cost, in compliance with IFRS 9. Among financial liabilities, trading derivatives fall within the category “Liabilities measured at fair value”, while hedging derivatives are recorded at fair value; the related change is accounted for in a shareholders’ equity

reserve that constitutes the comprehensive income statement. In this regard, it is noted that the Group has derivative contracts outstanding as at December 31, 2024 related to interest rate, bunker/EUA-ETS and exchange rate hedges, as already reported in Notes 5 and 14.
Indeed, at December 31, 2024, there was a hedging instrument (swap) on the bunker/EUA-ETS that the ship-owning company activated in order to reduce and control the risks associated with changes in the price of the raw material, the positive fair value of which is Euro 158 thousand, recognized in Other receivables and other current assets with an specially designated equity reserve as counter-entry.
As at December 31, 2024, there is an interest rate hedging instrument in place, linked to the loan of Euro 90 million, whose negative fair value amounts to Euro 746 thousand, booked to the item non-current financial liabilities, with a specially designated shareholders' equity reserve as counter-entry.
There is also a second interest rate hedge in place, linked to the loan of Euro 5.5 million, whose positive fair value amounts to Euro 117 thousand, booked to the item non-current financial assets, with a specially designated shareholders' equity reserve as contra-entry.
Finally, there is a third interest rate hedging instrument on the loan of Euro 15,000 thousand, held by Fruttital S.r.l., whose mark to market at the reporting date is positive and equal to Euro 279 thousand, recorded under non-current financial assets with a shareholders' equity reserve as contra-entry.
In addition, there is a hedge on purchases of USD, the mark to market of which is positive and equal to Euro 2,738 thousand, posted under the item "Other receivables and other current assets" with a shareholders' equity reserve as contra-entry.

NOTE 33. Disclosures on assets and liabilities measured at fair value

Several standards and disclosure requirements require the Group to measure the fair value of financial and non-financial assets and liabilities. Based on the requirements of IFRS 13 “Fair value measurement”, the following disclosure is provided.
Fair value of financial instruments:

- for financial assets and liabilities that are liquid or have a very short maturity, the book amount is considered to approximate fair value; this hypothesis also applies to term deposits, disposable securities and floating rate financial instruments;
- for the measurement of the fair value of hedging instruments, valuation models based on market parameters are used. At the reporting date, interest rate, USD purchase and bunker/EUA-ETS hedging derivatives had been stipulated, as already described extensively;
- the fair value of non-current financial liabilities is obtained by discounting all future cash flows at the period-end conditions. In the current situation, where for medium-term debt the cost of the loan is aligned with the market value, the nominal values of the debt are considered as fair values.

As regards trade and other receivables and payables, the fair value is equal to the book value, based on the consideration of their close expiry.

Fair value of non-financial instruments:

- for long-term biological assets, the cost method is used net of accumulated depreciation for the determination of the carrying amount;
- for current biological assets (agricultural product on the plant) fair value is used, i.e. the market value net of transportation costs.

It should be noted that, when third party information is used to determine the fair value, such as the prices of brokers or pricing services, the Group evaluates and documents the information obtained from third parties to support the fact that these evaluations comply with the provisions of IFRS, including the fair value hierarchy level in which to reclassify the associated valuation.

In the fair value measurement of an asset or liability, the Group uses observable market data as much as possible. Fair value is divided up into various hierarchical levels according to the input data used in the measurement techniques, as explained below.

- Level 1: the valuation techniques use prices listed (not adjusted) on an active market for identical assets or liabilities subject to valuation;
- Level 2: the valuation techniques consider inputs other than the previous prices, but that can, however, be observed directly (prices) or indirectly (derived from prices) on the market;
- Level 3: the techniques use inputs that are not based on observable market data.

If the input data used to measure the fair value of an asset or liability comes under different fair value hierarchy levels, the entire valuation is inserted in the same input hierarchy level at a lower level which is significant for the entire valuation. The Group records transfers between the different levels of the fair value hierarchy at the end of the year in which the transfer took place.

Financial instruments
Derivatives, valued using techniques based on market data, are swaps on bunker/EUA-ETS and exchange rates and IRSs on interest rates whose purpose is to hedge both the fair value of underlying instruments and cash flows. The most frequently applied valuation techniques include "forward pricing" and "swap" models, which use the calculations of the present value. The following table analyzes financial instruments measured at fair value based on three different levels of valuation.

Thousands of €	12.31.2024			12.31.2023		
Financial assets	**Level 1**	**Level 2**	**Level 3**	**Level 1**	**Level 2**	**Level 3**
Current financial assets	14			12	-	-
Hedging derivatives		3,291		-	750	-
Financial liabilities						
Speculative derivatives		(29)		-	-	-
Hedging derivatives		(746)		-	(1,232)	-

Level 1 valuation was used for non-significant securities.
Level 2 valuation, used for financial instruments measured at fair value, is based on parameters such as bunker, EUA-ETS, exchange rates and interest rates that are quoted in active or observable markets on official rate curves. The financial asset measured with Level 2 as at December 31, 2024 relates to the positive fair value of the derivative on interest rates, exchange rates and bunker/EUA-ETS while the liability measured with Level 2 as at December 31, 2024 relates to the negative fair values of the interest rate derivative.

Non-financial instruments
It is noted that there are non-financial instruments measured at fair value as at December 31, 2024, represented by biological assets of the Mexican production company.

NOTE 34. Transactions with related parties

The Company and the Group have enacted a conduct procedure related to transactions with related parties, both companies and physical persons, in order to monitor and trace the necessary information regarding transactions between Group companies as well as those in which directors and executives of the Parent Company have interests, for the purpose of their control and possible authorization. The procedure identifies the subjects required to report the above information, defines what transactions should become the subject of communication, and sets the deadlines to submit the information, specifying its content. The main intra-group activities, regulated at market prices, are developed through contractual relations that specifically concerned:

- management of investments;

- regulation of financial flows through centralized treasury and intra-group loans;
- sharing of general, administrative and legal services;
- assistance related to IT services;
- trade agreements.

In addition, there is a fiscal relationship with the Parent Company Orsero, following the option exercised for the national tax consolidation regime, governed by Articles 117 et seq. of the TUIR Tax Code, for nearly all of the Italian companies, and a similar system has been activated in France by AZ France together with its French subsidiaries and by Blampin S.A.S. together with its French subsidiaries. Receivables and payables arising from such fiscal relationships are not interest-bearing. Transactions between the companies included in the scope of consolidation have been eliminated from the consolidated financial statements and have not been highlighted. It should be noted that during 2024 no related party transactions were implemented other than those that are part of the Group's ordinary course of business with the exception of the acquisition of Inmobiliaria Pacuare PLI Limitada. Below is a summary of the items in the statement of financial position and income statement for transactions between the Group and related parties (other than those with respect to the consolidated subsidiaries) in 2024. Transactions with the companies shown in the table are essentially of a commercial nature and relate to specific sectors of activity, while those with physical person related parties relate to existing employment relationships or to remuneration due in their capacity as directors and statutory auditors of the Board of Directors of Orsero.

Related parties as at December 31, 2024

Thousands of €	Trade receivables	Other receivables and other current assets	Trade payables	Other current liabilities
Associates				
Moño Azul S.A.	648	-	-	-
Bonaoro S.L.	23	-	283	-
Decofruit S.L.	5	-	54	-
Fruport S.A.	10	-	602	-
Agricola Azzurra S.r.l.	138	-	1,435	-
Total vs Associates	**823**	**-**	**2,374**	**-**
Relates companies				
Nuova Beni Imm.ri	46	-	7	-
Argentina S.r.l.	15	1		-
Fif Holding S.p.A.	69	2		-
Trasp Frigo solocanarias	-	-	100	-
Rocket Logistica SL	-	-	86	-
Fersotrans	6	-	95	-
Related parties’ physical persons	-	-	-	1,419
Total vs related parties	**135**	**3**	**288**	**1,419**
Total associates and related parties	**958**	**3**	**2,662**	**1,419**
Financial Statement	**154,354**	**16,697**	**174,132**	**28,021**
% of Financial Statement	**0.6%**	**0.0%**	**1.5%**	**5.1%**

Related parties as at December 31, 2024					
Thousands of €	**Net sales**	**Other revenues/ cost recoveries ***	**Other operating income /expense**	**Financial expense and exchange rate differences**	**Trade expense ***
Associates					
Moño Azul S.A.	101	-	-	(954)	-
Citrumed S.A.	-	115	-	(1,236)	-
Bonaoro S.L.	546	-	9	(1,663)	(18)
Decofruit S.L.	-	-	12	(448)	-
Fruport S.A.	23	-	-	(3,777)	(11)
Agricola Azzurra S.r.l.	189	152	9	(13,602)	-
Total vs associates	**859**	**267**	**31**	**(21,680)**	**(29)**
Related companies					
Nuova Beni Imm.ri	6	-	(29)	-	
Argentina S.r.l.	1	-	-	-	-
Fif Holding S.p.A.	17	-	-	-	-
Trasp Frigo solocanarias	-	-	-	(989)	-
Rocket Logistica SL	1	-	-	(1,260)	-
Grupo Fernández	-	-	32	-	(258)
Fersotrans	-	-	9	(1,095)	-
Related parties' physical persons	-	-	(1,478)	-	(2,810)
Total vs related parties	**25**	**-**	**(1,437)**	**(3,344)**	**(3,068)**
Total associates and related parties	**884**	**267**	**(1,407)**	**(25,024)**	**(3,097)**
Financial Statement	**1,571,270**	**(1,424,362)**	**(3,751)**	**(1,424,362)**	**(99,139)**
% of Financial Statement	**0.1%**	**0.0%**	**37.5%**	**1.76%**	**3.1%**

* Within the item Cost of goods sold

Note that the item "Other receivables and other current assets" includes receivables from Argentina S.r.l. for Euro 8,000 thousand, fully written off. Transactions with related parties are governed by specific contracts, the conditions of which are in line with those of the market.
It should be noted that the relationships with associated and related companies laid out in the table concern the supply of fruit and vegetables (Agricola Azzurra, Bonaoro, Citrumed, Moño Azul) or services (Fruport, Nuova Beni Immobiliari, Fersotrans, Grupo Fernández, Transp Frigo Solocanarias, Rocket Logistica), to mention the main ones.
As mentioned above, costs to physical person related parties relate to the remuneration of employees and directors or statutory auditors of the Board of Directors of the Parent Company, in addition to Euro 1,478 thousand for the MBO/LTI incentives included in Other operating income/expense (non-recurring part).
For more details, refer to Annex 2 "Financial statements tables stated in accordance with Consob Resolution 15519/2006".

NOTE 35. Share-based payments

With reference to the 2024 financial year, the incentives accrued by Top Management represent a cost of Euro 2,241 thousand divided into Euro 1,053 thousand for MBO (bonus component that will be paid following approval of the 2024 financial statements), Euro 1,139 thousand linked to the 2023-2025 Performance Share Plan (valuing the shares granted at fair value on the assignment date) and Euro 48 thousand as a dividend equivalent component, also in accordance with the Performance Share Plan.
As noted above, with reference to the year 2024, a cost of Euro 1,139 thousand has been recorded in connection with the 2023-2025 Performance Share Plan as the target for the year 2024 has been reached, thus resulting in the assignment of 96,858 shares, which will be delivered free of charge within 10 trading days of the date of allocation of the final tranche of the Plan, and in any case no later than the date of the Orsero Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2025. The value specified above represents the fair value, in accordance with IFRS 2, at the assignment date, determined by an outside consultant to be Euro 11.8984 for shares without lock-up and Euro 11.3804 for shares with lock-up. Note that these shares are already held by the Company, which allocated a portion of the shares owned specifically for this plan. With regard to the costs associated with the Performance Share Plan, a specific reserve was created in shareholders' equity.

NOTE 36. Employees

The following table shows the number of employees as at December 31, 2024 and 2023.

	12.31.2024	12.31.2023	Change
Distribution Sector			
Number of employees	1,972	1,868	104
Shipping Sector			
Number of employees	147	147	-
Holding & Services Sector			
Number of employees	89	84	5
Number of employees	**2,208**	**2,099**	**109**

NOTE 37. Guarantees provided, commitments and other contingent liabilities

The guarantees provided by the Company are as follows:

Thousands of €	12.31.2024	12.31.2023	Change
Guarantees issued in the interest of the Group	3,575	3,580	(5)
Guarantees issued to third parties	2,250	2,656	(405)
Total guarantees	**5,825**	**6,236**	**(411)**

Compared to the end of the previous year, there was a decrease of Euro 411 thousand essentially due to the extinguishing of guarantees given in favor of third-party suppliers to the Group.

We are not aware of any other disputes or proceedings that may have repercussions on the Group’s economic and financial position, except for those already described in this financial report.

NOTE 38. Fees due to the Directors and the Board of Statutory Auditors

The following table details the remuneration for the members of the corporate bodies of Orsero S.p.A. in 2024.

Thousands of €	2024
Board of directors	523
Board of statutory auditors	99

It should be noted that “Directors' fees” includes Euro 46 thousand for contributions.

NOTE 39. Significant events after December 31, 2024

At the date of this Annual Financial Report of the Orsero Group, there were no significant events in terms of operating activities.
With reference to the latest developments in the international geopolitical situation, the Group’s management continues to monitor their developments with the aim of maintaining an efficient import and distribution logistics chain and preserving its cost-effectiveness.

ANNEX 1. Information in accordance with Art. 149-duodecies of the Consob Issuers' Regulation

The table below, prepared in accordance with Art. 149-duodecies of the Consob Issuers' Regulation, shows the fees for 2024 for auditing and other non-auditing services provided by the independent auditing firm appointed or by companies belonging to its network.

Type of services - Thousands of €	Company that provided the service	Addressee	Fees for 2024
Audit (*)			
	KPMG S.p.A.	Parent Company Italian subsidiaries	158 128
	KPMG Auditores S.L. KPMG France S.A. KPMG&Associados S.A.	Foreign subsidiaries	213
Other services (**)			
Non-audit services	KPMG S.p.A.	Parent Company	80
	Parent Company Auditor Network	Parent Company Foreign subsidiaries	36 14
Tax declaration	KPMG S.p.A.	Parent Company	3
Tax declarations	KPMG S.p.A.	Italian subsidiaries	10

(*) Includes the audit at December 31, 2024 and the limited review of the interim report as of June 30 2024
(**) I "Non audit services" includes the certificate of compliance of the consolidated sustainability statement for € 80 thousand, consultancy on Readiness Assessment, with reference to Directive (EU) 2022/2555 in the area of Network and Information Security ('NIS 2') and Cybersecurity Awareness for € 36 thousand, and assistance services on a foreign subsidiary for € 14 thousand.

ANNEX 2. Financial statements tables in accordance with Consob Resolution 15519/2006

Consolidated statement of financial position 2024 and 2023

Thousands of €	12.31.2024	of which related parties			
		Associates	Related	Total	%
ASSETS					
Goodwill	127,447	-	-	-	-
Intangible asset other than Goodwill	10,374	-	-	-	-
Property, plant and equipment	188,318	-	-	-	-
Investments accounted for using the equity method	22,378	22,378	-	**22,378**	**100%**
Non-current financial assets	5,664	316	-	**316**	**6%**
Deferred tax assets	6,981	-	-	-	-
NON-CURRENT ASSETS	**361,162**	**22,694**	-	**22,694**	**6%**
Inventories	54,533	-	-	-	-
Trade receivables	154,354	823	135	**958**	**1%**
Current tax assets	14,217	-	-	-	-
Other receivables and other current assets	16,697	-	3	**3**	-
Cash and cash equivalents	85,360	-	-	-	-
CURRENT ASSETS	**325,160**	**823**	**138**	**961**	-
Non-current assets held for sale	-	-	-	-	-
TOTAL ASSETS	**686,322**	**23,517**	**138**	**23,655**	**3%**
EQUITY					
Share Capital	69,163	-	-	-	-
Other Reserves and Retained Earnings	158,740	-	-	-	-
Profit/loss attributable to Owners of Parent	26,805	-	-	-	-
Equity attributable to Owners of Parent	**254,708**	-	-	-	-
Non-controlling interests	**1,692**	-	-	-	-
TOTAL EQUITY	**256,400**	-	-	-	-
LIABILITIES					
Financial liabilities	141,419	-	-	-	-
Other non-current liabilities	725	-	-	-	-
Deferred tax liabilities	4,603	-	-	-	-
Provisions	5,144	-	-	-	-
Employees benefits liabilities	9,510	-	-	-	-
NON-CURRENT LIABILITIES	**161,401**	-	-	-	-
Financial liabilities	58,411	-	-	-	-
Trade payables	174,132	2,374	288	**2,662**	**2%**
Current tax liabilities	7,957	-	-	-	-
Other current liabilities	28,021	-	1,419	1,419	5%
CURRENT LIABILITIES	**268,521**	**2,374**	**1,707**	**4,081**	**2%**
Liabilities directly associated with assets held for sale	-	-	-	-	-
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**686,322**	**2,374**	**1,707**	**4,081**	**1%**

Thousands of €	12.31.2023	of which related parties			
		Associates	Related	Total	%
ASSETS					
Goodwill	127,447	-	-	-	-
Intangible asset other than Goodwill	10,433	-	-	-	-
Property, plant and equipment	184,804	-	-	-	-
Investments accounted for using the equity method	20,581	20,581	-	**20,581**	**100%**
Non-current financial assets	5,291	316	-	**316**	**6%**
Deferred tax assets	7,540	-	-	-	-
NON-CURRENT ASSETS	**356,096**	**20,897**	**-**	**20,897**	**6%**
Inventories	53,118	-	-	-	-
Trade receivables	144,237	1,381	131	**1,512**	**1%**
Current tax assets	12,435	-	-	-	-
Other receivables and other current assets	14,582	-	-	-	-
Cash and cash equivalents	90,062	-	-	-	-
CURRENT ASSETS	**314,434**	**1,381**	**131**	**1,512**	**-%**
Non-current assets held for sale	**-**	**-**	**-**	**-**	**-**
TOTAL ASSETS	**670,530**	**22,278**	**131**	**22,410**	**3%**
EQUITY					
Share Capital	69,163	-	-	-	-
Other Reserves and Retained Earnings	120,360	-	-	-	-
Profit/loss attributable to Owners of Parent	47,276	-	-	-	-
Equity attributable to Owners of Parent	**236,800**	**-**	**-**	**-**	**-**
Non-controlling interests	**1,724**	**-**	**-**	**-**	**-**
TOTAL EQUITY	**238,523**	**-**	**-**	**-**	**-**
LIABILITIES					
Financial liabilities	166,090	-	-	-	-
Other non-current liabilities	548	-	-	-	-
Deferred tax liabilities	4,215	-	-	-	-
Provisions	4,948	-	-	-	-
Employees benefits liabilities	8,963	-	-	-	-
NON-CURRENT LIABILITIES	**184,764**	**-**	**-**	**-**	**-**
Financial liabilities	52,576	-	-	-	-
Trade payables	159,973	1,979	371	**2,349**	**1%**
Current tax liabilities	6,815	-	-	-	-
Other current liabilities	27,879	-	2,841	**2,841**	**10%**
CURRENT LIABILITIES	**247,243**	**1,979**	**3,212**	**5,190**	**2%**
Liabilities directly associated with assets held for sale	**-**	**-**	**-**	**-**	**-**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**670,530**	**1,979**	**3,212**	**5,190**	**1%**

Consolidated income statement and Consolidated statement of comprehensive income 2024 and 2023

Thousands of €	Year 2024	of which related parties			
		Associates	Related	Total	%
Net sales	1,571,270	859	25	**884**	-
Cost of sales	(1,424,362)	(21,413)	(3,344)	**(24,757)**	**2%**
Gross profit	**146,908**	-	-	-	-
General and administrative expense	(99,139)	(29)	(3,068)	**(3,097)**	**3%**
Other operating income/expense	(3,751)	2	(1,437)	**(1,435)**	**38%**
- of which non-recurring operating income	*1,042*	-	-	-	-
- of which non-recurring operating expense	*(5,722)*	-	*(1,478)*	***(1,478)***	***26%***
Operating result	**44,018**	-	-	-	-
Financial income	2,072	-	-	-	-
Financial expense and exchange rate differences	(11,111)	-	-	-	-
Other investment income/expense	60	-	-	-	-
Share of profit/loss of associates accounted for using the equity method	2,047	-	-	-	-
Profit/loss before tax	**37,086**	-	-	-	-
Income tax expense	(9,406)	-	-	-	-
Profit/loss from continuing operations	**27,680**	-	-	-	-
Profit/loss from discontinued operations	-	-	-	-	-
Profit/loss for the period	**27,680**	-	-	-	-
Profit/loss attributable to non-controlling interests	**875**	-	-	-	-
Profit/loss attributable to Owners of Parent	**26,805**	-	-	-	-

Thousands of €	Year 2024	of which related parties			
		Associates	Related	Total	%
Profit/loss for the period	**27,680**	-	-	-	-
Other comprehensive income that will not be reclassified to profit/loss, before tax	268	-	-	-	-
Income tax relating to components of other comprehensive income that will not be reclassified to profit/loss	(61)	-	-	-	-
Other comprehensive income that will be reclassified to profit/loss, before tax	1,874	-	-	-	-
Income tax relating to components of other comprehensive income that will be reclassified to profit/loss	(663)	-	-	-	-
Comprehensive income	**29,098**	-	-	-	-
Comprehensive income attributable to non-controlling interests	**875**	-	-	-	-
Comprehensive income attributable to Owners of Parent	**28,223**	-	-	-	-

Thousands of €	Year 2023	of which related parties			
		Associates	Related	Total	%
Net sales	1,540,813	559	32	**592**	**-%**
Cost of sales	(1,369,334)	(19,537)	(3,698)	**(23,235)**	**2%**
Gross profit	**171,478**				
General and administrative expense	(100,254)	(25)	(3,091)	**(3,116)**	**3%**
Other operating income/expense	(6,293)	53	1,951	**1,898**	**30 %**
- of which non-recurring operating income	*2,533*	-	-	-	-
- of which non-recurring operating expense	*(10,383)*	-	*(1,998)*	**(1,998)**	**19%**
Operating result	**64,931**				
Financial income	1,512	-	-	-	**-%**
Financial expense and exchange rate differences	(12,457)	(8)	-	**(8)**	**-%**
Other investment income/expense	524	-	-	-	-
Share of profit/loss of associates accounted for using the equity method	1,614	-	-	-	-
Profit/loss before tax	**56,124**				
Income tax expense	(7,995)	-	-	-	-
Profit/loss from continuing operations	**48,129**				
Profit/loss from discontinued operations	-	-	-	-	-
Profit/loss for the period	**48,129**				
Profit/loss attributable to non-controlling interests	**853**				
Profit/loss attributable to Owners of Parent	**47,276**				

Thousands of €	Year 2023	of which related parties			
		Associates	Related	Total	%
Profit/loss for the period	**48,129**				
Other comprehensive income that will not be reclassified to profit/loss, before tax	(748)	-	-	-	-
Income tax relating to components of other comprehensive income that will not be reclassified to profit/loss	109	-	-	-	-
Other comprehensive income that will be reclassified to profit/loss, before tax	(2,265)	-	-	-	-
Income tax relating to components of other comprehensive income that will be reclassified to profit/loss	291	-	-	-	-
Comprehensive income	**45,517**				
Comprehensive income attributable to non-controlling interests	**853**				
Comprehensive income attributable to Owners of Parent	**44,664**				

Consolidated cash flow statement 2024 and 2023

Thousands of €	Year 2024	of which related parties		
		Associates	Related	Total
A. Cash flows from operating activities (indirect method)				
Profit/loss for the period	**27,680**			
Adjustments for income tax expense	9,406	-	-	-
Adjustments for interest income/expense	7,885	-	-	-
Adjustments for provisions	1,953	-	-	-
Adjustments for depreciation and amortization expense and impairment loss	17,615	-	-	-
Other adjustments for non-monetary elements	(1,182)			
Change in inventories	(1,415)	-	-	-
Change in trade receivables	(11,159)	558	(4)	**554**
Change in trade payables	14,159	396	(83)	**313**
Change in other receivables/assets and in other liabilities	(2,889)	-	(1,425)	**(1,425)**
Interest received/(paid)	(5,451)	-	-	-
(Income taxes paid)	(7,342)	-	-	-
Dividend received	650	650	-	**650**
Cash flow from operating activities (A)	**49,926**			
B. Cash flows from investing activities				
Purchase of property, plant and equipment	(25,006)	-	-	-
Proceeds from sales of property, plant and equipment	366	-	-	-
Purchase of intangible assets	(1,319)	-	-	-
Proceeds from sales of intangible assets	6	-	-	-
Purchase of interests in investments accounted for using equity method	-	-	-	-
Proceeds from sales of investments accounted for using equity method	-	-	-	-
Purchase of other non-current assets	(740)	-	-	-
Proceeds from sales of other non-current assets	-	-	-	-
(Acquisitions)/disposal of investments in controlled companies, net of cash	(559)	-	-	-
Cash Flow from investing activities (B)	**(27,252)**			
C. Cash Flow from financing activities				
Increase/decrease of financial liabilities	(2,378)	-	-	-
Drawdown of new long-term loans	17,802	-	-	-
Pay back of long-term loans	(29,931)	-	-	-
Capital increase and other changes in increase/decrease	-	-	-	-
Disposal/purchase of treasury shares	(1,012)	-	-	-
Dividends paid	(11,857)	-	-	-
Cash Flow from financing activities (C)	**(27,376)**			
Increase/decrease in cash and cash equivalents (A ± B ± C)	**(4,703)**			
Cash and cash equivalents at 1st January 24-23	**90,062**			
Cash and Cash equivalents at 31st December 24-23	**85,360**			

Thousands of €	Year 2023	of which related parties		
		Associates	Related	Total
A. Cash flows from operating activities (indirect method)				
Profit/loss for the period	**48,129**			
Adjustments for income tax expense	7,995	-	-	-
Adjustments for interest income/expense	8,301	(8)	-	**(8)**
Adjustments for provisions	2,841	-	-	-
Adjustments for depreciation and amortization expense and impairment loss	16,845	-	-	-
Other adjustments for non-monetary elements	14	-	-	-
Change in inventories	(2,373)	-	-	-
Change in trade receivables	1,036	(955)	87	**(867)**
Change in trade payables	2,492	(470)	(556)	**(1,026)**
Change in other receivables/assets and in other liabilities	4,940	-	(590)	**(590)**
Interest received/(paid)	(8,048)	-	-	-
(Income taxes paid)	(7,004)	8	-	**8**
Cash flow from operating activities (A)	**75,169**			
B. Cash flows from investing activities				
Purchase of property, plant and equipment	(11,533)	-	-	-
Proceeds from sales of property, plant and equipment	609	-	-	-
Purchase of intangible assets	(1,687)	-	-	-
Proceeds from sales of intangible assets	-	-	-	-
Purchase of interests in investments accounted for using equity method	-	-	-	-
Proceeds from sales of investments accounted for using equity method	-	-	-	-
Purchase of other non-current assets	-	-	-	-
Proceeds from sales of other non-current assets	1,198	270	-	**270**
(Acquisitions)/disposal of investments in controlled companies, net of cash	(51,690)	-	-	-
Cash Flow from investing activities (B)	**(63,102)**			
C. Cash Flow from financing activities				
Increase/decrease of financial liabilities	(14,066)	-	-	-
Drawdown of new long-term loans	59,238	-	-	-
Pay back of long-term loans	(25,436)	-	-	-
Capital increase and other changes in increase/decrease	(286)	-	-	-
Disposal/purchase of treasury shares	(3,981)	-	-	-
Dividends paid	(6,303)	-	-	-
Cash Flow from financing activities (C)	**9,166**			
Increase/decrease in cash and cash equivalents (A ± B ± C)	**21,233**			
Cash and cash equivalents at 1st January 23-22	**68,830**			
Cash and Cash equivalents at 31st December 23-22	**90,062**			

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

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(The accompanying translated consolidated financial statements of the Orsero Group constitute a non-official version which is not compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815. This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative.)

Independent auditors' report pursuant to article 14 of Legislative decree no. 39 of 27 January 2010 and article 10 of Regulation (EU) no. 537 of 16 April 2014

To the shareholders of
Orsero S.p.A.

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of the Orsero Group (the "group"), which comprise the consolidated statement of financial position as at 31 December 2024, the consolidated income statement and the statements of comprehensive income, the consolidated cash flows and the consolidated changes in equity for the year then ended and notes thereto, which include material information on the accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Orsero Group as at 31 December 2024 and of its financial performance and cash flows for the year then ended in accordance with the IFRS Accounting Standards issued by the International Accounting Standards Board and endorsed by the European Union, as well as the Italian regulations implementing article 9 of Legislative decree no. 38/05.

Basis for opinion

We conducted our audit in accordance with the International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the "*Auditors' responsibilities for the audit of the consolidated financial statements*" section of our report. We are independent of Orsero S.p.A. (the "parent") in accordance with the ethics and independence rules and standards applicable in Italy to audits of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

KPMG

Orsero Group
Independent auditors' report
31 December 2024

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Recoverability of goodwill

Notes to the consolidated financial statements: section "Valuation criteria – Impaiment test" and note 1 - Goodwill

Key audit matter	Audit procedures addressing the key audit matter
The goodwill included in the consolidated financial statements at 31 December 2024 amounts to a total of €127.4 million. Goodwill is allocated to the cash-generating units ("CGU") aggregated in line with the group's organisational and operating structure, which coincides with the distribution operating segment for the entire amount of €127.4 million. In line with the procedure approved by the Orsero S.p.A.'s board of directors on 6 March 2025, the goodwill is tested for impairment at least annually and whenever there are triggering events, by comparing the carrying amounts of CGU group, including goodwill, to the related recoverable amounts. The recoverable amount is estimated based on the value in use, calculated using the discounted cash flow model by discounting the CGU group's expected cash flows over the three-year period 2025-2027. The expected operating cash flows were estimated on the basis of the 2025 budget, approved by the Board of Directors on 3 February 2025. The expected operating cash flows for the years 2026 and 2027 and for the terminal value have been determined on the basis of the operating result of year 2025. Impairment testing is complex and entails a high level of judgement, especially in relation to: • the expected operating cash flows, calculated by taking into account the general economic performance and that of the group's sector, the actual cash flows for recent years and the projected growth rates.	Our audit procedures, which also involved our own specialists, included: • updating our understanding of the process adopted to prepare the impairment tests and the forecasts set out in the update to the 2025-2027 plan; • checking any discrepancies between the previous years forecast and actual figures, in order to understand the accuracy of the estimation process; • analysing the reasonableness of i) the key assumptions used by the directors to identify the CGU, the criteria for the allocation of goodwill and to determine the related operating cash flows and ii) the valuation models adopted; • checking the consistency of the expected cash flows used for impairment testing with those used for the forecasts and analysing the reasonableness of any discrepancies; • checking the sensitivity analysis presented in the notes to the consolidated financial statements in relation to the key assumptions used for impairment testing; • assessing the appropriateness of the disclosures provided in the notes to the consolidated financial statements about goodwill and related impairment test.

Key audit matter	Audit procedures addressing the key audit matter
• the financial parameters used to calculate the discount rate. For the above reasons and due to the materiality of the relevant caption, we believe that the recoverability of the carrying amounts of goodwill is a key audit matter.	

Responsibilities of the parent's directors and board of statutory auditors ("Collegio Sindacale") for the consolidated financial statements

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with the IFRS Accounting Standards issued by the International Accounting Standards Board and endorsed by the European Union and the Italian regulations implementing article 9 of Legislative decree no. 38/05 and, within the terms established by the Italian law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the group's ability to continue as a going concern and for the appropriate use of the going concern basis in the preparation of the consolidated financial statements and for the adequacy of the related disclosures. The use of this basis of accounting is appropriate unless the directors believe that the conditions for liquidating the parent or ceasing operations exist, or have no realistic alternative but to do so.

The *Collegio Sindacale* is responsible for overseeing, within the terms established by the Italian law, the group's financial reporting process.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA Italia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISA Italia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control;

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the group to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance, identified at the appropriate level required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the ethics and independence rules and standards applicable in Italy and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the measures taken to eliminate those threats or the safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are, therefore, the key audit matters. We describe these matters in our auditors' report.

Other information required by article 10 of Regulation (EU) no. 537/14

On 24 April 2019, the parent's shareholders appointed us to perform the statutory audit of its separate and consolidated financial statements as at and for the years ending from 31 December 2019 to 31 December 2027.

We declare that we did not provide the prohibited non-audit services referred to in article 5.1 of Regulation (EU) no. 537/14 and that we remained independent of the parent in conducting the statutory audit.

We confirm that the opinion on the consolidated financial statements expressed herein is consistent with the additional report to the *Collegio Sindacale*, in its capacity as audit committee, prepared in accordance with article 11 of the Regulation mentioned above.

Orsero Group
Independent auditors' report
31 December 2024

Report on other legal and regulatory requirements

Opinion on the compliance with the provisions of Commission Delegated Regulation (EU) 2019/815

The parent's directors are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (ESEF) to the consolidated financial statements at 31 December 2024 to be included in the annual financial report.

We have performed the procedures required by Standard on Auditing (SA Italia) 700B in order to express an opinion on the compliance of the consolidated financial statements with Commission Delegated Regulation (EU) 2019/815.

In our opinion, the consolidated financial statements at 31 December 2024 have been prepared in XHTML format and have been marked up, in all material respects, in compliance with the provisions of Commission Delegated Regulation (EU) 2019/815.

Due to certain technical limitations, some information included in the notes to the consolidated financial statements when extracted from the XHTML format to an XBRL instance may not be reproduced in an identical manner with respect to the corresponding information presented in the consolidated financial statements in XHTML format.

Opinion and statement pursuant to article 14.2.e)/e-bis)/e-ter) of Legislative decree no. 39/10 and article 123-bis.4 of Legislative decree no. 58/98

The parent's directors are responsible for the preparation of the group's directors' report and report on corporate governance and ownership structure at 31 December 2024 and for the consistency of such reports with the related consolidated financial statements and their compliance with the applicable law.

We have performed the procedures required by Standard on Auditing (SA Italia) 720B in order to:

- express an opinion on the consistency of the directors' report and certain specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98 with the consolidated financial statements;
- express an opinion on the consistency of the directors' report, excluding the section that includes the consolidated sustainability statement, and certain specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98 with the applicable law;
- issue a statement of any material misstatements in the directors' report and certain specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98.

In our opinion, the directors' report and the specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98 are consistent with the group's consolidated financial statements at 31 December 2024.

Moreover, in our opinion, excluding the section which includes the consolidated sustainability statement, the directors' report and the specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98 have been prepared in compliance with the applicable law.

Orsero Group
Independent auditors' report
31 December 2024

With reference to the above statement required by article 14.2.e-ter) of Legislative decree no. 39/10, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have nothing to report.

Our opinion on compliance with the applicable law does not extend to the section of the directors' report which includes the consolidated sustainability statement. Our conclusion on the compliance of this section with the legislation governing its preparation and with the disclosure requirements of article 8 of Regulation (EU) 2020/852 is included in the assurance report prepared in accordance with article 14-bis of Legislative decree no. 39/10.

Genoa, 28 March 2025

KPMG S.p.A.

(signed on the original)

Andrea Fumagallo
Director of Audit

INDEPENDENT AUDITOR'S REPORT ON THE LIMITED REVIEW OF THE CONSOLIDATED SUSTAINABILITY STATEMENT

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(This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative.)

Independent auditors' limited assurance report on the consolidated sustainability statement pursuant to article 14-bis of Legislative decree no. 39 of 27 January 2010

To the shareholders of
Orsero S.p.A.

Conclusion

Pursuant to article 8 of Legislative decree no. 125 of 6 September 2024 (the "decree"), we have been engaged to perform a limited assurance engagement on the 2024 consolidated sustainability statement of the Orsero Group (the "group") prepared in accordance with article 4 of the decree, presented in the specific section of the directors' report.

Based on the procedures performed, nothing has come to our attention that causes us to believe that:

- the group's 2024 consolidated sustainability statement has not been prepared, in all material respects, in accordance with the reporting standards endorsed by the European Commission pursuant to Directive 2013/34/EU (the European Sustainability Reporting Standards, "ESRS");
- the information presented in the "Disclosures pursuant to Article 8 of Regulation (UE) 2020/852 (Taxonomy Regulation)" section of the consolidated sustainability statement has not been prepared, in all material respects, in accordance with article 8 of Regulation (EU) 2020/852 of 18 June 2020 (the "taxonomy regulation").

Basis for conclusion

We have performed the limited assurance engagement in accordance with the Standard on Sustainability Assurance Engagements - SSAE (Italia). The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our responsibilities under SSAE (Italia) are further described in the "*Auditors' responsibilities for the sustainability assurance engagement*" section of our report.

We are independent in accordance with the ethics and independence rules and standards applicable in Italy to sustainability assurance engagements.

Orsero Group
Independent auditors' report
31 December 2024

Our company applies International Standard on Quality Management 1 (ISQM Italia 1) and, accordingly, is required to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We believe that the evidence we have acquired is sufficient and appropriate to provide a basis for our conclusion.

Other matters

The 2024 consolidated sustainability statement presents the 2023 comparative information, pursuant to article 8 of the taxonomy regulation, in the specific section "Disclosures pursuant to Article 8 of Regulation (UE) 2020/852 (Taxonomy Regulation)", which has not been subjected to an assurance engagement.

Responsibilities of the directors and board of statutory auditors ("Collegio Sindacale") of Orsero S.p.A. (the "parent") for the consolidated sustainability statement

The directors are responsible for designing and implementing the procedures to identify the information included in the consolidated sustainability statement in accordance with the ESRS (the "materiality assessment process") and for the description of these procedures in the "Impact, risk and opportunity management" section of the consolidated sustainability statement.

The directors are also responsible for the preparation of a consolidated sustainability statement in accordance with article 4 of the decree, which contains the information identified through the materiality assessment process, including:

- compliance with the ESRS;
- compliance of the information presented in the "Disclosures pursuant to Article 8 of Regulation (UE) 2020/852 (Taxonomy Regulation)" section with article 8 of the taxonomy regulation.

Moreover, the directors are responsible, within the terms established by the Italian law, for designing, implementing and maintaining such internal controls as they determine is necessary to enable the preparation of a consolidated sustainability statement in accordance with article 4 of the decree that is free from material misstatement, whether due to fraud or error. They are also responsible for selecting and applying appropriate methods to produce disclosures and formulating assumptions and estimates about specific information on sustainability matters that are reasonable in the circumstances.

The *Collegio Sindacale* is responsible for overseeing, within the terms established by the Italian law, compliance with the decree's provisions.

Inherent limitations in preparing the consolidated sustainability statement

For the purpose of disclosing forward-looking information in accordance with the ESRS, the directors are required to prepare such information based on assumptions, described in the consolidated sustainability statement, regarding future events and the group's actions that are not necessarily expected to occur. Actual results are likely to be different from the forecast sustainability information since anticipated events frequently do not occur as expected and the variation could be material.

The disclosures provided by the group about Scope 3 emissions are subject to more inherent limitations than those on Scope 1 and Scope 2 emissions, given the lack of availability and relative precision of information used for determining both qualitative and quantitative Scope 3 emissions information from value chain.

Auditors' responsibilities for the sustainability assurance engagement

Our objectives are to plan and perform procedures in order to obtain limited assurance about whether the consolidated sustainability statement is free from material misstatement, whether due to fraud or error, and to issue an assurance report that includes our conclusion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence decisions of intended users taken on the basis of the consolidated sustainability statement.

As part of a limited assurance engagement in accordance with SSAE (Italia), we exercise professional judgement and maintain professional scepticism throughout the engagement.

Our responsibilities include:

- considering risks to identify disclosures where a material misstatement is likely to occur, whether due to fraud or error;
- designing and performing procedures to check disclosures where a material misstatement is likely to occur. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- directing, supervising and performing the sustainability limited assurance engagement and assuming full responsibility for the conclusion on the consolidated sustainability statement.

Summary of the work performed

A limited assurance engagement involves carrying out procedures to obtain evidence as a basis for our conclusion.

The procedures performed are based on our professional judgement and include inquiries, primarily of the parent's personnel responsible for the preparation of the information presented in the consolidated sustainability statement, documental analyses, recalculations and other evidence gathering procedures, as appropriate.

We have performed the following main procedures:

- we gained an understanding of the group's business model, strategies and operating environment with regard to sustainability matters;
- we gained an understanding of the process adopted by the group to identify and assess material sustainability-related impacts, risks and opportunities (IROs), based on the double materiality principle. Moreover, on the basis of the information acquired, we evaluated any emerging inconsistencies that may indicate the presence of sustainability matters not addressed by the group in its materiality assessment process; Specifically, mostly through inquiries, observations and inspections, we gained an understanding of how the group:
  - considered the interests and opinions of the stakeholders involved;
  - identified its sustainability-related IROs, assessing their consistency with our knowledge of the group and its sector;
  - defined and assessed material IROs by analysing the qualitative and quantitative materiality thresholds it determined, checking their consistency with the results of the enterprise risk management (ERM) process;

Orsero Group
Independent auditors' report
31 December 2024

- we gained an understanding of the processes underlying the generation, recording and management of the qualitative and quantitative information disclosed in the consolidated sustainability statement, including of the reporting boundary, through interviews and discussions with the group's personnel and selected procedures on documentation;
- we identified the disclosures associated with a risk of material misstatement, whether due to fraud or error; Following our risk assessment procedures, we identified the most significant risks of material misstatement in relation to the following sustainability matter: S1-14 Health and safety metrics;
- we designed and performed procedures, based on our professional judgement, to respond to identified risks of material misstatement, including:
  - for information gathered at group level:
    - with reference to qualitative information and, in particular, the sustainability-related policies, actions and objectives, we held inquiries and performed limited procedures on documentation;
    - with reference to quantitative information, we carried out analytical procedures, inspections, observations and recalculations on a sample basis;
  - with reference to certain subsidiaries, which we selected on the basis of their business and contribution to the metrics of the consolidated sustainability statement, we performed procedures to obtain evidence supporting the correct application of the procedures and methods used to calculate the metrics;
- we gained an understanding of the process adopted by the group to determine taxonomy-eligible economic activities and whether they were aligned under the taxonomy regulation and checked the related disclosures presented in the consolidated sustainability statement;
- we checked the consistency of the disclosures contained in the consolidated sustainability statement with those included in the group's consolidated financial statements pursuant to the applicable financial reporting framework, the underlying accounting records or management accounts;
- we checked the compliance of the structure and presentation of disclosures included in the consolidated sustainability statement with the ESRS;
- we obtained the representation letter.

Genoa, 28 March 2025

KPMG S.p.A.

(signed on the original)

Andrea Fumagallo
Director of Audit

SEPARATE FINANCIAL STATEMENTS AS AT DECEMBER 31, 2024

Parent Company Financial Statements

Statement of Financial Position [46][47]

€	NOTES	12.31.2024	12.31.2023
ASSETS			
Intangible assets other than Goodwill	1	72,586	58,219
Property, plant and equipment	2	4,557,036	4,943,501
Equity investments	3	257,411,204	256,526,112
Non-current financial assets	4	263,280	646,946
Deferred tax assets	5	1,226,968	1,120,812
NON-CURRENT ASSETS		**263,531,074**	**263,295,590**
Receivables	6	26,633,510	43,360,505
Current tax assets	7	1,436,232	1,327,204
Other receivables and other current assets	8	661,541	624,742
Cash and cash equivalents	9	28,265,623	43,651,477
CURRENT ASSETS		**56,996,906**	**88,963,928**
Non-current assets held for sale		**-**	**-**
TOTAL ASSETS		**320,527,980**	**352,259,519**
Share Capital		69,163,340	69,163,340
Other Reserves and Retained Earnings		83,186,302	71,667,131
Profit/loss		13,434,948	22,164,788
EQUITY	**10**	**165,784,590**	**162,995,260**
LIABILITIES			
Financial liabilities	11	72,482,049	100,612,261
Provisions	12	-	-
Employees benefits liabilities	13	2,344,056	2,196,596
Deferred tax liabilities	14	28,103	71,790
NON-CURRENT LIABILITIES		**74,854,207**	**102,880,647**
Financial liabilities	11	31,678,777	30,556,747
Payables	15	45,106,304	50,923,708
Current tax liabilities	16	264,672	269,836
Other current liabilities	17	2,839,430	4,633,321
CURRENT LIABILITIES		**79,889,182**	**86,383,612**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		**320,527,980**	**352,259,519**

[46] The notes commenting on the individual items are an integral part of these Separate Financial Statements.
[47] In accordance with Consob Resolution no. 15519 of July 27, 2006, the effects of related party transactions are given in the explanatory notes to the Separate Financial Statements and in Annex 2 “Financial statements tables stated in accordance with Consob Resolution 15519/2006”.

Income Statement [48][49]

€	NOTES	Year 2024	Year 2023
Net sales	18	2,694,156	2,362,532
Cost of sales		-	-
Gross profit		**2,694,156**	**2,362,532**
General and administrative expense	19	(11,881,241)	(12,281,323)
Other operating income/expense	20	(1,825,155)	(2,462,545)
Operating result		**(11,012,240)**	**(12,381,335)**
Financial income	21	1,471,930	1,556,732
Financial expense and exchange rate differences	21	(6,462,569)	(7,063,395)
Other investment income/expense	22	26,037,856	36,151,838
Profit/loss before tax		**10,034,977**	**18,263,840**
Income tax expense	23	3,399,971	3,900,949
Profit/loss from continuing operations		**13,434,948**	**22,164,788**
Profit/loss from discontinued operations		-	-
Profit/loss		**13,434,948**	**22,164,788**

Comprehensive Income Statement

€	NOTES	Year 2024	Year 2023
Profit/loss		**13,434,948**	**22,164,788**
Other comprehensive income that will not be reclassified to profit/loss, before tax	13	(67)	(193,085)
Income tax relating to components of other comprehensive income that will not be reclassified to profit/loss	23	-	-
Other comprehensive income that will be reclassified to profit/loss, before tax	11	(752,709)	(581,510)
Income tax relating to components of other comprehensive income that will be reclassified to profit/loss	23	180,650	139,562
Comprehensive income		**12,862,822**	**21,529,755**

[48] The notes commenting on the individual items are an integral part of these Separate Financial Statements.
[49] In accordance with Consob Resolution no. 15519 of July 27, 2006, the effects of related party transactions are given in the explanatory notes to the Separate Financial Statements and in Annex 2 "Financial statements tables stated in accordance with Consob Resolution 15519/2006".

Statement of cash flows[50][51]

€	Notes	Year 2024	Year 2023
A. Cash flows from operating activities (indirect method)			
Profit/loss		**13,434,948**	**22,164,788**
Adjustments for income tax expense	23	(3,399,971)	(3,900,949)
Adjustments for interest income/expense	21	4,887,942	5,403,209
Adjustments for dividends	22	(26,375,356)	(36,278,566)
Adjustments for depreciation and amortization expense and impairment loss	19	375,982	390,989
Other adjustments for non-monetary elements		1,312,273	1,371,143
Change in receivables	6	16,726,995	10,320,388
Change in payables	15	(5,817,690)	6,557,452
Change in other receivables/assets and in other liabilities	*	556,744	3,485,202
Interest received/(paid)	21	(3,899,278)	(5,642,004)
(Income taxes paid)	23	-	-
Dividends received	22	26,375,356	36,278,566
Cash flow from operating activities (A)		**24,177,945**	**40,150,218**
B. Cash flows from investing activities			
Purchase of property, plant and equipment	2	(284,514)	(288,057)
Proceeds from sales of property, plant and equipment	2	53,224	45,592
Purchase of intangible assets	1	(41,850)	(16,649)
Proceeds from sales of intangible assets	1	-	-
Purchase of interests in equity investments	3	(854,850)	(66,977,300)
Proceeds from sales of equity investments	3	-	-
Purchase of other non-current assets	4-5	-	-
Proceeds from sales of other non-current assets	4-5	-	(60,106)
(Acquisitions)/disposal of investments in controlled companies, net of cash		-	-
Cash Flow from investing activities (B)		**(1,127,991)**	**(67,296,519)**
C. Cash Flow from financing activities			
Increase/decrease of financial liabilities	11	(5,358,333)	(5,358,333)
Drawdown of new long-term loans	11	2,500,000	59,238,102
Pay back of long-term loans	11	(24,408,044)	(18,294,289)
Capital increase and other changes in increase/decrease	10	-	-
Disposal/purchase of treasury shares	10	(1,011,814)	(3,981,107)
Dividends paid	10	(10,157,618)	(6,021,745)
Cash Flow from financing activities (C)		**(38,435,809)**	**25,582,628**
Increase/decrease in cash and cash equivalents (A ± B ± C)		**(15,385,854)**	**(1,563,673)**
Cash and Cash equivalents at 1° January 24-23	**9**	**43,651,477**	**45,215,150**
Cash and Cash equivalents at 31 December 24-23	**9**	**28,265,623**	**43,651,477**

[50] The notes commenting on the individual items are an integral part of these Separate Financial Statements.

[51] In accordance with Consob Resolution no. 15519 of July 27, 2006, the effects of related party transactions are given in the explanatory notes to the Separate Financial Statements and in Annex 2 "Financial statements tables stated in accordance with Consob Resolution 15519/2006".

*Please refer to notes 7-8-12-13-14-16-17

Statement of Changes in Shareholders' Equity [52][53]

€ - NOTE 10	Share Capital*											
	Share Capital*	Treasury shares*	Reserve of shareholding acquisition costs*	Legal reserve	Share premium reserve	Reserve of cash flow hedges	Reserve of remeasurements of defined benefit plans	Reserve of share-based payments	Other reserves	Retained earnings	Profit/Loss	Total Equity
December 31, 2022	**69,163,340**	**(4,787,778)**	**(153,461)**	**997,420**	**77,437,716**	**536,093**	**(477,266)**	**-**	**(2,378,076)**	**2,628,847**	**7,261,081**	**150,227,915**
Allocation of the profit/loss	-	-	-	363,055	-	-	-	-	876,281		(1,239,336)	-
Issued of equity	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of treasury shares	-	(3,981,107)	-	-	-	-	-	-	-	-	-	(3,981,107)
Other comprehensive income net of tax, gains/losses on remeasurements of defined benefit plans	-	-	-	-	-	-	(193,085)	-	-	-	-	(193,085)
Other comprehensive income net of tax, cash flow hedges interest rates	-	-	-	-	-	(441,948)	-	-	-	-	-	(441,948)
Dividends paid	-	-	-	-	-	-	-	-	-	-	(6,021,745)	(6,021,745)
Increase/decrease through share-based payment transactions	-	-	-	-	-	-	-	1,244,204	-	-	-	1,244,204
Change of consolidation scope	-	-	-	-	-	-	-	-	-	-	-	-
Other changes	-	-	-	-	-	-	-	-	(3,763)	-	-	(3,763)
Profit/loss	-	-	-	-	-	-	-	-	-	-	22,164,788	22,164,788
December 31, 2023	**69,163,340**	**(8,768,886)**	**(153,461)**	**1,360,475**	**77,437,716**	**94,145**	**(670,351)**	**1,244,204**	**(1,505,559)**	**2,628,847**	**22,164,788**	**162,995,260**

[52] The notes commenting on the individual items are an integral part of these Separate Financial Statements.

[53] In accordance with Consob Resolution no. 15519 of July 27, 2006, the effects of related party transactions and non-recurring expenses and income are given in the explanatory notes to the Separate Financial Statements and in Annex 2 "Financial statements tables stated in accordance with Consob Resolution 15519/2006".

(*) Expression of the share capital in compliance with the provisions of IAS 32 net of treasury shares for Euro 8,769 thousand and costs for the acquisition of equity investments of Euro 153 thousand

€ - NOTE 10	Share Capital**			Legal reserve	Share premium reserve	Reserve of cash flow hedges	Reserve of remeasurements of defined benefit plans	Reserve of share-based payments	Other reserves	Retained earnings	Profit/Loss	Total Equity
	Share Capital**	Treasury shares**	Reserve of shareholding acquisition costs*									
December 31, 2023	**69,163,340**	**(8,768,886)**	**(153,461)**	**1,360,475**	**77,437,716**	**94,145**	**(670,351)**	**1,244,204**	**(1,505,559)**	**2,628,847**	**22,164,788**	**162,995,260**
Allocation of the profit/loss	-	-	-	1,108,240	-	-	-	-	10,898,930		(12,007,170)	-
Issued of equity	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of treasury shares	-	(1,011,814)	-	-	-	-	-	-	-	-	-	(1,011,814)
Other comprehensive income net of tax, gains/losses on remeasurements of defined benefit plans	-	-	-	-	-	-	(67)	-	-	-	-	(67)
Other comprehensive income net of tax, cash flow hedges interest rates	-	-	-	-	-	(572,058)		-	-	-	-	(572,058)
Dividends paid	-	-	-	-	-	-	-	-	-	-	(10,157,618)	(10,157,618)
Increase/decrease through share-based payment transactions	-	-	-	-	-	-	-	1,138,905	-	-	-	1,138,905
Change of consolidation scope	-	-	-	-	-	-	-	-	-	-	-	-
Other changes	-	-	-	-	-	-	-	(39,203)	-	-	-	(39,203)
Profit/loss	-	-	-	-	-	-	-	-	-	-	13,434,948	13,579,948
December 31, 2024	**69,163,340**	**(9,780,700)**	**(153,461)**	**2,468,715**	**77,437,716**	**(477,913)**	**(670,418)**	**2,343,907**	**9,393,272**	**2,628,847**	**13,434,948**	**165,784,590**

(**) Expression of the share capital in compliance with the provisions of IAS 32 net of treasury shares for Euro 9,781 thousand and costs for the acquisition of equity investments of Euro 153 thousand

Certification of the Separate Financial Statements pursuant to Art. 81-ter of Consob Regulation no. 11971 of May 14, 1999, as subsequently amended and supplemented

1. The undersigned Edoardo Dupanloup, Corporate Accounting Reporting Officer of Orsero S.p.A., taking into account the provisions of Art. 154-bis, paragraphs 3 and 4, of Italian Legislative Decree no. 58 of February 24, 1998, hereby certifies:
   - the adequacy, considering the Company's characteristics, and
   - the effective application of administrative and accounting procedures for the preparation of the separate financial statements during the period closed as at December 31, 2024.
2. No significant issues arose.
3. It is further certified that:

3.1 the separate financial statements:

a) are prepared in accordance with International Financial Reporting Standards as endorsed by the European Community pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of July 19, 2002;
b) coincide with the underlying books and accounting records;
c) are suitable to give a true and fair view of the issuer's economic, equity and financial position.

3.2 The Report on Operations, prepared in a single format for both the separate and consolidated financial statements, contains a reliable analysis of the business outlook and management result, the financial position of the issuer and a description of the main risks and uncertainties it is subject to.

Milan, March 13, 2025

Edoardo Dupanloup
The Reporting Officer

Notes to the Financial Statements as at December 31, 2024

Form and content of the Separate Financial Statements and other general information

Nature of the Company
Orsero S.p.A. (the "Parent Company" or the "Company") is a company organized under the laws of the Republic of Italy. The company represents the Parent Company of Orsero Group, whose activities have been extensively described in the pages above with regard to the single Report on Operations. The registered office of the Parent Company is Via Vezza d'Oglio no. 7, Milan, Italy.
As at December 31, 2024, the Company's share capital totals Euro 69,163,340.00, divided up into 17,682,500 ordinary shares with no nominal value.
As of December 23, 2019, Orsero ordinary shares are listed on the EURONEXT STAR Milan Market.

Statement of compliance and preparation criteria
These Separate Financial Statements as at December 31, 2024, prepared on the basis that the business continues to operate as a going concern, were prepared in accordance with Art. 4, paragraph 1 of Italian Legislative Decree no. 38 of 2/28/2005 and in compliance with the International Financial Reporting Standards (IFRS), the interpretations provided by the International Financial Reporting Interpretations Committee (IFRIC) and the Standing Interpretations Committee (SIC), endorsed by the European Commission as per the procedure envisaged by Regulation (EC) 1606/2002, issued by the European Parliament and Council in July 2002 and in force as at the reporting date, as well as with the previous International Accounting Standards (IAS). Hereinafter in the Separate Financial Statements, to simplify matters, all these standards and interpretations will together be defined as "IFRS". In preparing this document, consideration was given to the provisions of Art. 9 of Italian Legislative Decree no. 38 of 2/28/2005, the provisions of the Italian Civil Code, Consob Resolutions no. 15519 ("Provisions on the financial statements tables to be issued in implementation of Art. 9, paragraph 3 of Italian Legislative Decree no. 38 of 2/28/2005") and no. 15520 ("Amendments and supplements to the regulation setting out provisions implementing Italian Legislative Decree no. 58/1998"), both dated July 27, 2006, and those of Consob communication no. DEM/6064293 of July 28, 2006 ("Corporate disclosure of listed issuers and issuers with financial instruments disseminated amongst the public pursuant to Art. 116 of the TUF") and Art. 78 of the Issuers' Regulation. It is specified that with reference to Consob Resolution no. 15519 of July 27, 2006 on the financial statements tables, specific additional tables have been added representing the statement of financial position, the income statement, the statement of comprehensive income and the statement of cash flows, highlighting significant related party transactions and the effects of non-recurring income and expense in order to avoid compromising the overall legibility of the financial statements tables.
The Separate Financial Statements are prepared in euros, which is the functional currency of the economy in which Orsero operates; the amounts given in the accounting statements are in units of euros, whilst the data given in the notes, is in thousands of euros. These Separate Financial Statements are compared with last year's separate financial statements, which were prepared applying the same criteria except for that described in the paragraph entitled "Accounting standards, amendments and IFRS interpretations applied starting January 1, 2024" in the notes to the Consolidated Financial Statements.
The Separate Financial Statements have been drawn up in accordance with the general historical cost principle, with the exception of financial assets and derivative instruments, which are measured at fair value. Please also note that the Directors have prepared the Separate Financial Statements assuming that the business will continue operating as a going concern, in accordance with paragraphs 25 and 26 of the standard IAS 1; this is possible due to the strong competitive position of the Group and the profitability and solidity of the equity and financial structure achieved. The IFRS were applied on a consistent basis with the indications provided in the

"Framework for the preparation and presentation of financial statements" and no critical issues which required derogations in accordance with paragraph 19 of IAS 1, arose. Assets and liabilities are stated separately, without netting.
On March 13, 2025, the Board of Directors of Orsero S.p.A. approved the draft separate and consolidated financial statements of Orsero S.p.A. and authorized their publication. The Separate financial statements as at December 31, 2024 were audited by KPMG S.p.A.

Content and form of the Separate Financial Statements
The Separate Financial Statements consist of the statement of financial position, income statement, comprehensive income statement, cash flow statement, statement of changes in equity and these Notes, applying the provisions of IAS 1 "Presentation of the financial statements".
The Company has adopted the following financial statements:

- statement of financial position, which classifies assets and liabilities as current and non-current;
- income statement, in which costs are presented using the "allocation" classification, a structure considered more representative than presentation by type;
- comprehensive income statement, which reports revenue and cost items that are not recognized in profit/loss for the year as required or permitted by IFRS;
- cash flow statement, presented using the "indirect method";
- statement of changes in equity reporting all changes during the year under review.

The choice of these statements allows the Parent Company's equity, economic and financial situation to be represented in a truthful, correct, reliable and more relevant manner. The form chosen is, in fact, consistent with internal reporting and management.
Please also remember that with its Resolution no. 15519 of July 27, 2006, Consob asked that the accounts given in the financial statements should highlight, if of significant value, any additional sub-items to those already specifically required by IAS 1 and the other international accounting standards, so as to highlight separately from the items of reference, the amount of all related party transactions and positions, as well as, insofar as regards the income statement, the positive or negative items of income deriving from non-recurring or unusual transactions. This information, as requested, has been included in Annex 2 and Notes 20 and 26 and in all notes to the separate financial statements.

Management and coordination
The Company does not fulfill the requirements for being subject to management and coordination activities by the company FIF Holding S.p.A. pursuant to Art. 2497 bis of the Italian Civil Code. For more information, please refer to the Directors' Report on Operations.

Valuation criteria

Below are the main criteria adopted for the preparation of the financial statements at December 31, 2024. When, in relation to specific events or as a result of the development of accounting practice, a change is made in the accounting standards applied in a year, the Notes are intended to provide all the appropriate explanations to allow comparison with the previous year, if necessary by providing for the correction/re-alignment of the figures of the related financial statements. It should be noted that in preparing the financial statements as at December 31, 2024, the same principles and accounting policies as those used in the preparation of the financial statements as at December 31, 2023 were applied.

Intangible assets other than goodwill

Intangible assets other than goodwill are assets that are not physical, identifiable, controlled and that can produce future economic benefits.
Intangible assets other than goodwill are recognized as assets in accordance with IAS 38 - Intangible Assets, when they are identifiable, it is likely that their use will generate future economic benefits and the cost can be reliably determined. These assets are stated at purchase or production cost, inclusive of all ancillary expenses incurred, and amortized on a straight-line basis over their useful lives. Intangible assets with definite useful life are amortized systematically from the time the asset is available for use for the period of their expected usefulness. The useful life is reviewed annually and any changes, where necessary, are made with prospective application. The recoverability of their value is verified according to the criteria set forth in IAS 36. Costs incurred subsequently are capitalized only when the expected future economic benefits which are attributable to the asset they refer to are increased. All other subsequent costs are allocated to profit and loss during the year in which they are incurred.
Patents and intellectual property rights are mainly related to application software licenses, which are amortized on a straight-line basis over their contractual useful life.
Concessions, licenses and trademarks essentially regard expenses for the use of software programs under license, amortized on average over a period of three years.
Assets in progress and advances include the balance of investments in assets not yet in service at year-end and therefore not subject to amortization, but are subject to impairment testing, as required by IAS 36.
Other intangible assets purchased or produced internally are recognized as assets in accordance with IAS 38 (Intangible Assets), when it is likely that their use will generate future economic benefits and when their cost can be reliably determined.

Property, plant and equipment

Property, plant and equipment are assets that are physical, identifiable, controlled by the company, and that can produce future economic benefits. Tangible assets purchased or produced internally are recognized as assets in accordance with IAS 16 - Property, Plant and Equipment, when it is likely that their use will generate future economic benefits and when their cost can be reliably determined. They are recorded at historical cost of purchase, production or transfer, including the ancillary expenses required to make the asset available for use deducted from the cumulative accumulated depreciation and any write-downs made to adjust their value to the expected lower future utility. Subsequent costs are capitalized only when it is probable that the related future economic benefits will flow to the company. Depreciation is calculated on the basis of economic/technical rates related to the expected useful life of the assets, the most representative of which are:

Category	Useful life
Land	Not depreciated
Buildings	20 - 33 years
Plants	7 - 10 years
Vehicles	4 - 5 years
Furniture and fixtures	8 - 9 years
Electronic equipment	5 years

In the event there is an impairment, the asset is written down, regardless of the depreciation already recorded; in subsequent periods if the reasons for the write-down are no longer valid, it is restored to its original value, net of accumulated depreciation that would have been allocated, had impairment not been applied, or the recoverable value, if lower. The recoverability of their value is verified according to the criteria set forth in IAS 36. The residual value and useful life of an asset and the accounting methods used are reviewed yearly and adjusted where necessary at the end of each financial year.

Gains and losses arising from the sale or disposal of assets are determined as the difference between the sale proceeds and the net book value of the asset and are recognized in the income statement for the year.
Any financial expense incurred for the purchase or production of tangible assets for which a certain period of time normally passes to make the asset ready for use is capitalized and amortized throughout the useful life of the class of assets to which it refers, while all other financial expenses are booked as profit and loss in the year in which they are incurred.
The costs of routine maintenance are fully recognized in the income statement while costs of an incremental nature are allocated to the assets to which they refer and are depreciated in proportion to their residual useful life. If leasehold improvements meet the capitalization requirements, they are classified under tangible assets and depreciated on the basis of the duration of the lease contract. In the presence of legal or implied obligations for the dismantling and removal of assets from sites, the carrying amount of the asset includes the estimated (discounted) costs to be incurred at the time of abandonment of the structures, recognized in counter-entry under a specific provision.
When tangible assets consist of several significant components with different useful lives, depreciation is calculated and carried out separately for each component.
Land is not subject to depreciation, even if purchased in conjunction with a building.

Leasing

The Company has lease agreements in place for the use of offices and apartments for use as temporary accommodation. The contracts are typically entered into for from 3 to 20 or more years, but they may have an extension option. The contractual terms are individually negotiated and contain a broad array of different terms and conditions.
Starting from January 1, 2019, following the initial application of IFRS 16, the Company has recognized for all of those lease agreements, with the exception of short-term ones (i.e., lease agreements with a duration of 12 months or less which do not contain a purchase option) and those concerning low-value assets (i.e., with a unit value of lower than USD 5 thousand), a right of use - recognized under tangible assets - and a corresponding financial liability equal to the sum of the rent established in the contract, discounted according to an appropriate financial cost (borrowing rate) based on the company’s standing, the term of the lease and the value of the cost of money when the contract is entered into.
Lease payments relating to short-term and low-value contracts are recognized in the income statement as costs on a straight-line basis throughout the term of the lease.
The value of rights of use decreases over time as a function of depreciation, which is calculated over the contractual term. Only if the lease transfers ownership of the underlying asset to the company at the end of the contract will the right of use be depreciated on the basis of the useful life of the underlying asset, in line with that of the same assets in its category.
After the start date, the amount of liabilities for lease agreements increases to reflect the interests accrued and decreases to reflect the payments made. Each lease payment is broken down between the repayment of the principal on the liability and the interest cost.
The term of the lease is calculated considering the non-cancellable period of the lease as well as the periods covered by the agreement extension option if it is reasonably certain that it will be exercised, or any period covered by an option for the termination of the lease agreement, if it is reasonably certain that it will not be exercised. The Company evaluates if it is reasonably certain that it will or will not exercise the extension or termination options taking into account all relevant factors. The initial valuation is reviewed if a significant event takes place or there is a change in characteristics influencing the valuation itself which are under the control of the Company.
In the financial statements, the Company shows the right of use under Property, plant and equipment and lease liabilities under Financial liabilities among non-current and current liabilities, depending on their maturity.

Impairment

At each reporting date, the Company reviews the book values of its intangible assets and property, plant and equipment to determine whether there is any indication of impairment. If they are found to be impaired, the asset’s recoverable value is estimated in order to determine the extent of the write-down. Should it be impossible to estimate the recoverable value of an individual asset, the Company estimates the recoverable value of the cash-generating unit to which the asset belongs. Intangible assets with indefinite useful life or not yet available for use are tested for impairment annually or more frequently, whenever there is an indication that the asset may have been subject to impairment. The recoverable amount is the higher of the fair value net of selling expenses and the value in use. In calculating the value in use, estimated future cash flows are discounted to present value at a pre-tax rate that reflects current market valuations of the value of capital and the specific risks connected to the asset. If the recoverable amount of an asset (or of a cash-generating unit) is estimated to be lower than the relative book value, it is reduced to the lower recoverable value and the impairment is recognized in the income statement. When it is no longer necessary to maintain an impairment, the carrying value of the asset (or cash-generating unit), with the exception of goodwill, is increased to the new value deriving from the estimate of its recoverable value but not exceeding the net book value that the asset would have had if it had not been written down for impairment. The write-back is immediately recognized in the income statement. The chapter on impairment testing details the procedure applied to validate the amounts of assets held by the Group companies.

Investments

Investments in subsidiaries and associates are valued at cost and reduced for any impairment losses.
The positive difference, arising at the time of purchase, between the acquisition cost and the share of shareholders' equity at current values of the investee pertaining to the company is therefore included in the book value of the investment. Investments in subsidiaries and associated companies are subjected annually, or more frequently if necessary, to an impairment analysis, by analyzing whether there are any trigger events and when necessary performing impairment testing. The valuation method used is based on the discounted cash flow or fair value, calculated as the amount obtainable from the sale of the investment in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. If there is evidence that these investments have suffered an impairment loss, this is recognized in the income statement as a write-down. In the event that the Company's share, if any, of the investee's losses exceeds the carrying amount of the investment, and the Company has the obligation or intention to cover them, the value of the investment is written off and the Company's share of further losses is recorded as a provision in liabilities. If, subsequently, the impairment is eliminated or reduced, a reversal of the impairment loss is recorded in the income statement within the limits of the cost.
It should be noted that with reference to variable and deferred payments ("contingent consideration") related to the acquisition of investments in subsidiaries, associates and joint ventures, the Company, for the purposes of the separate financial statements, opted to apply the "cost based approach" in line with what is defined in the IFRS "Conceptual Framework". Therefore, changes in the acquisition cost of equity investments relating to the measurement of "contingent consideration" are added to or deducted from the value of the equity investments. The alternative approach would have been to record them in the income statement in accordance with IFRS 9 and by analogy with what is set forth under IFRS 3 for consolidated financial statements. The approach followed by the Company, insofar as it can be defined as an "accounting policy election," will be prospectively followed for all future acquisitions in which this case arises.
In the section on equity investments, the impairment test was accounted for by verifying the stability of the values of the equity investments directly held by Orsero.

Non-current/current financial assets

Non-current financial assets include items such as medium-term receivables, grants to be received and security deposits, all valued at nominal value, which normally coincides with their realizable value and are recorded at the time they are generated.
All other financial assets must be recognized initially at the trading date, i.e. when the Company becomes party to the contractual clauses of the financial instrument and must be classified on the basis of the business model of the Company that holds them and considering the cash flows of these assets. IFRS 9 envisages the following types of financial instruments, depending on measurement:

- financial assets measured at amortized cost;
- financial assets at fair value with changes recognized in the income statement;
- financial assets at fair value with changes recognized in the comprehensive income statement.

Initially, all financial assets are measured at fair value, increased in the case of assets other than those at fair value with changes in the income statement of ancillary charges. It should be noted that fair value means the value of the price of the instrument in an active market; in the absence of the latter, it is determined by using a valuation technique that establishes which price the transaction would have had at the valuation date in a free exchange based on normal commercial considerations. The Company determines the classification of its financial assets after initial recognition and, where appropriate and permitted, reviews said classification at the close of each financial year if the business model is changed. The recoverability of their value is verified according to the criteria set forth in IFRS 9 and described below. At the time of subscription, it is considered whether a contract contains implicit derivatives. Derivatives embedded in contracts where the primary element is a financial asset that falls under the field of application of IFRS 9 must never be segregated.
The Company must recognize a provision to cover losses for expected credit losses regarding financial assets measured at amortized cost or at fair value through other comprehensive income, assets deriving from contracts or commitments to disburse loans and financial guarantee contracts.
Financial assets are derecognized when the contractual rights to their cash flows expire or are transferred.
Financial assets measured at amortized cost are those assets held as part of a business model designed to obtain cash flows represented solely by payments of principal and interest. The measurement of financial assets at amortized cost involves the application of the effective interest rate method net of any provision for impairment.
Financial assets at fair value through other comprehensive income are assets held as part of a business model designed to obtain cash flows from both the payment of principal and interest and the sale of the asset. These activities result in the recognition of changes in the fair value of the instrument in the statement of comprehensive income. The cumulative amount of the changes in fair value, entered in the shareholders' equity reserve, is reversed to the income statement upon derecognition of the instrument. The financial assets that are not measured at amortized cost and that are not designated at fair value through other comprehensive income are measured at fair value through profit or loss. Net profit and loss, including dividends or interest received, is noted in the period income statement.
It should be noted that equity instruments must always be measured at fair value, given that as they are not characterized by secure and constant cash flows, they are not compatible with the amortized cost method.

Trade, tax and other receivables

Trade, tax and other receivables are initially recognized at fair value, equating to their price determined in the relative transaction insofar as there is no significant loan component; thereafter, they are measured according to the amortized cost method, net of impairment.
IFRS 9 defines a new impairment model for such assets, with the aim of providing information to readers of the financial statements in regard to the related expected losses. According to this model, the Company measures receivables adopting an expected loss approach in lieu of the IAS 39 framework, which is typically

based on the measurement of the incurred losses observed. For trade receivables, the Company takes a simplified approach to measurement, which does not require the recording of periodic changes to the credit risk, as much as it does the booking of an expected credit loss calculated over the entire life of the receivable (known as the "Lifetime Expected Credit Loss").
The policy enacted by the Company envisages the stratification of trade receivables into categories according to the number of days past due, defining the provision on the basis of past experience of losses on loans, rectified to take into account specific provisional factors referring to creditors and the economic environment. The credit risk is measured at the reporting date also for those financial assets whose cash flows have been renegotiated or modified. Receivables are written down entirely if there is no reasonable expectation that they will be collected, or where counterparties are inactive. The book value of the asset is reduced by the use of a provision for doubtful debt and the amount of the loss is recognized to the income statement. When collection of the price is deferred beyond normal terms established, the credit is discounted at a suitable market rate.
The item "Other receivables and other current assets" also includes accruals and deferrals relating to portions of costs and income spanning two or more years, the entity of which varies over time, in application of the accruals accounting approach.
The category also includes intercompany receivables from subsidiaries, associates and related parties with the clarification that receivables from subsidiaries include financial receivables relating to loans disbursed and the cash-pooling system established with Group companies as well as trade and tax receivables for those companies associated with the Parent Company in the national tax consolidation system.

Cash and cash equivalents

This item includes cash and amounts held in on-demand post office/bank current accounts (including fees payable and receivable accrued as at the reporting date) and entered at nominal value, which usually coincides with fair value.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or at fair value through profit and loss. A financial liability is classified at fair value through profit and loss when it is held for trading, represents a derivative or is designated at such at the time it is first booked. Financial liabilities measured at fair value through profit or loss are measured at fair value with any changes, including interest expense, noted on the income statement. Other financial liabilities are measured thereafter at amortized cost, using the effective interest rate criterion. Interest expense and foreign exchange gains/(losses) are booked on the income statement, as are any gains or losses deriving from derecognition of the liability.
The Company proceeds to derecognize a financial liability when the obligation specified in the contract has been fulfilled or canceled.
Financial liabilities are entered under current and non-current financial payables, other non-current liabilities, trade payables, tax liabilities and other current liabilities. Current and non-current financial payables include bond payables, bank loans, current account overdrafts, liabilities due to other lenders (namely leasing, factoring and payables in accordance with IFRS 16), liabilities for hedging derivatives and the price balance on acquisitions.
Financial payables, apart from derivatives, are initially carried at cost, which is approximately the equivalent of fair value, net of costs incurred for the transaction. Thereafter, any difference between the cost and value of repayment throughout the term of the loan, using the effective interest method. Loans are classified as current liabilities unless the Company has the unconditional right to defer the termination of this liability at least twelve months after the reference date. As regards leasing and liabilities in accordance with IFRS 16, reference is made, for measurement, to the paragraph entitled "Leasing" of these Notes, while for derivatives, please refer to the paragraph on "Derivative financial instruments and hedging".

Earn-out liabilities from company acquisitions are recognized at fair value. Gains or losses from subsequent fair value measurements of the liability are recognized immediately in the income statement.
As regards other non-current liabilities, trade payables, tax liabilities and other current liabilities, they are entered at nominal value, which is believed to represent their extinguishing value; please note that these items do not include a significant portion of financing.
Similar to what was reported for "Receivables", "Payables" include intercompany payables to subsidiaries, associates and related parties with the clarification that payables to subsidiaries include financial payables relating to the cash-pooling system established with Group companies as well as trade and tax payables for those companies associated with the Parent Company in the national tax consolidation system.

Derivative financial instruments and hedging

Derivative financial instruments are initially recognized at fair value on the date on which they are stipulated. Thereafter, this fair value is periodically reviewed and any changes booked to the period statement of comprehensive income. They are recognized as assets when the fair value is positive and as a liability when it is negative. Embedded derivatives are separated out from the primary contract and booked separately when the primary contract is not a financial asset and when certain criteria are met. The Company carries out transactions with derivative instruments with a view to hedging the risk of fluctuations in interest rates. Derivatives are classified, consistently with IFRS 9, as hedging instruments when:

- the hedging relationship consists solely of admissible hedging instruments and admissible hedged elements;
- at the inception of the hedging relationship there is a designation and formal documentation of the hedging relationship, the Company's risk management objectives and the hedging strategy;
- the hedging relationship meets all effectiveness requirements.

When derivatives hedge the risk of fluctuation in the fair value of the underlying asset (fair value hedges), they are measured at fair value with the effects of the change in value of the instrument intended to offset the change, typically in the opposite direction, in the value of the hedged underlying asset recognized in profit or loss. When derivatives hedge the risk of changes in the cash flows of the underlying asset (cash flow hedge), the effective portion of changes in the fair value of the derivatives is initially recognized in equity (accounted through "other comprehensive income") and subsequently recognized in the income statement, consistently with the economic effects of the hedged transaction.
Changes in the fair value of derivatives that do not meet the formal requirements to qualify as hedging for IAS/IFRS purposes are recognized in the income statement.

Treasury shares

Treasury shares are booked as a reduction of shareholders' equity. Their original cost and any economic effects from any subsequent sale are equally recorded as changes in equity.

Provisions

The Company recognizes provisions for current, legal or implicit obligations associated with past events (current and non-current) in the item provisions for risks and charges, provided that two precise conditions are met: (i) there is a high probability that, over time, resources will need to be used to meet such obligations and (ii) a reliable estimate can be made of their amount. The allocations reflect the best possible estimate based on the information available. The provisions are then reviewed at each reference date and potentially adjusted to reflect the best current estimate; any changes in estimate are reflected in the income statement of the period

in which the change occurred. When the financial effect of time is significant and the payment dates of the obligations can be estimated, the provision is discounted using a rate that reflects the current valuation of the cost of money in relation to time. The increase in the provision related to the time elapsed is recorded in the income statement under “Financial income, financial expenses and exchange differences”.
In the event of lawsuits, the amount of the provisions is determined according to the risk assessment, in order to determine the probability, timing and amounts concerned. When the liability relates to property, plant and equipment (such as the dismantling and reclamation of sites), the provision is recognized as a counter-entry to the asset to which it refers and recorded in the income statement through the depreciation process.
The Notes to the financial statements provide information on significant contingent liabilities represented by:

- possible (but unlikely) obligations arising from past events whose existence will only be confirmed if one or more future events occur that are not entirely under the control of the company;
- current obligations arising from past events whose amount cannot be estimated reliably or whose fulfillment may not be onerous.

Employee benefits

Short-term benefits
Short-term employee benefits are accounted for in the income statement during the period in which they are employed.
Post-employment benefits
The Company's employees receive benefits coincident with or subsequent to termination of employment, which may be either defined contribution or defined benefit pension plans. The relative liability, net of any assets used for the plan, is determined on the basis of actuarial assumptions estimating the amount of future benefits that employees have accrued as at the reference date (the “projected unit credit” method). The liability is recognized on an accruals basis throughout the period for which the right is accrued and measured by an independent actuary.
The accounting of pension plans and other post-employment benefits depends on their nature. Defined contribution plans are post-employment benefits on which basis the Company pays fixed contributions to a legally different entity on a mandatory, contractual or voluntary basis, without there being any legal or implicit obligation to make additional payments if the entity does not have sufficient assets to pay all pension benefits accrued in relation to the work carried out this year and previous years. The contributions to be paid are recorded on the income statement through accruals accounting and classified amongst payroll costs.
Defined benefit plans are post-employment benefit plans other than defined contribution plans. The obligation to finance provisions for defined benefit pension plans and the related annual cost noted on the income statement are determined on the basis of independent actuarial valuations using the projected unit credit method, according to one or more factors such as age, years of service and future remuneration envisaged. Actuarial gains and losses relative to defined benefits plans deriving from changes in the actuarial hypotheses and adjustments based on past experience, are noted immediately in the period in which they arise in the statement of comprehensive income and are never carried as profit and loss in subsequent periods. Recognized liabilities for post-employment benefits reflect the present value of liabilities for defined-benefit plans, adjusted to consider unrecognized actuarial gains, reduced by the fair value of plan assets, where such exist. Any net assets determined by applying this calculation are entered up to the amount of the actuarial losses and the cost relating to past performance, not recognized previously, as well as the current value of repayments available and the reductions of future contributions to the plan. Costs relating to defined benefits plans are classified under payroll and related costs apart from costs relating to the increase of the current value of the obligation deriving from the approach to the time when benefits classified amongst financial expense, fall due.
As regards the Italian companies, severance indemnity due to employees in accordance with Article 2120 of the Italian Civil Code, was considered up until December 31, 2006 a defined benefits plan. The regulation of this provision has been significantly altered by Italian Law no. 296 of December 27, 2006 (“2007 Financial Law”) and subsequent Decrees and Regulations. More specifically, the new provisions have required, for companies with a workforce in excess of 50 employees as at the date on which the reform is introduced, to

consider severance indemnity a defined benefits plan only for portions accrued as at January 1, 2007 (and not yet liquidated as at the reporting date); after that date, it is considered as equivalent to a defined contribution plans. Consequently, the portions of severance indemnity accrued after that date take on the nature of defined contribution plans, except, therefore, for actuarial estimating components used to determine the accrued cost. The portions of severance indemnity accrued as at December 31, 2006 remain valued as defined benefits plan, according to actuarial procedures, with the calculation, however, excluding the component relative to future salary increases.

Share-based payments

The 2023-2025 Performance Share Plan for directors and employees, on the other hand, recognizes the vesting of Parent Company shares upon the achievement of specific performance targets, including ESG targets, subject to continued employment with the Group. Services rendered and liabilities assumed were measured at fair value in accordance with IFRS 2. This fair value is recognized in the income statement as a cost on the basis of the vesting period, with a counter-entry as a shareholders' equity reserve.

Revenues and income

According to IFRS 15, revenues from services are recognized when the service is rendered, based on the stage of completion of the activity at the reporting date.
Dividend and interest income are recognized respectively:

- dividends, in the year in which they are collected;
- interest, applying the effective interest rate method.

Costs and expenses

Costs incurred are accounted for on an accrual basis.
Financial expenses include interest expense on financial payables, calculated using the effective interest method, exchange rate losses and differences. They are also recognized in the income statement at maturity.

Dividends

Dividends received are recognized when, after the resolution of the Shareholders' Meeting is passed, the right to receive the payment is established, typically coinciding with the collection.

Period income tax, deferred tax assets and liabilities

Current taxes are recognized and determined based on a realistic estimate of taxable income in accordance with tax regulations in force and taking account of any applicable exemptions and tax credits due.
Orsero and almost all Italian subsidiaries participate in the "tax consolidation" system in accordance with Articles 117 et seq. of the TUIR.
Deferred taxes are determined on the basis of taxable or deductible temporary differences between the book value of assets and liabilities and their tax value. They are classified as non-current assets and liabilities. A

deferred tax asset is recognized if it is likely that taxable income will be realized against which the deductible temporary difference can be utilized.
The carrying amount of deferred tax assets is subject to periodic analysis and is reduced to the extent to which it is no longer likely that sufficient taxable income will be generated to allow for the benefit deriving from such deferred asset to be utilized.

Amendments to IAS 12 (Income Taxes) - International Tax Reform - Pillar Two

With the enactment of Italian Legislative Decree no. 209 of December 27, 2023 (and subsequent Decrees), Italy transposed EU Directive No. 2022/2523, intended to adopt the Pillar 2 model published by the OECD, as part of the broader international tax reform of the Global Anti-Base Erosion Model Rules. This model is aimed at ensuring a minimum level of taxation (at 15%) for multinational corporate groups and large-scale domestic groups in the European Union.
The company is part of a Multinational Group subject to such legislation. This being the case, where a Top-up Tax pertaining to the company can be established, the amount is entered on the tax line in the financial statements.

Recognition of put & call option

Regarding the valuation of Put & Call Options, in line with best practices, it is necessary to determine the fair value of financial instruments connected to the purchase of non-controlling shares in the companies in which investments are already held. The fair value of financial assets or liabilities arising from option contracts is estimated by considering the instruments as forwards, given the symmetry of the put/call conditions and prepared by an independent external professional.

Conversion criteria for foreign currency items

Costs and revenues denominated in currencies other than the Euro, as well as investments in technical fixed assets and equity investments, are accounted for using the historical changes at the dates of the related transactions. Receivables and payables in foreign currency are initially recorded based on historical exchange rates of the related transactions, with the exchange rate differences realized at the time of collection or payment recorded in the income statement; receivables and payables in foreign currency outstanding at the end of the year are valued at December 31. Related exchange rate gains and losses are recognized in the income statement. If the conversion creates a net gain, this amount represents a reserve which cannot be distributed until it is actually realized.

Use of estimates, risks and uncertainties

The preparation of the financial statements and related Notes in accordance with IFRS requires management to make estimates and assumptions that have an impact on the value of revenues, costs of assets and liabilities of the financial statements and on the disclosure of contingent assets and liabilities at the reporting date. The estimates and assumptions used are based on experience, other relevant factors and the information available. Therefore, the actual results achieved may differ from said estimates. The estimates and assumptions may vary from one year to the next and they are therefore reviewed periodically; the effects of any changes made to them

are reflected in the income statement in the period in which the estimate is reviewed if the review only concerns that period, or possibly in subsequent periods if the review concerns both the current and future periods.
The main estimates for which the use of subjective valuations by the management is most required were used, inter alia, for the valuation of subsidiaries and associated companies, deferred taxes, provisions and the fair value of financial instruments.

Impairment test of investments

IAS 36 specifies that at the end of each reporting period an entity shall assess whether there is any indication that an asset may be impaired. If any such indication exists, the entity shall estimate the recoverable amount of the asset. In assessing whether the aforesaid indication exists, the Company shall consider the presence of any "impairment indicators", as required by paragraph 12 of IAS 36. An impairment loss shall be recognized in the income statement when the book value of an asset or cash-generating unit exceeds its recoverable amount. The book values of the Company's assets are in any case measured at the reference date of the annual financial statements. Intangible assets with an indefinite useful life are tested at least annually and every time there is an indication of a possible impairment to determine whether impairment exists.
For the purposes of IAS 36, the Company carries out impairment tests every year or more frequently if necessary if there is any indication of impairment, with respect to subsidiaries to verify the recoverability of the carrying amount of investments and ensure that the value recorded in the financial statements does not exceed the recoverable amount.
For more granular monitoring of the maintenance of the book value of Orsero's equity investments, an analysis of indicators/triggering events was conducted, taking care to examine internal and external indicators that could be symptomatic of possible impairment. If the overall analysis of the indicators reveals a potential impairment loss for one of the investee companies, the relative impairment test is performed. In particular, as a result of the analysis of triggering events, Hermanos Fernández López, Fruttica and Cosiarma were tested. Following the analysis, no critical issues emerged in terms of the stability of the value of equity investments, considering the valuation of their recoverable value, as shown by the findings described below.
In order to represent the impairment testing results for the companies mentioned above, equity values (equal to Enterprise Value minus Net Financial Position plus surplus assets) were used compared with the corresponding values of the equity investments. All calculations were carried out taking into account the application of IFRS 16.
The solidity of the values of equity investments is verified by comparing the book values with the corresponding equity values, equal to the sum of discounted cash flows for the 2025-2027 three-year period taking into account certain adjustments based on a specific forward-looking development and the terminal value that the individual companies, as shown in the analysis of triggering events, will be able to generate according to management estimates, less the net financial position at December 31, 2024 adding surplus asset.
The cash flows were estimated using data from the 2025 Budget on the basis of which the data for the years 2026 and 2027 were determined, also taking into account certain corrections based on a specific prospective development, as well as the Terminal Value data. In preparing the impairment test, the 2025 budget figures approved at the Board of Directors' meeting on February 3, 2025 were used.
For the company Cosiarma, as the Terminal Value method is inappropriate due to its specific characteristics, the data of the 2025 Budget taken "flat" for the remaining years until the end of the useful life of the owned ships at 2029 was used.
For discounting, the post-tax WACC is used as the discount rate, which takes into account the specific risks of the asset and reflects current market valuations of the cost of money. It is based on weighting the cost of debt and the cost of equity, calculated based on the values of companies comparable to those belonging to the Group and subject to impairment.
For the 2024 impairment test, as in the previous year, an independent professional was appointed to determine the parameters applied in the test. Following the analysis, no critical issues emerged in terms of the stability of the value of equity investments, considering the valuation of their recoverable value, as shown in the table below.

Thousands of €	WACC	"g" rate	Equity Value	Cost of equity investment	Head-room
Hermanos Fernández López	8.18%	2.40%	94,496	41,475	53,021
Fruttica	7.95%	1.40%	20,562	10,411	10,151
Cosiarma	11.35%	-	73,903	31,872	42,030

The relative sensitivity analysis (inclusive of last year's structure) follows:

Companies	Adjusted EBITDA	WACC	"g" rate
Hermanos Fernández López	-25.46%	74.86%	-5.51%
Fruttica	-35.16%	101.18%	-9.51%
Cosiarma	-79.11%	518.64%	N/A

Management of financial risk

IFRS 7 requires additional information to evaluate the significance of financial instruments in relation to Orsero's economic performance and financial position. This accounting standard requires a description of the objectives, policies and procedures put in place by management for the various types of financial risk (liquidity, market and credit) to which the Company is exposed, including sensitivity analysis for each type of market risk (interest rate) and disclosures about the concentration, as well as average, minimum, and maximum exposures to the various types of risk during the reporting period, if the exposure at the end of the period was not sufficiently representative.
The Company is a holding of equity investments that assures the centralized management and strategic coordination, marketing and communication, HR management, IT and support services for the Finance Area, for Group companies. The following financial risks are incurred in going about its business:

- liquidity risk, with reference to the availability of financial resources and access to the credit market;
- market risk, in relation to the interest rate risk;
- credit risk, relating to above all commercial relations.

It is reported that in relation to the market risk, Orsero S.p.A. is only subject to the interest rate risk, insofar as it does not operate with currencies other than the Euro and is not subject, in respect of its holding business, to the price risk. The company's main financial instruments include current accounts and short-term deposits, as well as financial liabilities to banks in the short and long term, bond payables, liabilities due to other lenders and derivatives. The purpose is to finance the Group's operating activities. Additionally, the company has trade receivables and payables from its business activities. Management of the cash needs and related risks (mainly interest rate risk) is carried out by the centralized treasury on the basis of the guidelines defined by the Treasury Manager with the Corporate Accounting Reporting Officer and approved by the Co-CEOs. Please note that the risks mentioned above are constantly monitored, taking action with a view to dealing with and limiting the potential negative effects through the use of appropriate policies and, in general, where deemed necessary, also through specific hedges. This section provides qualitative and quantitative information of reference on the incidence of such risks on the Company. The quantitative data presented below are not predictions and cannot reflect the complexity and the related reactions of markets that could derive from each hypothetical change.

Liquidity risk
The Company, as the Parent Company, manages the liquidity risk with a view to ensuring the presence, on both a separate and consolidated level, of a liability structure that matches the composition of financial statement assets, in order to maintain a solid level of capital. Credit facilities, even if negotiated on a Group level, are granted for individual companies. The Company and the Group have also financed their investments with medium/long-term credit facilities that guarantee a liquidity position that is adequate for its core business. There is plenty of opportunity to use short-term trade credit facilities if trade working capital is

needed in connection with organic growth and development. Please also note that the Group operates in a sector that is relatively protected in terms of liquidity, insofar as there is a specific European regulation (Art. 4 of Decree Law 198/2021), which requires payments of perishable assets to be made within 30 days of the end of the month in which said assets are invoiced. This means that collection and payment terms are relatively short, precisely due to the type of assets marketed. If we then also add the fact that inventories have very rapid stock rotation times and, in any case, an average of 1 or 2 weeks, we can see that the working capital cycle is virtuous and does not entail any liquidity risk in normal market operations. The table below offers an analysis of deadlines, based on contractual obligations for reimbursement, relative to financial, trade, tax and other liabilities in place as at December 31, 2024.

Thousands of €	Balance at December 2024	Within 1 year	1 - 5 year	Over 5 years
Bond payables	20,000	5,000	15,000	-
Medium- to long- term bank loans (Non-current/ current)	70,509	20,439	50,070	-
Other lenders (Non -current/current) IFRS 16	3,320	381	1,549	1,390
Non-current liabilities for derivative (Non-current/ current)	746	-	746	-
Payables for price balance on acquisitions (non-current/current)	9,586	5,858	3,728	-
Other current lenders short term	-	-	-	-
Payables to suppliers*	1,408	1,408	-	-
Payables to subsidiaries*	43,699	43,699	-	-
Payables to related parties*	-	-	-	-
Current tax liabilities	265	265	-	-
Other current liabilities	2,839	2,839	-	-
Non-current/current liabilities at 12.31.2024	**152,371**	**79,889**	**71,093**	**1,390**

*In the item “Payables"

It is reported that all amounts indicated in the table above represent values determined with reference to the residual contract end dates. The Company expects to cope with these commitments using cash flow from Group operations.

Interest rate risk

The Company and the Group help finance their medium/long-term investments and working capital through use of credit instruments. The Group mainly uses medium-term credit facilities in euros, part of which at fixed rate and part at variable rate; a suitable partial IRS plain vanilla hedge has been activated on the main ones (2022-2028 Pool Loan for an original figure of Euro 90 million and 2020-2029 Pool Loan originally for Euro 15 million, in addition to the 2021-2027 loan for Euro 5.5 million), with a view to mitigating the risk of fluctuation of the reference rates (Euribor) over time; instead, in the case of the only debenture loan issued, the option was chosen for an entirely fixed rate structure. As at December 31, 2024, the interest rate hedges hedge approximately 88.3% of medium and long-term variable rate bank loans, thereby meaning that approximately 90.9% of Orsero’s entire medium/long-term bond and bank debt is at fixed rate. It is stressed that, in the Group’s opinion, such choices have turned out to be highly satisfactory in light of the recent and expected increases in the reference rates in Europe.
It should be noted that on April 5, a new hedging contract was entered into by the Parent Company on the 2022-2028 Pool Loan for a total of 90 million, which made it possible to have 100% hedging of this financial debt as at June 28, 2024.
Please note that at December 31, 2024, two hedging contracts are in place, stipulated by the Parent Company with two banks in accordance with the Pool Loan Agreement, which contain a cross default clause that entitles the related bank to terminate and/or withdraw from (as applicable) the related hedging contract, in the event

of significant default by subsidiaries, parents and/or joint ventures, with the concept of control regulated by the possession of the majority of votes.

Sensitivity analysis on interest rates

In 2024, Orsero's net financial position decreased from Euro 86,878 to Euro 75,639 thousand, of which the component recognized according to IFRS 16 is Euro 3,320 thousand. Below is the ratio of debt to equity as at December 31, 2024 and December 31, 2023. Please note that the financial covenants existing on the bond and pool loan must be counted, as envisaged by the related contracts, on a net financial position that excludes the application of the new standard IFRS 16 for the entire term of said loans.

Thousands of €	12.31.2024	12.31.2023
Net financial debt	75,639	86,878
Total shareholders' equity	165,785	162,995
Ratio	**0.46**	**0.53**

The table below shows the increased incidence during the period of fixed-rate debt or variable-rate debt hedged by IRSs, due to the new hedging agreement entered into on the Euro 90.0 million pool loan, which as of June 28, 2024 provided 100% coverage of that financial debt. The incidence of said debt on total "onerous" debt is also indicated, thereby meaning not only bank debt and the debenture loan but also: (i) short-term bank debt; (ii) finance lease payables; and (iii) factoring, all essentially variable rate. As compared with gross financial debt, as shown in the financial statements, "non interest-bearing" payables are excluded, like the mark-to-market positions on derivatives, the price shares to be paid on acquisitions made and payables linked to the application of IFRS 16.

Thousands of €	12.31.2024	12.31.2023
Total medium- to long- term bank/bond loans (A)	**90,509**	**112,417**
of which fixed rate	82,251	62,011
Percentage - fixed rate	90.9%	55.2%
of which floating rate	8,258	50,406
Percentage - floating rate	9.1%	44.8%
Total other onerous debt (B)	**-**	**-**
Total onerous debt (A+B)	**90,509**	**112,417**
Percentage - fixed rate	90.9%	55.2%
Percentage - floating rate	9.1%	44.8%

As at December 31, 2024, total debt decreased by approximately Euro 21.9 million compared to the previous year, essentially because of the repayment of installments due based on amortization plans. Within the medium/long-term bank debt, the portion of Euro 62.3 million is represented by variable rate loans hedged by means of derivatives, amounting to 100% of the nominal debt.

The table below shows the breakdown of financial expense for the two-year period according to nature (excluding the interest cost, interest from subsidiaries, but including income from interest rate hedging instruments), whilst below that the table relating to the sensitivity analysis illustrates what the effect would have been, in relation to interest linked to medium/long-term bank loans, of the higher expenses that would have arisen in 2024 in the event of a higher level of interest rates by between 25 and 100 basis points.

Thousands of €	12.31.2024	12.31.2023
Evolution of financial charges		
- on fixed rate bond/bank loans	(881)	(1,057)
- on fixed rate bank loans through derivative	(2,243)	(876)
- on floating rate bank loans	(1,530)	(3,180)
- on bank overdrafts and other financial liabilities	-	(14)
- IFRS 16 interest	(103)	(103)
- Earn-out interests	(479)	(805)
- amortizing interests	(174)	(261)
Total	**(5,410)**	**(6,296)**

Thousand of €	12.31.2024	12.31.2023
Actual expense on floating rate bank loans	(1,530)	(3,180)
+ 25 bp	(73)	(168)
+ 50 bp	(147)	(335)
+ 75 bp	(220)	(503)
+ 100 bp	(294)	(670)

Credit risk
The Company has a limited degree of exposure to the credit risk, for the most part from transactions with Group companies meaning that the risk is low that any delays or non-payments made by them should have a negative impact on Orsero's economic, equity and financial position. Receivables and payables include loans, both creditors and debtors, with respect to subsidiaries also through the cash pooling and short-term loan system, whose balances at December 31, 2024 amount to Euro 13,660 thousand of receivables and Euro 42,852 thousand of payables.
The table below provides a breakdown of receivables as at December 31, 2024, grouped by past-due, net of the provision for doubtful debt:

Thousands of €	12.31.2024	Not due	Overdue within 30 days	Overdue between 31-90 days	Overdue between 91-120 days	Overdue over 120 days
Gross Trade receivables	26,634	26,537	25	3	7	61
Provision for bad debts	-	-	-	-	-	-
Trade receivables	**26,634**	**26,537**	**25**	**3**	**7**	**61**

Transactions deriving from non-recurring transactions

In accordance with the Consob Communication of July 28, 2006, it is specified that in 2024 the Company incurred costs relating to non-recurring transactions. In accordance with Consob Communication no. 15519 of February 28, 2005, please note that the item "Other operating income/expense" includes net expenses of Euro 1,942 thousand, primarily linked to Top Management incentives and the group incentive plan. For more details, refer to the Note 20 “Other operating income/expense” and Annex 2 “Financial statements tables stated in accordance with Consob Resolution 15519/2006”.

Transactions deriving from atypical and/or unusual transactions

In compliance with the provisions of the Consob Communication of July 28, 2006, in FY 2024, the Company did not carry out any atypical and/or unusual transactions as defined in that Communication.

2023-2025 Performance Share Plan

In line with the best market practices adopted by listed companies at national and international level, the Company believes that remuneration plans linked to share value performance are an effective incentive and loyalty tool for key players in order to maintain and improve performance and contribute to the growth and success of companies. The adoption of remuneration plans linked to share performance also responds to the recommendations of the Corporate Governance Code, Art. 5 of which recognizes that these types of plans represent a suitable instrument for aligning the interests of executive directors and managers with strategic responsibilities and key personnel of listed companies with those of shareholders, allowing the priority objective of creating value over the medium to long term. The establishment of incentive remuneration mechanisms is expressly required by the stock exchange regulation for companies belonging to the STAR segment of Euronext Milan market. The “2023-2025 Performance Share Plan” is therefore aimed at fostering the retention of key resources who constitute one of the factors of strategic interest for Orsero and the Group, allowing them to benefit from an incentive correlated with the achievement of financial and Group performance, as well as sustainability performance objectives in the medium to long term, thus having sustainable growth in mind, consistent with widespread and consolidated best practices, also at international level. In particular, it makes it possible to pursue the following objectives: 1) incentivizing the retention of resources that can make a decisive contribution to the success of Orsero and the Group over a medium/long-term time horizon; 2) developing attraction policies with respect to talented managerial and professional figures, with a view to the continuous development and strengthening of the key and distinctive competencies of the Company and the Group; 3) fostering the retention of Beneficiaries over a medium/long-term time horizon through personnel satisfaction and motivation and by developing their sense of belonging to Orsero and the Group 4) linking the variable remuneration of Beneficiaries to the achievement of performance objectives, also in terms of sustainability goals, to be assessed over a future multi-year time frame, with a view to pursuing the objective of creating value from a long-term perspective; 5) aligning the interests of Beneficiaries with those of the shareholders and investors in a framework of sustainability and sound and prudent risk management. The Plan provides for the free assignment to the Beneficiaries of rights entitling them to receive, again free of charge, Shares, at a ratio of 1 share for each vested right, subject to the achievement in the performance period of predetermined performance and sustainability objectives. The amount of rights granted, represented by up to 320,000 shares, was determined by the Board of Directors following the approval of the Plan itself by the Shareholders' Meeting, subject to the opinion of the Committee. For details about the Plan, please refer to the governance section of the website https://www.orserogroup.it/governance/remunerazione/.

With reference to the 2024 financial year, the incentives accrued by Top Management represent a cost of Euro 1,848 thousand divided into Euro 1,053 thousand for MBO (bonus component that will be paid following approval of the 2024 financial statements), Euro 762 thousand linked to the 2023-2025 Performance Share Plan (valuing the shares granted at fair value on the assignment date) and Euro 33 thousand as a dividend equivalent component, also in accordance with the Performance Share Plan.

As noted above, with reference to the year 2024, a cost of Euro 762 thousand has been recorded in connection with the 2023-2025 Performance Share Plan in non-recurring costs and an additional Euro 377 thousand as the higher value recorded on equity investments, as the target for the year 2024 was reached, thus resulting in the assignment of 96,858 shares, which will be delivered free of charge within 10 trading days of the date of allocation of the final tranche of the Plan, and in any case no later than the date of the Orsero Shareholders'

Meeting called to approve the financial statements for the year ended December 31, 2025. The value specified above represents the fair value, in accordance with IFRS 2, at the assignment date, determined by an outside consultant to be Euro 11.8984 for shares without lock-up and Euro 11.3804 for shares with lock-up. Note that these shares are already held by the Company, which allocated a portion of the shares owned specifically for this plan. It should be noted that the Parent Company recorded an additional Euro 15 thousand as the higher value recognized on equity investments in relation to the dividend equivalent.

Notes - disclosures on the statement of financial position and the income statement

This chapter provides useful information to explain the most significant changes compared to the previous year in the items of the financial statements.

NOTE 1. Intangible assets other than goodwill

Thousands of €	Intellectual property rights	Concessions, licenses and trademarks	Assets in progress and advances	Other intangible assets	Total
Carrying amount	**346**	**6**	**17**	**-**	**369**
Accumulated amortization	**(308)**	**(3)**	**-**	**-**	**(311)**
Carrying amount at December 31, 2023	**38**	**3**	**17**	**-**	**58**
Change of year:	-	-	-	-	-
Investments	42	-	-	-	42
Disposal - Carrying amount	-	-	-	-	-
Disposal - accumulated amortization	-	-	-	-	-
Reclassification - carrying amount	-	-	-	-	-
Reclassification - accumulated amortization	-	-	-	-	-
Impairment losses	-	-	-	-	-
Translation differences - carrying amount	-	-	-	-	-
Translation differences - accumulated amortization	-	-	-	-	-
Amortization	(27)	(1)	-	-	(28)
Carrying amount	**388**	**6**	**17**	**-**	**411**
Accumulated amortization	**(335)**	**(3)**	**-**	**-**	**(338)**
Carrying amount at December 31, 2024	**53**	**2**	**17**	**-**	**73**

Intangible assets have increased by Euro 42 thousand. The increase can be attributed exclusively to costs incurred for the development and implementation of dedicated software for the preparation of the consolidated financial statements, which will improve the process of acquiring data and preparing the documents required by law and practice.
The Company did not incur any expenses for research in 2024.

Intellectual property rights
The item includes costs incurred for the Company's software programs and licenses, amortized on a straight-line basis over 5 years or based on the duration of the related license, with a residual value of Euro 53 thousand (Euro 38 thousand at December 31, 2023). During the year, amortization of Euro 27 thousand was applied on the software mentioned above.

Concessions, licenses, trademarks and similar rights
Concessions, licenses, trademarks and similar rights are amortized on a straight-line basis over 10 years and have a balance of Euro 2 thousand, in respect of period amortization of Euro 1 thousand.

Assets in progress and advances
This item is entirely made up of amounts paid to sector specialists for the study and creation of new logos.
At December 31, 2024, the Company verified there were no internal or external indicators of possible impairment for its intangible assets. Consequently, their value has not been subject to impairment testing.

NOTE 2. Property, plant and equipment

Thousands of €	Lands and buildings	Plant and machinery	Industrial and commercial equipment	Other tangible assets	Assets in progress and advances	Total
Carrying amount	**4,936**	**118**	-	**2,719**	-	**7,772**
Accumulated depreciation	**(1,199)**	**(57)**	-	**(1,573)**	-	**(2,829)**
Balance at December 31, 2023	**3,736**	**61**	-	**1,146**	-	**4,944**
Change of year:						
Investments	356	-	-	285	-	641
Disposal - Carrying amount	(385)	-	-	(289)	-	(674)
Disposal - accumulated depreciation	194	-	-	235	-	429
Reclassification - Carrying amount	-	-	-	-	-	-
Reclassification - accumulated depreciation	-	-	-	-	-	-
Impairment losses	-	-	-	-	-	-
Translation differences - carrying amount	-	-	-	-	-	-
Translation differences - accumulated depreciation	-	-	-	-	-	-
Depreciation	(439)	(13)	-	(330)	-	(782)
Carrying amount	**4,906**	**118**	-	**2,714**	-	**7,739**
Accumulated depreciation	**(1,444)**	**(70)**	-	**(1,668)**	-	**(3,182)**
Balance at December 31, 2024	**3,461**	**48**	-	**1,047**	-	**4,557**

At December 31, 2024, property, plant and equipment and other assets totaled Euro 4,557 thousand, marking a net decrease of Euro 387 thousand compared to the previous year due to the following events:

- For the category Land and Buildings Euro 356 thousand, fully attributable to the adjustment of the value of assets accounted for in accordance with IFRS 16.
- For the category Other assets Euro 1 thousand for investments in furniture for the new corporate headquarters and Euro 234 thousand for motor vehicles, Euro 48 thousand electronic machines and Euro 3 thousand for telephony instruments.
- Total depreciation and amortization for the period amounted to Euro 782 thousand of which IFRS 16 for Euro 433 thousand, buildings for Euro 6 thousand, plant and machinery for Euro 13 thousand and "Other assets" for Euro 330 thousand.
- Disposals of assets (at book value) for Euro 674 thousand (depreciated for Euro 429 thousand), fully represented by sales of company cars.

Land and buildings
This item includes buildings, in terms of historical cost, for Euro 4,906 thousand (Euro 4,936 thousand in 2023), depreciated at 3% or on the basis of the relative durations of the lease contracts as far as IFRS 16 is concerned. The incorporation of the IFRS 16 effects relates to the corporate headquarters in Milan referred to above, the administrative complex in Albenga (numbers 30 and 31 in the Cime di Leca region), leased sites and a property for use as temporary accommodation, also in Milan. The balance is completed by building works capitalized on the Milan property in the amount of Euro 187 thousand.

Plants
The item shows equipment for the new corporate headquarters, in terms of historical cost, amounting to Euro 118 thousand and depreciated at 15% in the amount of Euro 13 thousand. As at December 31, 2023, this item was Euro 118 thousand in terms of historical cost.

Other tangible assets
The item mainly includes the following assets held by the Company, in terms of historical cost:

- corporate cars for Euro 918 thousand (Euro 973 thousand in 2023) and depreciated at 25%;
- furniture and fixtures for Euro 1,137 thousand (Euro 1,137 thousand in 2023) and depreciated at 12%;
- office equipment for Euro 527 thousand (Euro 480 thousand in 2023) and depreciated at 20%;
- equipment for Euro 43 thousand (Euro 43 thousand in 2023) and depreciated at 12%;
- mobile telephones for Euro 58 thousand (Euro 56 thousand in 2023) and depreciated at 20%;
- light construction for Euro 31 thousand (Euro 31 thousand in 2023) and depreciated at 10%.

At December 31, 2024, the Company verified there were no internal or external indicators of possible impairment for its tangible assets. Consequently, the value of tangible assets has not been subject to impairment testing.

Leasing – IFRS 16
The Parent Company has applied IFRS 16 as at January 1, 2019 using the modified retrospective method and in accordance with it has recorded the "Right of use" under "Property, plant and equipment" within each category to which it belongs. Details are provided below of changes in the amount of rights of use recognized by the Group for the year 2024.

Thousands of €	Lands and buildings	Plant and machinery	Industrial and commercial equipment	Other tangible assets	Total
Carrying amount	**4,749**	-	-	-	**4,749**
Accumulated depreciation	**(1,191)**	-	-	-	**(1,191)**
Balance at December 31, 2023	**3,558**	-	-	-	**3,558**
Change of year:	-	-	-	-	-
Changes of consolidated companies	-	-	-	-	-
Investments 2024 – carrying amount	356	-	-	-	356
Disposal 2024 – carrying amount	(385)	-	-	-	(385)
Disposal 2024 – accumulated depreciation	194	-	-	-	194
Depreciations	(434)	-	-	-	**(434)**
Carrying amount	**4,719**	-	-	-	**4,719**
Accumulated depreciation	**(1,430)**	-	-	-	**(1,430)**
Balance at December 31, 2024	**3,289**	-	-	-	**3,289**

During 2024, no new contracts were signed that require the application of IRS 16, and values were only aligned with the new discount rate.
Against the financial commitment as at December 31, 2023 for a total of Euro 3,611 thousand, there were increases of Euro 356 thousand and repayments during the year for a total of Euro 456 thousand and Euro 191 thousand for reductions following termination of lease/rental contracts, so that the final NFP as at December 31, 2024 amounted to Euro 3,320 thousand.
As at December 31, 2024, the weighted average interest rate on outstanding contracts is 2.99%.
For the Parent Company, the application of IFRS 16 entailed an increase in the net financial position of Euro 3,320 thousand and an impact on Adjusted EBITDA of Euro 559 thousand compared to Euro 583 thousand in 2023.

NOTE 3. Investments

Thousands of €	Investments in subsidiaries	Investments in associates	Investments in other companies	Total
Carrying amount	**374,662**	**12,505**	**3,963**	**391,130**
Accumulated provision on investments	**(129,118)**	**(1,524)**	**(3,961)**	**(134,604)**
Balance at December 31, 2023	**245,544**	**10,981**	**1**	**256,526**
Change of year:				
Additional/Capital increase	1,210		13	1,223
Divestments and disposals-carrying amount	-	-	-	-
Reversal of provisions	(325)		(13)	(338)
Impairment losses/Using fund to cover losses	-	-	-	-
Reduction for distribution/refunds	-	-	-	-
Reversal of impairment loss	-	-	-	-

Merger with sub holding - carrying amount	-	-	-	-
Merger with sub holding - accumulated provision on investments	-	-	-	-
Reclassification -carrying amount	-	-	-	-
Reclassification -accumulated provision on investments	-	-	-	-
Carrying amount	**375,872**	**12,505**	**3,975**	**392,353**
Accumulated provision on investments	**(129,443)**	**(1,524)**	**(3,974)**	**(134,942)**
Balance at December 31, 2024	**246,429**	**10,981**	**1**	**257,411**

Equity investments totaled Euro 257,411 thousand, with a net increase of Euro 885 thousand due to the changes reported in the table and detailed below.
The main events that caused the change in the balance include:

- The increase in value of Euro 180 thousand of the shareholding in Orsero Servizi S.r.l., due to a recapitalization carried out during the year, which was necessary to replenish shareholders' equity against losses for the year. The same value was simultaneously written down.
- During the year Fernet was capitalized and subsequently written down, in the amount of Euro 13 thousand.
- On February 29, 2024, the Company finalized the agreement to purchase 100% of Immobiliare Pacuare L.DA. for Euro 662 thousand.
- There was also an increase of Euro 377 thousand for the higher value recognized on equity investments in relation to the recognition of the share for 2024 for the employees of the investee companies, falling under the Performance Share Plan, Euro 15 thousand as the dividend equivalent component and Euro 24 thousand as the downward adjustment, for employees who left during the year, of the 2023 accrual of the above plan for stock grants and dividend equivalent.

There were no revaluations in 2024.

Impairment test of investments
Impairment regarding the equity investments held by Orsero has already been discussed in the paragraph on "Impairment test of investments" in this report, which should be referred to for the details.

NOTE 4. Non-current financial assets

Thousands of €	12.31.2024	12.31.2023	Change
Non-current financial assets	**263**	**647**	**(384)**

This item includes the positive mark-to-market value of interest derivatives in the amount of Euro 117 thousand, the value of the derivative representing the fair value of the 13.3% Blampin Groupe option in the amount of Euro 134 thousand and amounts paid to suppliers as deposits for the difference.

NOTE 5. Deferred tax assets

Thousands of €	12.31.2024	12.31.2023	Change
Deferred tax assets	**1,227**	**1,121**	**106**

Deferred tax assets are allocated, where their future recovery is probable, on temporary differences, subject to early taxation, between the value of assets and liabilities for statutory purposes and the value of the same for the purposes of taxation and on prior tax losses that can be carried forward. Deferred tax assets as at December 31, 2024, amounting to Euro 1,227 thousand (Euro 1,121 thousand at December 31, 2023), relate to IAS-IFRS transition entries, such as, for example, the liquidation of investments in intangible assets per IAS 38, or the determination of the liability for employee benefits according to the actuarial methodology, in addition to costs that are not deductible for the current year, but will be deductible in subsequent years, and future uses of prior losses as part of the tax consolidation scheme.
The increase of Euro 106 thousand in 2024 is due to various factors, the main ones of which refer to the change in the MTM of the interest rate swap contracts in place (Euro 137 thousand), the difference due to the application of IAS 19 to employee severance indemnities (Euro 27 thousand) and the release of deferred tax costs for the difference.
This accounting item represents deferred tax assets on: prior-year losses amounting to Euro 1,000 thousand, trademarks not recorded in the financial statements amounting to Euro 16 thousand, the mark-to-market value of interest rate derivatives for Euro 179 thousand and the differential arising from the application of IAS 19 to employee severance indemnities amounting to Euro 32 thousand. For more information on the breakdown of this item, please refer to Note 23 “Income Tax expense”.

NOTE 6. Receivables

Thousands of €	12.31.2024	12.31.2023	Change
Trade receivables from third parties	30	20	10
Receivables from subsidiaries	26,517	43,041	(16,524)
Receivables from associates	20	250	(230)
Receivables from related parties	67	49	18
Provision for bad debts	-	-	-
Receivables	**26,634**	**43,361**	**(16,727)**

All receivables derive from normal transactions implemented with the Group companies and third parties. There are no receivables due beyond five years.
The balance of receivables at December 31, 2024 from subsidiaries refers mainly to receivables of a financial nature, due within one year for Euro 13,660 thousand, consisting of treasury current accounts for Euro 8,305 thousand and interest-bearing loans granted to AZ France S.A.S. for Euro 3,000 thousand and Eurofrutas S.A. for Euro 2,355 thousand. The balance also includes receivables from the national tax consolidation system for Euro 3,492 thousand. The remainder consists of trade receivables. The decrease compared to December 31, 2023 mainly reflects the lower credit balance on treasury current accounts ("Cash pooling").
At December 31, 2024, the item decreased by Euro 16,727 thousand.
Receivables from associated companies refer to invoices to be issued for trade receivables.
Receivables from related parties relate to:

- Nuova Beni Immobiliari S.r.l. Euro 9 thousand, all trade;
- Argentina S.r.l. Euro 2 thousand, trade;
- FIF Holding S.p.A. Euro 56 thousand, of which Euro 47 thousand represented by invoices issued and Euro 9 thousand by invoices to be issued for trade receivables and minor receivables for the difference.

The following is the breakdown of the receivables by geographical area:

Thousands of €	12.31.2024	12.31.2023	Change
Italy	12,707	25,737	(13,030)
EU countries	13,919	17,624	(3,704)
Non-Eu countries	8	-	8
Trade receivables	**26,634**	**43,361**	**(16,727)**

NOTE 7. Current tax assets

Thousands of €	12.31.2024	12.31.2023	Change
For value added tax	690	709	(18)
For tax advances paid in the current year	-	-	-
For taxes to be reimbursed	459	459	-
For tax advances and other receivables	287	159	127
Current tax assets	**1,436**	**1,327**	**109**

As at December 31, 2024, current tax receivables rose by Euro 109 thousand, mostly due to increased withholding tax received by the consolidating company in application of the 2024 tax consolidation.
The item “Receivables for taxes to be reimbursed” includes Euro 104 thousand IRES reimbursement request for 2004-2005 pursuant to Art. 6 of Decree Law 11/29/2008 and converted by the law of 01/28/2009 no. 2 presented as consolidating entity; Euro 151 thousand receivables arising from the submission of the reimbursement request pursuant to Art. 2, paragraph 1-quater of Decree Law 201/2011 for the years 2007, 2009, 2010, 2011 as the Company was the consolidating entity. Please also note that the same remaining receivable amount mentioned above will need to be recognized to the companies participating in consolidated taxation at the time (payables to subsidiaries). The items already requested for reimbursement for various purposes and described in the paragraph above remained basically unchanged with respect to the accounting situation in the previous year, while the items relating to advances paid or withholdings applied in the current and previous years refer instead to receivables arising from the application of the national tax consolidation system. The balance is completed by VAT credits amounting to Euro 690 thousand.

NOTE 8. Other receivables and other current assets

Thousands of €	12.31.2024	12.31.2023	Change
Other receivables	18	13	5
Accrued and deferred assets	638	606	32
Current financial assets	6	6	-
Other receivables and other current assets	**662**	**625**	**37**

As at December 31, 2024, the item showed an overall increase of Euro 37 thousand and mainly consisted of prepayments of Euro 584 thousand, mostly for insurance costs for Euro 160 thousand, expenses for administrative bodies for future periods for Euro 175 thousand, expenses for software licenses paid in advance of Euro 47 thousand, the renewal of insurance on the 2025 car fleet registration book for Euro 55 thousand

and costs relating to the 2025 Berlin Trade Fair for Euro 24 thousand. This item also includes accrued income of Euro 54 thousand referring to revenue for the year for income on financial hedging instruments; the difference relates almost entirely to the balance of prepaid credit cards used by employees and receivables for miscellaneous positions duly collected the following year.
The balance was not affected by the outstanding receivable from the related party, Argentina S.r.l., for Euro 8,000 thousand, as it is entirely written off.
The item “Accrued and deferred assets” refers to normal allocations for the recognition and correct allocation of costs related to the following year, typically services, insurance and guarantee expenses, leases, interests.

NOTE 9. Cash and cash equivalents

Thousands of €	12.31.2024	12.31.2023	Change
Cash and cash equivalents	**28,266**	**43,651**	**(15.386)**

The balance reflects the positive current account balances of the Company and the Italian Group companies associated with the cash pooling system. The balance at December 31, 2024 represents cash of Euro 8 thousand and the balance of ordinary bank accounts for Euro 28,257 thousand.
The change in the item can be analyzed in detail in the cash flow statement.

NOTE 10. Shareholders’ Equity

The share capital at December 31, 2024, fully paid in, consists of 17,682,500 shares without par value for a value of Euro 69,163,340; there are no preference shares. Holders of ordinary shares have the right to receive the dividends as they are resolved and, for each share held, have a vote to be cast in the Company’s shareholders' meeting. The change in shareholders' equity as at December 31, 2024 compared to the previous December 31 mainly reflects the extent of the result for the year, the dividend paid for a total of Euro 10,158 thousand, the purchase of treasury shares for Euro 1,012 thousand, changes in derivative MTMs for Euro 572 thousand, the effects of employee benefits pursuant to IAS 19 and the recognition of the Performance Share Plan bonus for Euro 1,100 thousand, as fully detailed in the statement of changes in shareholders' equity.
At December 31, 2024, Orsero held 833,857 treasury shares, equal to 4.72% of the share capital, for a value of Euro 9,781 thousand, shown as a direct decrease in shareholders' equity.
In the course of 2024, the Parent Company acquired a total of 80,720 treasury shares at an average price of Euro 12.53 per share for Euro 1,012 thousand.
As at December 31, 2024, the Group does not hold, directly or indirectly, shares in parent companies and it did not acquire or sell shares in parent companies during the year.
The share premium reserve comes to Euro 77,438 thousand at December 31, 2024, whilst the legal reserve is Euro 2,469 thousand.
The cash flow hedging reserve, recognized for Euro 478 thousand (negative), shows the negative change relating to the adjustment to fair value as at December 31, 2024 net of the tax effect with an indication thereof in the statement of comprehensive income of the derivative on interest rates for Euro 572 thousand, accounted for with the cash flow hedging method.
The reserve of remeasurements of defined benefit plans, established in compliance with the application of IAS 19, changed by Euro 67 thousand on December 31, 2023.
The reserve representing the value of the shares covered by the Performance Share plan, already described in full, changed by Euro 1,100 thousand.
The Shareholders' Meeting of April 29, 2024 approved the allocation of profit for the year 2023 of Euro 22,165 thousand as proposed by the Board of Directors and in particular the distribution of an ordinary monetary dividend of Euro 0.60 per share, gross of withholding tax, for each existing share entitled to receive a dividend,

thus excluding from the calculation 753,137 treasury shares held by the company, for a total dividend of Euro 10,158 thousand. The ex-dividend date was May 13, 2024, the record date was May 14 and payments began on May 15, 2024.
Below is the table with the possibility of use of the various items of equity and the summary of uses in the last three years (moreover, null):

Thousands of €	Amount	Possible utilizations	Portion available	Summary of utilizations in the three previous years	
				For loss coverage	For other reasons
Share Capital*:	**59,229**	-	-	-	-
- Share Capital	**69,163**	-	-	-	-
- Treasury share reserve	**(9,781)**	-	-	-	-
- Equity investments'costs reserve	**(153)**	-	-	-	-
Capital reserves:					
Share premium reserve	77,438	A, B	77,438	-	-
Merger surplus reserve***	12,051	A, B, C	12,051	-	-
Incorporation differences***	(18,221)	-	-	-	-
Revenue reserves:					
Legal reserve	2,469	B	2,469	-	-
Extraordinary reserve***	16,523	A, B, C	16,523	-	-
Reserve of cash flow hedges	(478)	-	-	-	-
Others***	710	B	-	-	-
Retained earning/(losses)	2,629	A, B, C	2,629	-	-
Net profit	13,435	A, B, C	13,435	-	-
Total Shareholders' equity	**165,785**	-	**124,544**	-	-
Non-distributable portion**	-	-	80,585	-	-
Residual non-distributable portion	-	-	43,966	-	-

(*) net of treasury shares for €/000 9,781 and equity investment cost for €/000 153
(**) It includes the portion of net profit ex art. 2430 cc
(***) Included in the item "Other reserves". In the amount "Others" is included the "Remeasurement of defined benefit plans reserve"

Legend:
A: for capital increase
B: for loss coverage
C: for distribution to shareholders

The statement of changes in shareholders' equity attached to the financial statements instead illustrates the changes between the two years in the individual items of the reserves, with particular regard to the changes that took place following the distribution of the 2023 profit, the purchase of treasury shares, the changes in the MTM on derivatives and as a result of the calculation of IAS 19 employee benefits.

NOTE 11. Financial liabilities

In order to facilitate the understanding of the Company's financial exposure, making the information simpler and of better quality, the data was provided not following the non-current/current distinction, but based on the nature of the payable, within which the non-current/current components are specified. The financial exposure is as follows:

Thousands of €	12.31.2024	12.31.2023	Change
Bond payables (over 12 months)	15,000	20,000	(5,000)
Non-current medium term bank loans (over 12 months)	50,070	68,002	(17,932)
Payables for price balance on acquisition	3,728	9,107	(5,379)
Liabilities for hedging derivatives	746	175	571
Payables to other medium-long term lenders IFRS 16	2,938	3,328	(390)
Non - current financial liabilities	**72,482**	**100,612**	**(28,130)**
Current medium term bank loans	20,439	19,415	1,024
Bond payables	5,000	5,000	-
Short term bank overdrafts	-	-	-
Payables on acquisitions price balance	5,858	5,858	-
Other medium-long term lenders	-	-	-
Other medium-long term lenders IFRS 16	381	283	98
Current financial liabilities	**31,678**	**30,557**	**1,122**

The main components of the change in 2024 for a total of Euro 27,008 thousand (negative) between the non-current and current shares are related to medium/long-term loans, as detailed below:

- disbursement on June 12, 2024 of a new 2024-2029 loan contract for Euro 2,500 thousand;
- the payment of the June 30 and December 31 installments of the pool loan, which at January 1 had a balance of Euro 76,005 thousand, in the amount of Euro 16,890 thousand, along with Euro 174 thousand accounted for as implicit interest deriving from the recognition of the item with the amortized cost method;
  Please recall that at December 31, a hedge is in place on 100% of that loan against interest rate fluctuations, for which the mark to market value is a negative Euro 746 thousand. Please note that this loan is subject to covenants calculated as the ratio between the net financial position and Adjusted EBITDA and the net financial position and shareholders' equity at the reporting date, which were fully respected.
- the repayment of the installment for Euro 1,038 thousand of the 2022-2027 loan. Please recall that an IRS hedge was activated on this loan for 100% of the loan value (originally Euro 5,500 thousand), the mark-to-market value of which as at December 31, 2024 is a positive Euro 117 thousand;
- the payment of the fourth and fifth installment, with a total principal amount of Euro 573 thousand, of the Euro 2.0 million loan;
- the payment of the first installment, with a principal amount of Euro 303 thousand, of the Euro 3,000 thousand 2023-2028 loan;
- the payment of the second twelve installments of the medium-term loan of Euro 4 million, for a total principal amount of Euro 778 thousand;
- the recognition of Euro 881 thousand in interest on the debenture loan of Euro 25,000 thousand (at 01/01/2024) and the repayment of the second principal amount of Euro 5,000 thousand. Please recall, as noted previously, that the bond loan calls for compliance with financial covenants, such as the ratio between the net financial position and Adjusted EBITDA and the net financial position and

shareholders' equity which, at the reporting date, were fully respected. Accrued interest as at December 31, amounting to Euro 181 thousand, is included in other current liabilities;

- first tranche paid, amounting to Euro 2,000 thousand, of the earn-out recorded in the previous year as an additional price to be paid for the acquisition of the stake held in Blampin, and discounting interest of Euro 292 thousand recorded;
- second tranche paid, amounting to Euro 3,858 thousand, of the earn-out recorded in the previous year as an additional price to be paid for the acquisition of the stake held in Capexo, and discounting interest of Euro 188 thousand recorded;
- the IFRS 16 component amounted to Euro 3,320 thousand, compared with Euro 3,611 thousand as at December 31 of the previous year, due to Euro 356 thousand in value adjustments for existing contracts and renewals, in relation to the new rates applied and ordinary repayments of Euro 456 thousand and euro 191 thousand for reductions following termination of lease/rental contracts.

The schedule of medium-term debt to banks and other lenders at December 31, 2023 and December 31, 2024 is detailed in the following table, organized in two columns (due in 2025 and due beyond December 31, 2025, in turn broken down by amounts due by December 31, 2029 and amount due after said date) to provide a better comparison with the previous table.
The table below shows the breakdown of payables to banks for loans and payables to other lenders for medium to long-term financial payables for the current and non-current portions; the latter is further broken down by due within/beyond five years.

Thousands of €	Total	2024	> 12.31.2024		2025-2028	>12.31.2028
Bond payables (non-current/current)	25,000	5,000	20,000		20,000	-
Medium term bank loans (non-current/ current)	87,417	19,415	68,002		68,002	-
Other medium-long term lenders (non-current/ current) IFRS 16	3,611	283	3,328		1,454	1,874
Liabilities for the derivatives (non-current/current)	175	-	175	as follows:	175	-
Other medium-long term lenders (non-current/ current)	-	-	-		-	-
Payables for price balance on acquisitions (non-current/current)	14,965	5,858	9,107		9,107	-
Bank overdrafts	-	-	-		-	-
Financial liabilities at 12.31.2023	**131,169**	**30,557**	**100,612**		**98,738**	**1,874**

Thousands of €	Total	2025	> 12.31.2025		2026-2029	> 12.31.2029
Bond payables (non-current/current)	20,000	5,000	15,000		15,000	-
Medium-long term bank loans (non-current/ current)	70,509	20,439	50,070		50,070	-
Other medium-long term lenders (non-current/ current) IFRS 16	3,320	381	2,939		1,549	1,390
Liabilities for the derivatives (non-current/current)	746	-	746	as follows:	746	-
Other medium-long lenders (non-current/ current)	-	-	-		-	-
Payables for price balance on acquisitions (non-current/current)	9,586	5,858	3,728		3,728	-
Short term bank overdrafts	-	-	-		-	-
Financial liabilities at 12.31.2024	**104,161**	**31,679**	**72,482**		**71,093**	**1,390**

At December 31, 2024, there is a hedge on interest rates relating to the pool loan disbursed in the amount of Euro 90 million, whose mark to market is negative and equal to a net amount of Euro 746 thousand and the loan originally amounting to Euro 5.5 million, whose mark to market at the reporting date is positive and equal to Euro 117 thousand. The positive fair value was recognized under non-current financial receivables with a contra-entry in a specially designated shareholders' equity reserve ("cash flow hedging reserve"). The negative fair value is also recognized under non-current financial payables with a contra-entry in a specially designated shareholders' equity reserve ("negative cash flow hedging reserve").
Please note that the pool loan contract for Euro 90 million and the debenture loan envisage compliance with financial and equity covenants, summarized in the table below. As mentioned, the covenants regarded the Net Financial Position prior to application of IFRS 16. Such covenants were respected in full at the reporting date. It is also noted that both loans are subject to change of control clauses.

Thousands of Euro	Duration	Period	Parameter	Limit	Respected
Bond payables 30 M€ - Parent company	2018-2028	Annually/ Half-yearly	Net financial position / Total Shareholders' Equity	<1.25	Si
Bond payables 30 M€ - Parent company	2018-2028	Annually/ Half-yearly	Net Financial Position / Adjusted EBITDA	<3/4*	Si
Bond payables 30 M€ - Parent company	2018-2028	Annually/ Half-yearly	Adjusted EBITDA/ Net financial expenses	>5	Si
Pool loan 90 M€ - Parent company	2022-2028	Annually	Net financial position / Total Shareholders' Equity	<1.5	Si
Pool loan 90 M€ - Parent company	2022-2028	Annually	Net Financial Position / Adjusted EBITDA	<3.0	Si

* The former parameter must be met on annual verification while the latter on a semi-annual basis

According to that required by Consob communication no. 6064293 dated July 28, 2006 and in compliance with the CESR Recommendation of February 10, 2005 "Recommendation for the standardized implementation of the European Commission Regulation on information prospectuses", below is the net financial debt of Orsero as at December 31, 2024.

	Thousands of €	12.31.2024	12.31.2023
A	Cash	28,266	43,651
B	Cash equivalents	6	6
C	Other current financial assets	250	633
D	**Liquidity (A + B + C)**	**28,522**	**44,291**
E	Current financial debt*	(10,858)	(10,858)
F	Current portion of non-current financial debt **	(20,820)	(19,698)
G	**Current financial indebtedness (E + F)**	**(31,679)**	**(30,556)**
H	**Net current financial indebtedness (G - D)**	**(3,157)**	**13,734**
I	Non-current financial debt ***	(57,483)	(80,612)
J	debt instruments	(15,000)	(20,000)
K	Non-current trade and other payables	-	-
L	**Non-current financial indebtedness (I + J + K)**	**(72,483)**	**(100,612)**
M	**Total financial indebtedness (H + L)**	**(75,639)**	**(86,878)**

* Debt instruments are included, but the current portion of non-current financial debt is excluded.

** Includes payables for rental and lease agreements under IFRS 16 for Euro 381 thousand at 31 December, 2024 and Euro 283 thousand at 31 December, 2023

*** Debt instruments are excluded. Includes payables for rental and lease agreements under IFRS 16 for Euro 2,939 thousand at 31 December, 2024 and Euro 3,328 thousand at December, 2023

It is noted that the above ESMA prospectus does not take into account the net payable balance of Euro 29,192 thousand (debit balance of Euro 19,176 thousand as at December 31, 2023) relating to cash pooling with the Group's Italian companies.
In terms of changes in liabilities as a result of financing activities, information is provided that allows users of the financial statements to evaluate the changes that occurred in compliance with IAS 7.

Liabilities from financing activities	12.31.2023	New loans	Payments	Derivatives	Other	12.31.24
Hedging derivatives assets	(634)	-	-	384	-	(250)
Current financial assets	(6)	-	-	-	-	(6)
Total financial assets	**(640)**	**-**	**-**	**384**	**-**	**(256)**
Bond payables	25,000	-	(5,000)	-	-	20,000
Medium term bank loans	87,417	2,500	(19,408)	-	-	70,509
IFRS 16 Effect	3,611	356	(647)	-	-	3,320
Current liabilities for the derivatives	175	-	-	571	-	746
Current other lenders	-	-	-	-	-	-
Payables for price balance on acquisitions	14,965	-	(5,858)	-	479	9,586
Short term bank overdrafts	-	-	-	-	-	-
Total financial liabilities	**131,169**	**2,856**	**(30,913)**	**571**	**479**	**104,161**

NOTE 12. Provisions

As at December 31, 2024, there were no provisions on the financial statements, unchanged compared to the end of last year.
The booked results shows the present provision made for risks by the Company in compliance with IAS 37, which rules that directors must make provisions on the financial statements only if the risk is held to be probable and quantifiable, thereby aiming to express the most truthful and correct situation possible.

NOTE 13. Employee benefits liabilities

The changes for 2024 are provided herein, calculated using actuarial valuation.

Thousands of €	Employees benefits liabilities
Balance at December 31, 2023	**2,197**
Change of year:	
Provisions	206
Benefits advanced/paid in the period	(134)
Interest cost	82
Gain/(losses) resulting from changes in actuarial assumptions	-
Restatements and other changes	(7)
Balance at December 31, 2024	**2,344**

The liability for employee benefits, in accordance with national regulations, essentially includes the employee severance indemnity accrued by employees in service at December 31, net of advances paid to employees. In accordance with IAS 19, the liability for employee benefits is measured using the actuarial valuation methodology, through the support of an external specialist, and adjusted in relation to the occurrence of relevant events.
The main financial and demographic assumptions used in determining the present value of the liability relative to the liability for employee benefits, are described below.

Discount rate	2.89%
Inflation rate	2025: 2.1%, 2026 and following: 1.9%
Wage growth rate	Equal to inflation
Annual probability of advance on employee severance indemnities	4.00%
Percentage of provision for employee severance indemnities requested in advance	56.00%
Mortality rate	SIMF 2023
Access to pension	Minimum access requirements established by the Monti-Fornero Reforms
Average staff exit percentage	7.00%

The equity adjustment for actuarial gains/losses includes an actuarial loss of Euro 67 thousand. Actuarial gains and losses are recognized in shareholders' equity through the comprehensive income statement.

NOTE 14. Deferred tax liabilities

Thousands of €	12.31.2024	12.31.2023	Change
Deferred tax liabilities	**28**	**72**	**(44)**

Deferred tax liabilities are allocated on the basis of temporary differences, subject to deferred taxation, as well as on temporary differences between the value of assets and liabilities recorded in the financial statements and their value for tax purposes. As at December 31, 2024, this item decreased by Euro 44 thousand, entirely attributable to the release of deferred taxes on the mark-to-markets of hedging derivatives with respect to interest rates.

NOTE 15. Payables

Thousands of €	12.31.2024	12.31.2023	Change
Payables to suppliers	1,408	1,438	(30)
Payables to subsidiaries	43,699	49,466	(5,767)
Payables to related parties	-	20	(20)
Payables	**45,106**	**50,924**	**(5,817)**

As at December 31, 2024 this item showed a balance of Euro 45,106 thousand (Euro 50,924 thousand as at December 31, 2023); the decrease of Euro 5,817 thousand is essentially linked to the different cash-pooling treasury position. Furthermore, note that:

- payables to suppliers refer entirely to business relationships related to the company's ordinary activities and increased mainly due to invoices received in the final days of the year;
- payables to subsidiaries are mainly financial payables, comprising treasury current accounts for Euro 42,852 thousand (Euro 48,491 thousand in 2023), payables for IRAP reimbursement request for Euro 295 thousand, payables for the tax consolidation system for Euro 93 thousand and trade payables for Euro 459 thousand. The decrease compared to December 31, 2023 is mainly due to changes in the Group's cash pooling relationships.

There are no trade payables with a residual maturity of more than 5 years recognized in the financial statements.
At December 31, 2023 and 2024, there were no outstanding payables of significant amount, nor did the Company receive injunction decrees for past due payables. There are no payables to related parties.
The following table instead provides a breakdown of payables on a geographical basis:

Thousands of €	12.31.2024	12.31.2023	Change
Italy	45,086	50,806	(5,720)
EU countries	21	118	(98)
Non-Eu countries	-	-	-
Trade payables	**45.106**	**50.924**	**(5.817)**

NOTE 16. Current tax liabilities

Thousands of €	12.31.2024	12.31.2023	Change
For withholding tax	265	270	(5)
Current tax liabilities	**265**	**270**	**(5)**

At December 31, 2024, the item under review showed a change of Euro 5 thousand, a decrease compared to the previous year. The withholding amount of Euro 265 thousand consists of Euro 257 thousand for employees and Euro 5 thousand for professionals; the balance also incorporates substitute tax on severance indemnity; all amounts are regularly paid and to date there are no past-due amounts relating to the item in question.

NOTE 17. Other current liabilities

Thousands of €	12.31.2024	12.31.2023	Change
Payables to personnel	1,965	3,672	(1,707)
Other payables	316	274	42
Towards Public Social Security Bodies	270	295	(25)
Accrued expenses and deferred income	289	391	(102)
Other current liabilities	**2,840**	**4,633**	**(1,794)**

At December 31, 2024, the item "Other current liabilities" had a balance of Euro 2,840 thousand, a decrease from the previous year. Payables to personnel relate to current items for the month of December for Euro 172 thousand, of which Euro 40 thousand to related parties, MBO incentives for Euro 1,053 thousand of which Euro 862 thousand to related parties, as well as accrued and unused vacation leave for Euro 575 thousand, of which Euro 348 thousand to related parties, and accruals for the summer bonus for Euro 163 thousand, of which Euro 65 thousand to related parties.

In terms of the income statement, the result of the Parent Company is of limited relevance as the revenue side is essentially linked to the services provided to the Group and the collection of dividends, while on the cost side, personnel costs, expenses for specialized consulting and promotional expenses of the brand are the most significant components, which result in a negative Adjusted EBITDA value; therefore, the discussion in relation to the consolidated income statement is much more relevant. Adjusted EBITDA showed a positive change of Euro 671 thousand. During the year, there were no significant changes with regard to revenues. General and administrative costs decreased by Euro 400 thousand, as a result of various opposing factors, with the most significant changes concerning consultancy, which fell by Euro 383 thousand.

NOTE 18. Net sales

Thousands of €	12.31.2024	12.31.2023	Change
Consulting services	2,326	2,001	325
Cost recovery	368	362	6
Net sales	**2,694**	**2,363**	**331**

As at December 31, 2024, total revenues amounted to Euro 2,694 thousand, consisting of Euro 2,326 thousand for services and Euro 368 thousand for cost recovery. Consulting services relate entirely to consulting provided by company personnel regarding administrative, fiscal, corporate, human resources, treasury/finance and legal matters. The cost recovery item is closely related to costs that the Company regularly incurs in the name and on behalf of third parties, in order to implement economies of scale and control in the acquisition of consulting services and in the insurance segment.

Thousands of €	Total	Third parties	Subsidiaries	Associates	Related parties
Consulting services	2,326	-	2,290	20	16
Cost recovery	368	-	368	-	-
Net sales	**2,694**	**-**	**2,678**	**20**	**16**

Consulting services to related parties consist of:

- Nuova Beni Immobiliari S.r.l.: Euro 1 thousand for services for the use of spaces equipped for office use.
- FIF Holding S.p.A.: Euro 9 thousand for administrative, corporate and tax consultancy and Euro 5 thousand for services for the use of spaces equipped for office use.
- Argentina in liquidation S.r.l. 1 thousand for services for the use of spaces equipped for office use.

NOTE 19. General and administrative expenses

Thousands of €	12.31.2024	12.31.2023	Change
Internal personnel costs (commercial, administrative)	5,064	5,114	(51)
External labor costs	21	-	21
Personnel training costs	39	20	19
Corporate bodies fees	928	800	128
Costs for notary, tax, legal and other professional services	310	406	(96)
Other professional services (including expenses) - wages, commercial consulting, technical consulting, others	1,060	1,545	(485)
Commercial, advertising, promotional and representation expenses	1,401	1,443	(43)
Insurance expenses	368	358	10
Costs for services and assistance hw, sw, phone network	282	256	26
Costs for maintenance, external labor and various other services	54	45	8
Costs of company car fleet	295	291	4
Rental costs and various rentals	156	174	(18)
Travel expenses	239	165	74
Utilities	147	144	3
Indirect taxes and duties	32	54	(22)
Non-deductible VAT	10	103	(94)
Amortization of intangible assets	27	43	(15)
Depreciation of tangible assets	782	756	26
Acquisition costs of stationery and material of consumption	39	37	2
Membership fees and other minor costs	552	486	66
Fees, commissions, bank guarantees charges and factoring	77	41	37
General and administrative expenses	**11,881**	**12,281**	**(400)**

The balance at December 31, 2024 of general and administrative expenses consists mainly of personnel costs of Euro 5,064 thousand, as the holding company provides subsidiaries with a range of consulting services largely provided through direct professionals. The balance for the year is basically in line with that of the previous year. Another significant component is advertising and associated activity expenses, which amounts to Euro 1401 thousand: in fact, the Company deals directly with all brand promotion activities, hence operational marketing as well as other types. The item "Consulting" also contains a significant balance, amounting to Euro 1,370 thousand, lower than the previous year, as in 2024 recourse to outside professionals was limited and recourse to professionals inside the group was optimized. During the year, a number of business and strategic studies were in any event commissioned from specialized consultants for management activities.
It should also be noted that the cost for personnel consists for Euro 2,082 thousand of physical person related parties, and compensation for corporate bodies refers to directors'/statutory auditors' compensation for physical person related parties of Euro 622 thousand.

Thousands of €	Total	Third parties	Subsidiaries	Related companies	Related physical person
General and administrative expenses	**(11,881)**	**(8,382)**	**(795)**	**-**	**(2,704)**

Costs referring to subsidiaries mainly refer to IT and other services provided by the subsidiary Orsero Servizi. With regard to the costs attributable to "Physical Person" related parties, the note includes costs for remuneration and fees of Auditors and Directors totaling Euro 2,704 thousand.

NOTE 20. Other operating income/expense

Thousands of €	12.31.2024	12.31.2023	Change
Other operating income	419	453	(35)
Other operating expenses	(2,244)	(2,916)	672
Total other operating income/ expense	**(1,825)**	**(2,463)**	**637**

Details of the items "Other operating income" and "Other operating expenses" for the years 2023 and 2022 are provided herein, with separate indication of ordinary positions and non-recurring items.

Thousands of €	12.31.2024	12.31.2023	Change
Revenues from recovery of costs and insurance reimbursements	29	31	(1)
Plusvalues and contingent revenues in ordinary course of business	346	374	(27)
Others	30	50	(20)
Other ordinary operating income	**405**	**454**	**(48)**
Others	14	-	14
Other non-recurring operating income	**14**	**-**	**14**

As at December 31, 2024, the item is mainly composed of: insurance reimbursements of Euro 29 thousand, capital gains on the sale of fixed assets (mainly automobiles) for Euro 58 thousand and contingent assets due to overestimates on the previous financial statements' accruals amounting to Euro 72 thousand; this balance also includes: contingent assets from IFRS 16 asset disposals for Euro 135 thousand and for the difference from residual events of low individual importance.

Thousands of €	12.31.2024	12.31.2023	Change
Penalties, sanctions, and costs for damage to third parties	(2)	(2)	-
Minus values and contingent losses in ordinary course of business	(209)	(263)	54
Donations	(77)	-	(77)
Other ordinary operating expense	**(287)**	**(265)**	**(23)**
Top Management incentives	(1,852)	(2,652)	800
Other	(104)	-	(104)
Other non - recurring operating expense	**(1,956)**	**(2.652)**	**696**

As at December 31, 2024, the ordinary portion of other operating expenses mainly consisted of tax and administrative penalties for Euro 2 thousand, contingent liabilities for incorrect estimates for Euro 73 thousand and non-deductible expenses of Euro 136 thousand.
As regards non-recurring components, please note that at December 31, 2023 and December 31, 2024, the Company made allocations relating to Top Management incentives for Euro 2,652 thousand and Euro 1,851 thousand divided into Euro 1,053 thousand for MBO (bonus component that will be paid following approval of the 2024 financial statements), Euro 762 thousand for the Performance Share Plan and Euro 36 thousand for the dividend equivalent. For further details, please refer to the "2023-2025 Performance Share Plan" section.
The portion of Top Management incentives, the Performance Share plan and the relative dividend equivalent attributable to related parties amounted to Euro 1,478 thousand.

NOTE 21. Financial income, financial expense and exchange differences

For each item included in the item in question, details are provided below:

Thousands of €	12.31.2024	12.31.2023	Change
Financial income	1,472	1,557	(85)
Financial expense	(6,462)	(7,065)	602
Exchange rate differences	-	1	(1)
Financial income, financial expense, exchange rate differences	**(4,991)**	**(5,507)**	**516**

For each item included in the item in question, details are provided below:

Thousands of €	12.31.2024	12.31.2023	Change
Interest income to third parties	544	460	84
Interest income to subsidiaries	314	191	124
Interest income on employee's benefits	-	-	-
Interest income on derivatives	613	906	(293)
Financial income	**1,472**	**1,557**	**(85)**

As at December 31, 2024, financial income consisted of interest on bank current and deposit accounts for Euro 477 thousand, income paid for assistance and coordination in working capital management transactions for Euro 67 thousand, interest income on cash pooling transactions for Euro 63 thousand, interest on loans to subsidiaries for Euro 249 thousand, commissions on guarantees for Euro 2 thousand and income on interest rate derivatives of Euro 613 thousand.

Thousands of €	12.31.2024	12.31.2023	Change
Interest expenses from bank	(4,560)	(4,888)	328
Interest expenses IFRS 16	(103)	(103)	-
Interest expenses Bond	(881)	(1,057)	176
Other interest expenses	-	(14)	14
Interest cost on employee’s benefits	(82)	(61)	(21)
Interest expenses on earn - out	(479)	(805)	326
Interest expenses to subsidiaries	(155)	(136)	(19)
Financial expenses on derivatives	(202)	-	(202)
Financial expense	**(6,462)**	**(7,065)**	**602**

As at December 31, 2024, financial expenses were mainly attributable to the cost of debt for Euro 5,441 thousand, interest expense due to the application of IFRS 16 for Euro 103 thousand, interest expense on cash pooling transactions for Euro 155 thousand, notional interest on the balance of the price for the Blampin and Capexo equity investments for Euro 479 thousand and financial expenses on derivatives for Euro 202 thousand.

Thousands of €	12.31.2024	12.31.2023	Change
Realized exchange rate differences	-	1	(1)
Unrealized exchange rate differences	-	-	-
Exchange rate differences	**-**	**1**	**(1)**

NOTE 22. Other investment income/expense

Thousands of €	12.31.2024	12.31.2023	Change
Dividends	26,375	36,279	(9,903)
Write - downs of equity investments	(338)	(130)	(208)
Result of securities and investments negotiation	-	3	(3)
Other investment income/expense	**26,038**	**36,152**	**(10,114)**

As at December 31, 2024, the item consists of dividends distributed by Cosiarma S.p.A. for Euro 13,000 thousand, Galandi for Euro 1,800 thousand, Simba for Euro 2,000 thousand, Blampin SA for Euro 6,086 thousand and Capexo for Euro 3,000 thousand and the associated company Fruport Tarragona for Euro 490 thousand. The item write-downs refers almost in its entirety to the write-down of the subsidiary Orsero Servizi, following the recapitalization to cover losses, in the same amount.

NOTE 23. Income tax expense

Recall that all of the Italian subsidiaries with the exception of Cosiarma (which has opted for “tonnage tax” based taxation) participate in the “tax consolidation” system headed by Orsero S.p.A., in accordance with the option exercised by each company and confirmed by the Revenue Agency as a result of the submission of a specific request for ruling in accordance with Art. 124, paragraph 5, of the TUIR Tax Code and with Art. 13, paragraphs 1 and 2, of the Ministerial Decree of June 9, 2004. The changes in taxes are summarized in the following table.

Thousands of €	12.31.2024	12.31.2023	Change
Current taxes for the year	3	56	(53)
Deferred taxes = from statutory tax consolidation	3,424	3,823	(399)
Deferred taxes incomes and liabilities	(27)	21	(48)
Income tax expense	**3,400**	**3,901**	**(501)**

Taxes for 2024 came to Euro 3,400 thousand; the effect of tax consolidation is income, recognized for the use of losses to offset the earnings generated by the consolidated companies for Euro 3,424 thousand, as well as the recognition of deferred tax assets and liabilities (please see the table for detailed information). The balance also includes a contingent asset on the income from CNM 2023-Tax Year 2022 for Euro 3 thousand.

In relation to Pillar 2 the Group meets the subjective prerequisite for the application of these provisions and as a result is required to check the actual discounted taxation level in the countries in which it operates and to calculate and pay any supplementary tax due. As a result, the Group has made efforts to monitor the status of the legislation in Italy and the other jurisdictions in which it operates. The analyses, including organizational and procedural, were aimed at establishing management systems for the proper implementation of Pillar 2 provisions. The analyses conducted, also with the support of specialized consultants, concerned the mapping of Group entities, their characteristics and the relative relevant information for their classification for Pillar 2 purposes, including the examination of Transitional Safe Harbors and their application when due in the year in question. Based on the findings of the analysis described above, the Group does not expect significant exposure, or material impacts for income tax purposes under Pillar 2.
The Group, as required by accounting standards, has applied the exception to the recognition and disclosure of deferred tax assets and liabilities relating to Pillar 2 income taxes.

The reconciliation between the tax charge recognized in the financial statements and the theoretical tax charge, calculated based on theoretical rates applicable in Italy, is as follows:

Thousands of €	Taxable	Tax
EBT	10,183	
Theoretical tax rate		24%
Theoretical taxes		2,444
Temporary differences	(175)	
Permanent differences	(24,273)	
Income	**(14,265)**	
Correnti effettive (provento da consolidato)		**(3,424)**
Actual tax rate		N/A
of which:		
Income from statutory tax consolidation		3,424
Prepaid taxes from statutory tax consolidation		-

Theoretical income taxes have been determined by applying the current IRES tax rate of 24% to the income before tax. As at December 31, 2024, there are no significant tax disputes.
For IRAP purposes, the net value of production is negative.
The table below shows the changes in the various deferred tax asset components by type. The amounts of current or deferred taxes charged directly to the statement of comprehensive income refer to the effects of the revaluation of the liability for employee benefits and the recognition of the mark-to-market on the derivative.

Thousands of €	**Taxable**		**Advance taxable amount**		**Deferred tax assets**		**Effect on Income Statement**		**Effect on Comprehensive Income Statement**	
	2024	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
Previous tax losses	19,196	19,744	4,167	4,167	1,000	1,000	-	-	-	-
Reportable "ACE" excess	165	165	165	165	-	-	-	-	-	-
Effect IAS 19	133	246	133	246	32	59	(27)	21	-	
Trademarks	67	82	67	82	16	20	-	-	-	-
Derivatives	746	175	746	175	179	42	-	-	137	42
Others	-	-	-	-	-	-	-	-		-
Deferred tax assets	**20,307**	**20,412**	**5,278**	**4,835**	**1,227**	**1,121**	**(27)**	**21**	**137**	**42**

Deferred tax assets were determined by applying the current IRES rate of 24%. Deferred tax assets are accounted for because of their outlook possibility of utilization, considering expected future taxable income. Deferred tax assets are recognized to the extent to which on the basis of company plans the existence of future taxable income against which such assets may be used is deemed likely. There are no other significant amendments to the tax legislation between 2024 and 2023.

Thousands of €	**Taxable**		**Deferred taxable amount**		**Deferred tax liabilities**		**Effect on Income Statement**		**Effect on Income Statement**	
	2024	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**	**2024**	**2023**
Derivatives	117	299	117	299	28	72	-	-	44	98
Deferred tax liabilities	**117**	**299**	**117**	**299**	**28**	**72**	**-**	**-**	**44**	**98**

Deferred tax assets are recognized to the extent to which on the basis of company plans the existence of future taxable income against which such assets may be used is deemed likely. There are no other significant amendments to the tax legislation between 2023 and 2022.

NOTE 24. Disclosures on financial instruments - additional disclosures

Pursuant to IFRS 7, the breakdown of financial instruments into the categories set out in IFRS 9 is as follows:

Thousands of €	Balance at 12.31.23	Assets at amortized cost	Assets at FV in the PL**	Assets at FV in the CI*	Liabilities at amortized cost	Liabilities at FV in the CI*
Financial assets						
Investments in other companies	1	1	-	-	-	-
Non-current financial assets	647	14	335	299	-	-
Receivables	43,361	43,361	-	-	-	-
Current tax assets	1,327	1,327	-	-	-	-
Other receivables and other current assets	625	619	6	-	-	-
Cash and cash equivalent	43,651	43,651	-	-	-	-
Financial assets	**89,611**	**88,972**	**340**	**299**	**-**	**-**
Financial liabilities						
Financial liabilities of which:						
Bond payables	*20,000*	-	-	-	*20,000*	-
Non-current medium term bank loans (over 12 months)	*68,002*	-	-	-	*68,002*	-
Non-current other lenders (over 12 months) IFRS 16	*3,328*	-	-	-	*3,328*	-
Non-current liabilities for derivative hedging instruments (over 12 months)	*175*	-	-	-	-	*175*
Non-current payables for price balance on acquisition (over 12 months)	*9,107*	-	-	-	*9,107*	-
Current medium term bank loans	*19,415*	-	-	-	*19,415*	-
Current bond payables	*5,000*	-	-	-	*5,000*	-
Current other lenders IFRS 16	*283*	-	-	-	*283*	-
Current payables for price balance on acquisition	*5,858*	-	-	-	*5,858*	-
Trade payables	50,924	-	-	-	50,924	-
Current tax liabilities	270	-	-	-	270	-
Other current liabilities	4,633	-	-	-	4,633	-
Financial liabilities	**186,996**	**-**	**-**	**-**	**186,821**	**175**

Thousands of €	Balance at 12.31.24	Assets at amortized cost	Assets at FV in the PL**	Assets at FV in the CI*	Liabilities at amortized cost	Liabilities at FV in the CI*
Financial assets						
Investments in other companies	1	1	-	-	-	-
Non-current financial assets	263	13	133	117	-	-
Receivables	26,634	26,634	-	-	-	-
Current tax assets	1,436	1,436	-	-	-	-
Other receivables and other current assets	662	656	6	-	-	-
Cash and cash equivalent	28,266	28,266	-	-	-	-
Financial assets	**57,261**	**57,005**	**139**	**117**	**-**	**-**
Financial liabilities						
Financial liabilities of which:						
Bond payables	15,000	-	-	-	15,000	-
Non-current medium term bank loans (over 12 months)	50,070	-	-	-	50,070	-
Non-current other lenders (over 12 months) IFRS 16	2,939	-	-	-	2,939	-
Non-current liabilities for derivative hedging instruments (over 12 months)	746	-	-	-	-	746
Non-current payables for price balance on acquisition (over 12 months)	3,728	-	-	-	3,728	-
Current medium term bank loans	20,439	-	-	-	20,439	-
Current bond payables	5,000	-	-	-	5,000	-
Current other lenders IFRS 16	381	-	-	-	381	-
Current payables for price balance on acquisition	5,858	-	-	-	5,858	-
Trade payables	45,106	-	-	-	45,106	-
Current tax liabilities	265	-	-	-	265	-
Other current liabilities	2,839				2,839	
Financial liabilities	**152,371**	**-**	**-**	**-**	**151,625**	**746**

*CI= =other comprehensive income, ** PL= income statement

It is noted that only “Non-current financial assets” and “Other sundry receivables and other current assets” of all financial assets include securities, i.e. financial instruments that are valued at fair value through profit or loss. Trade and other receivables are measured at the nominal value that, considering the speed of collection, coincides with the value determined by the application of amortized cost, in compliance with IFRS 9. Among financial assets, trading derivatives fall within the category “assets measured at fair value”, while hedging derivatives are recorded at fair value; the related change is accounted for in a shareholders’ equity reserve with an impact on the statement of comprehensive income. As at December 31, 2024, there is an interest rate hedging instrument in place, linked to the loan of Euro 90 million, whose negative fair value amounts to Euro 326 thousand, booked to the items non-current financial assets and financial liabilities, with a specially designated shareholders' equity reserve as counter-entry. On the Euro 90 million loan there is a second interest rate hedging instrument, which has a negative fair value of Euro 419 thousand, treated for accounting purposes like the previous one. There is also a third interest rate hedge in place, linked to the loan of Euro 5.5 million, whose positive fair value amounts to Euro 117 thousand, booked to the item non-current financial assets, with a specially designated shareholders' equity reserve as contra-entry.

As at December 31, Euro 133 thousand relating to the fair value measurement of the Blampin Groupe 13.3% put/call option was recorded under "Non-current financial assets".

NOTE 25. Disclosures on assets and liabilities measured at fair value

Based on the requirements of IFRS 13 "Fair value measurement", the following disclosure is provided.
Fair value of financial instruments:

- for financial assets and liabilities that are liquid or have a very short maturity, the book amount is considered to approximate fair value; this hypothesis also applies to term deposits, disposable securities and floating rate financial instruments;
- for the measurement of the fair value of hedging instruments, valuation models based on market parameters are used. At the reporting date, new derivative contracts had been stipulated;
- the fair value of non-current financial liabilities is obtained by discounting all future cash flows at the year-end conditions. In the current situation, where for medium-term debt the cost of the loan is aligned with the market value, the nominal values of the debt are considered as fair values;
- The fair value of the options on non-controlling interests are valued with the support of professionals and is considered a level 3 fair value.

As regards trade and other receivables and payables, the fair value is equal to the book value.
Fair value of non-financial instruments: it should be noted that there are no non-financial instruments measured at fair value at December 31, 2024.
The following tables analyze the hierarchy of financial and non-financial instruments measured at fair value, based on the valuation techniques used:

- Level 1: the valuation techniques use prices listed on an active market for the assets or liabilities subject to valuation;
- Level 2: the valuation techniques consider inputs other than the previous prices, but that can, however, be observed directly or indirectly on the market;
- Level 3: the techniques use inputs that are not based on observable market data.

Financial instruments
Derivatives, valued using techniques based on market data, are mainly IRSs on interest rates that have the purpose of hedging both the fair value of underlying instruments and cash flows. The most frequently applied valuation techniques include "forward pricing" and "swap" models, which use the calculations of the present value.
The following table analyzes financial instruments measured at fair value based on three different levels of valuation.

Thousands of €	12.31.2024			12.31.2023		
Financial assets	**Level 1**	**Level 2**	**Level 3**	**Level 1**	**Level 2**	**Level 3**
Non-Current financial assets	-	-	133	-	-	335
Current financial assets	6	-	-	6	-	-
Hedging derivatives	-	117	-	-	299	-
Financial liabilities						
Speculative derivatives	-	-	-	-	-	-
Hedging derivatives	-	746	-	-	175	-

Level 1 valuation was used for non-significant securities.
Level 2 valuation, used for financial instruments measured at fair value, is based on parameters such as interest rates that are quoted in active or observable markets on official rate curves. The asset valued with Level 2 at December 31, 2024 relates to the positive fair value of the derivative on interest rates for Euro 117 thousand. Likewise, the liability valued with Level 2 at December 31, 2024 relates to the negative fair value of the derivative on interest rates for Euro 746 thousand.
Level 3 valuation, used for financial instruments measured at fair value, is based on inputs that are not based on observable market data. The asset, valued at level 3 as of December 31, 2024, relates in the amount of Euro 133 thousand to the fair value of options on 13.3% of Blampin Groupe.

Non-financial instruments
It should be noted that there are no non-financial instruments measured at fair value at December 31, 2024.

NOTE 26. Transactions with related parties

The Company has enacted a conduct procedure related to transactions with related parties, both companies and physical persons, in order to monitor and trace the necessary information regarding transactions with Group companies as well as those in which directors and executives of the Parent Company have interests, for the purpose of their control and possible authorization. The procedure identifies the subjects required to report the information already mentioned, defines what transactions should become the subject of communication, and sets the deadlines to submit the information, specifying its content. The main intra-group activities, regulated at market prices, are developed through contractual relations that specifically concerned:

- management of investments;
- regulation of financial flows through centralized treasury and intra-group loans;
- sharing of general, administrative and legal services;
- assistance related to IT services;
- trade agreements.

In addition, there is a fiscal relationship between Orsero and nearly all of the Italian subsidiaries, following the option exercised for the national tax consolidation regime, governed by articles 117 et seq. of the TUIR, for the three-year period 2024-2027. Receivables and payables arising from such fiscal relationships are not interest-bearing.
It is noted that during FY 2024, no related party transactions were implemented other than those coming under the scope of the Company's ordinary business with the exception of the acquisition of Inmobiliaria Pacuare Limitada. Below is a summary of the items in the statement of financial position and income statement for transactions between the Company and its related parties in 2024. Transactions with the companies shown in the table are essentially of a commercial nature and relate to specific sectors of activity, while those with physical person related parties relate to existing employment relationships or to remuneration due in their capacity as Directors and Statutory Auditors, members of the Board of Directors of the Company.

Related parties as at December 31, 2024

Thousands of €	Financial receivables	Trade receivables	Fiscal receivables	Other receivables
Subsidiaries				
AZ France S.A.S.	3,000	78	-	-
Bella Frutta S.A.	-	534	-	-
Cosiarma S.p.A.	-	34	-	-
Eurofrutas S.A.	2,355	7,914	-	-
Hermanos Fernández López	-	20	-	-
Fresco S.r.l.	-	15	85	-
Fruttital S.r.l.	6,098	620	2,293	-
Galandi S.p.A.	-	2	121	-
Thor S.r.l.	287	7	8	-
Orsero Produzione S.r.l.	441	9	-	-
I Frutti di Gil S.r.l.	-	39	-	-
Gruppo Fruttica	-	-	16	-
Orsero Servizi S.r.l.	1,479	43	-	-
Simba S.p.A.	-	37	970	-
Capexo S.a.S.	-	1	-	-
Blampin Groupe	-	1	-	-
Comercializadora de Frutas S.A.C.V.	-	11	-	-
Total exposure vs subsidiaries	**13,660**	**9,365**	**3,492**	**-**
Associates				
Agricola Azzurra S.r.l.	-	20	-	-
Total exposure to associates	**-**	**20**	**-**	**-**
Related companies				
Nuova Beni immobiliari S.r.l.	-	9	-	-
FIF Holding S.p.A.	-	56	-	2
Argentina S.r.l. *	-	2	-	1
Total exposure to related companies	**-**	**67**	**-**	**3**
Total exposure to subsidiaries, associates, and related companies	**13,660**	**9,452**	**3,492**	**3**
Total receivables	**26,634**	**26,634**	**26,634**	**26,634**
% Total receivables	**51.29%**	**35.49%**	**13.12%**	**0.00%**

* Other receivables include a receivable of Euro 8,000 thousand, fully written down and relating to the amount of the guarantee enforced by Intesa Sanpaolo S.p.A. with regard to Orsero on the loan held by Argentina S.r.l.

Related parties as at December 31, 2024

Thousands of €	Financial payables	Trade payables	Fiscal payables	Other payables
Subsidiaries				
AZ France S.A.	-	-	-	-
Cosiarma S.p.A.	32,493	30	-	-
Fresco S.r.l.	2,373	6	28	-
Fruttital S.r.l.	-	58	230	-
Galandi S.p.A.	1,651	2	-	-
Gruppo Fruttica	-	-	6	-
Orsero Produzione S.r.l.	-	2	36	-
I Frutti di Gil S.r.l.	338	-	43	-
Orsero Servizi S.r.l.	-	356	13	-
Simba S.p.A.	5,997	5	32	-
Total exposure vs subsidiaries	**42,852**	**459**	**388**	**-**
Related companies				
Nuova Beni immobiliari S.r.l.	-	-	-	-
Related parties' physical person	-	-	-	1,419
Total exposure to related companies	**-**	**-**	**-**	**1,419**
Total exposure to subsidiaries and related companies	**42,852**	**459**	**388**	**1,419**
Total payables	**45,106**	**45,106**	**45,106**	**2,839**
% Total payables	**95%**	**1%**	**1%**	**50%**

Related parties as at December 31, 2024

Thousands of €	Net sales	General and administrative expenses	Other operating income expense *	Financial Income	Financial expense and exchange rate differences	Dividends received **
Subsidiaries						
AZ France S.A.S.	139	-	-	153	-	-
Bella Frutta S.A.	9	-	-	-	-	-
Cosiarma S.p.A.	495	-	-	-	(122)	13,000
Eurofrutas S.A.	39	-	-	96	-	-
Fresco S.r.l.	257	(1)	-	-	(6)	-
Fruttital S.r.l.	1,344	(117)	-	56	-	-
Galandi S.r.l.	7	-	-	1	(9)	1,800
Thor S.r.l.	12	-	-	1	-	-
Orsero Produzione S.r.l.	13	-	-	2	-	-
I Frutti di Gil S.r.l.	45	-	-	-	-	-
Orsero Servizi S.r.l.	52	(677)	-	5	-	-
Blampin SAS	3	-	-	-	-	6,086
Capexo	2	-	-	-	-	3,000
Hermanos Fernández López S.A.	82	-	-	-	-	-
Simba S.p.A.	148	-	-	1	(18)	2,000
Comercializadora de Frutas S.A.C.V.	11	-	-	-	-	-
Total exposure vs subsidiaries	**2,658**	**(795)**	**-**	**314**	**(155)**	**25,886**
Fruport Tarragona S.L.	-	-	-	-	-	490
Agricola Azzurra	20	-	-	-		-
Total exposure to associates	**20**	**-**	**-**	**-**	-	**490**
Related companies						
Nuova Beni immobiliari S.r.l.	1	-	-	-	-	-
FIF Holding S.p.A.	14	-	-	-	-	-
Argentina S.r.l. in liquidazione	1	-	-	-	-	-
Related parties' physical person	-	(2,704)	(1,478)	-	-	-
Total exposure to related companies	**16**	**(2,704)**	**(1,478)**	**-**	**-**	-
Total exposure to subsidiaries, associates and related companies	**2,694**	**(3,499)**	**(1,478)**	**314**	**(155)**	**26,375**
Income statement data	**2,694**	**(11,881)**	**(1,825)**	**1,472**	**(6,463)**	**26,038**
% of income statement data	**100%**	**29%**	**81%**	**21%**	**2%**	**101%**

*Falling under Other operating income/expense

**Falling under Other investment income/expense

Receivables from related parties:

- Nuova Beni Immobiliari S.r.l. Euro 9 thousand, all trade;
- Argentina S.r.l. Euro 2 thousand, trade, and Euro 1 thousand for other receivables;
- FIF Holding S.p.A. Euro 56 thousand, trade receivables, of which Euro 9 thousand represented by invoices to be issued, and Euro 2 thousand for other receivables.

Payables to related parties:

- The amount due to physical person related parties relates as noted to remuneration for the corporate bodies (Euro 44 thousand), employees (Euro 454 thousand) and incentives (Euro 920 thousand).

Revenues with respect to related parties consist of:

Consulting services and cost recoveries:

- Nuova Beni Immobiliari S.r.l.: Euro 1 thousand;
- FIF Holding S.p.A. Euro 14 thousand;
- Argentina S.r.l. Euro 1 thousand.

Costs with respect to related parties consist of:

Ordinary operating costs:

- Costs to related parties who are physical persons relate to remuneration paid to employees for Euro 2,082 thousand and directors or statutory auditors of the Company for Euro 622 thousand.

Other costs and expenses:

- Non-recurring costs include the portion of Top Management incentives referring to physical person related parties for Euro 1,478 thousand.

Transactions with related parties are governed by specific contracts, the conditions of which are in line with those of the market.

NOTE 27. Share-based payments

With reference to the 2024 financial year, the incentives accrued by Top Management represent a cost of Euro 1,848 thousand divided into Euro 1,053 thousand for MBO (bonus component that will be paid following approval of the 2024 financial statements), Euro 762 thousand linked to the 2023-2025 Performance Share Plan (valuing the shares granted at fair value on the assignment date) and Euro 33 thousand as a dividend equivalent component, also in accordance with the Performance Share Plan.
As noted above, with reference to the year 2024, a cost of Euro 762 thousand has been recorded in connection with the 2023-2025 Performance Share Plan in non-recurring costs and an additional Euro 377 thousand as the higher value recognized on equity investments, as the target for the year 2024 has been reached, thus resulting in the assignment of 96,858 shares, which will be delivered free of charge within 10 trading days of the date of allocation of the final tranche of the Plan, and in any case no later than the date of the Orsero Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2025. The value specified above represents the fair value, in accordance with IFRS 2, at the assignment date, determined by an outside consultant to be Euro 11.8984 for shares without lock-up and Euro 11.3804 for shares with lock-up. Note that these shares are already held by the Company, which allocated a portion of the shares owned specifically for this plan. It should be noted that the Parent Company recorded an additional Euro 15 thousand as the higher value recognized on equity investments in relation to the dividend equivalent attributable to parties who are employees of the subsidiaries and not the Company.

NOTE 28. Employees

The following table shows the number of employees as at December 31, 2024 and 2023.

	12.31.2024	12.31.2023	Change
Number of employees	44	40	4
Average number of employees	44	40	4

NOTE 29. Fees due to the Directors and the Board of Statutory Auditors

The following table details the remuneration for the members of Orsero's corporate bodies for the year.

Thousands of €	12.31.2024	12.31.2023	Change
Board of directors	523	489	34
Board of Statutory Auditors	99	88	11

The amount of "Board of Directors' Fees" includes Directors' emoluments for Euro 475 thousand and social security and welfare contributions relative to the previous items for Euro 48 thousand, in addition to the remuneration of the Board of Statutory Auditors for Euro 99 thousand.

NOTE 30. Guarantees provided, commitments and other contingent liabilities.

The guarantees provided by the Company are as follows:

Thousands of €	2024	2023
Guarantees issued		
Fruttital S.r.l.	108	214
Simba S.p.A.	50	464
Galandi S.r.l.	106	106
Fresco S.r.l.	3,514	3,580
Eurofrutas S.A.	2,001	2,001
Bella Frutta S.A.	6	300
Total guarantees	**5,785**	**6,665**

The table already shows in detail the main changes that have occurred since December 31 of the previous year, against the changed guaranteed amounts relating to guarantees given on bank accounts and in favor of suppliers of Group companies, including customs authorities.

NOTE 31. Significant events after December 31, 2024

At the date of this Annual Financial Report of the Orsero Group, there were no significant events in terms of operating activities.
With reference to the latest developments in the international geopolitical situation, the Group's management continues to monitor their developments with the aim of maintaining an efficient import and distribution logistics chain and preserving its cost-effectiveness.

NOTE 32. Information on any contributions received

It is noted that the Parent Company has not benefited from the aids for which publication is mandatory in the National State Aid Register.

ANNEX 1. Information in accordance with Art. 149-duodecies of the Consob Issuers' Regulation

The table below, prepared in accordance with Art. 149-duodecies of the Consob Issuers' Regulation, shows the fees for 2024 for auditing and other non-auditing services provided by the independent auditing firm appointed or by companies belonging to its network.

Type of services - Thousands of €	Company that provided the service	Fees for 2024
Audit (*)	**KPMG S.p.A.**	**158**
Other services (**)		
Non-audit services	KPMG S.p.A.	80
	Parent Company Auditor Network	36
Tax declaration	KPMG S.p.A.	3

(*) Includes the audit at December 31, 2024 and the limited review of the interim report as of June 30 2024.

(**) "Non audit services" includes the certificate of compliance of the consolidated sustainability statement for € 80 thousand, consultancy on Readiness Assessment, with reference to Directive (EU) 2022/2555 in the area of Network and Information Security ('NIS 2') and Cybersecurity Awareness for € 36 thousand.

ANNEX 2. Financial statements tables in accordance with Consob Resolution 15519/2006

Statement of financial position 2024 and 2023

Thousands of €	12.31.24	of which related parties				
		Subsidiaries	Associates	Related	Total	%
ASSETS						
Intangible assets other than Goodwill	73	-	-	-	-	-%
Property, plant and equipment	4,557	-	-	-	-	-%
Equity investments	257,411	246,429	10,981	-	**257,410**	**100%**
Non-current financial assets	263	-	-	-	-	-%
Deferred tax assets	1,227	-	-	-	-	-%
NON-CURRENT ASSETS	**263,531**	**246,429**	**10,981**	**-**	**257,410**	**98%**
Receivables	26,634	26,517	20	67	**26,603**	**99%**
Current tax assets	1,436	-	-	-	-	-%
Other receivables and other current assets	662	-	-	3	**3**	-%
Cash and cash equivalents	28,266	-	-	-	-	-%
CURRENT ASSETS	**56,997**	**26,517**	**20**	**70**	**26,607**	**47%**
Non-current assets held for sale	**-**	**-**	**-**	**-**	**-**	**-**
TOTAL ASSETS	**320,528**	**272,946**	**11,001**	**70**	**284,017**	**89%**
Share Capital	69,163	-	-	-	-	-%
Other Reserves and Retained Earnings	83,186	-	-	-	-	-%
Profit/loss	13,435	-	-	-	-	-%
EQUITY	**165,785**	**-**	**-**	**-**	**-**	**-%**
LIABILITIES						
Financial liabilities	72,482	-	-	-	-	-%
Deferred tax liabilities	28	-	-	-	-	-%
Employees benefits liabilities	2,344	-	-	-	-	-%
NON-CURRENT LIABILITIES	**74,854**	**-**	**-**	**-**	**-**	**-%**
Financial liabilities	31,679	-	-	-	-	-%
Payables	45,106	43,699	-	-	**43,699**	**96%**
Current tax liabilities	265	-	-	-	-	-%
Other current liabilities	2,840	-	-	1,419	**1,419**	**49%**
CURRENT LIABILITIES	**79,889**	**43,699**	**-**	**1,419**	**45,118**	**58%**
Liabilities directly associated with non-current assets held for sale	**-**	**-**	**-**	**-**	**-**	**-%**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**320,528**	**43,699**	**-**	**1,419**	**45,118**	**14%**

Thousands of €	12.31.23	of which related parties				
		Subsidiaries	Associates	Related	Total	%
ASSETS						
Intangible assets other than Goodwill	58	-	-	-	-	-%
Property, plant and equipment	4,944	-	-	-	-	-%
Equity investments	256,526	245,544	10,981	-	**256,525**	**100%**
Non-current financial assets	647	-	-	-	-	-%
Deferred tax assets	1,121	-	-	-	-	-%
NON-CURRENT ASSETS	**263,296**	**245,544**	**10,981**	**-**	**256,525**	**97%**
Receivables	43,361	43,041	250	49	**43,340**	**100%**
Current tax assets	1,327	-	-	-	-	-%
Other receivables and other current assets	625	-	-	-	-	-%
Cash and cash equivalents	43,651	-	-	-	-	-%
CURRENT ASSETS	**88,964**	**43,041**	**250**	**49**	**43,340**	**49%**
Non-current assets held for sale	**-**	**-**	**-**	**-**	**-**	**-**
TOTAL ASSETS	**352,260**	**288,585**	**11,231**	**49**	**299,865**	**85%**
Share Capital	69,163	-	-	-	-	-%
Other Reserves and Retained Earnings	71,667	-	-	-	-	-%
Profit/loss	22,165	-	-	-	-	-%
EQUITY	**162,995**	**-**	**-**	**-**	**-**	**-%**
LIABILITIES						
Financial liabilities	100,612	-	-	-	-	-%
Deferred tax liabilities	72	-	-	-	-	-%
Employees benefits liabilities	2,197	-	-	-	-	-%
NON-CURRENT LIABILITIES	**102,881**	**-**	**-**	**-**	**-**	**-%**
Financial liabilities	30,557	-	-	-	-	-%
Payables	50,924	49,466	-	20	**49,486**	**97%**
Current tax liabilities	270	-	-	-	-	-%
Other current liabilities	4,633	-	-	2,841	**2841**	**61%**
CURRENT LIABILITIES	**86,384**	**49,466**	**-**	**2,861**	**52,327**	**61%**
Liabilities directly associated with non-current assets held for sale	**-**	**-**	**-**	**-**	**-**	**-%**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	**352,260**	**49,466**	**-**	**2,861**	**52,327**	**15%**

Income statement and Statement of comprehensive income 2024 and 2023

Thousands of €	Year 2024	of which related parties				
		Subsidiaries	Associates	Related	Total	%
Net sales	2,694	2,658	20	16	**2,694**	100%
Cost of sales	-	-	-	-	-	-
Gross profit	**2,694**	**2,658**	**20**	**16**	**2,694**	**100%**
General and administrative expense	(11,881)	(795)	-	(2,704)	**(3,499)**	**29%**
Other operating income/expense	(1,825)		-	(1,478)	**(1,478)**	**80%**
- of which non-recurring operating income	*14*	-	-	-	-	*-%*
- of which non-recurring operating expense	*(1,956)*	-	-	*(1,478)*	***(1,478)***	*75%*
Operating result	**(11,012)**					
Financial income	1,472	314	-	-	**314**	**21%**
Financial expense and exchange rate differences	(6,463)	(155)	-	-	**(155)**	**2%**
Other investment income/expense	26,038	25,561	490	(12)	**26,038**	**100%**
Profit/loss before tax	**10,035**					
Income tax expense	3,400	-	-	-	-	-%
Profit/loss from continuing operations	**13,435**					
Profit/loss from discontinued operations	-	-	-	-	-	-%
Profit/loss	**13,435**					

Thousands of €	Year 2024	of which related parties				
		Subsidiaries	Associates	Related	Total	%
Profit/loss	**13,435**					
Other comprehensive income that will not be reclassified to profit/loss, before tax	-	-	-	-	-	-%
Income tax relating to components of other comprehensive income that will not be reclassified to profit/loss	-	-	-	-	-	-%
Other comprehensive income that will be reclassified to profit/loss, before tax	(753)	-	-	-	-	-%
Income tax relating to components of other comprehensive income that will be reclassified to profit/loss	181	-	-	-	-	-%
Comprehensive income	**12,863**					

Thousands of €	Year 2023	of which related parties				
		Subsidiaries	Associates	Related	Total	%
Net sales	2,363	2,340	-	22	**2,363**	**100%**
Cost of sales	-	-	-	-	-	-
Gross profit	**2,363**					
General and administrative expense	(12,281)	(996)	-	(2,686)	**(3,682)**	**30%**
Other operating income/expense	(2,463)		-	(1,998)	**(1,998)**	**81%**
- of which non-recurring operating income	*-*	*-*	*-*	*-*	*-*	***-%***
- of which non-recurring operating expense	*(2,652)*	*-*	*-*	*(1,998)*	***(1,998)***	***75%***
Operating result	**(12,381)**					
Financial income	1,557	191	-	-	**191**	**12%**
Financial expense and exchange rate differences	(7,063)	(136)	-	-	**(136)**	**2%**
Other investment income/expense	36,152	35,191	957	-	**36,149**	**100%**
Profit/loss before tax	**18,264**					
Income tax expense	3,901	-	-	-	-	**-%**
Profit/loss from continuing operations	**22,165**					
Profit/loss from discontinued operations	-	-	-	-	-	**-%**
Profit/loss	**22,165**					

Thousands of €	Year 2023	of which related parties				
		Subsidiaries	Associates	Related	Total	%
Profit/loss	**22,165**					
Other comprehensive income that will not be reclassified to profit/loss, before tax	(193)	-	-	-	-	**-%**
Income tax relating to components of other comprehensive income that will not be reclassified to profit/loss	-	-	-	-	-	**-%**
Other comprehensive income that will be reclassified to profit/loss, before tax	(582)	-	-	-	-	**-%**
Income tax relating to components of other comprehensive income that will be reclassified to profit/loss	140	-	-	-	-	**-%**
Comprehensive income	**21,530**					

Cash flow statement 2024 and 2023

Thousands of €	Year 2024	of which related parties			
		Subsidiaries	Associates	Related	Total
A. Cash flows from operating activities (indirect method)					
Profit/loss for the period	**13,435**				
Adjustments for income tax expense	(3,400)	-	-	-	-
Adjustments for interest income/expense	4,888	(159)	-	-	**(159)**
Adjustments for provisions	(26,375)	(25,886)	(490)	-	**(26,375)**
Adjustments for depreciation and amortization expense and impairment loss	376	-	-	-	**376**
Other adjustments for non-monetary elements	1,312	1,121	-	-	**1,121**
Change in inventories	16,727	16,524	230	(18)	**16,737**
Change in trade receivables	(5,818)	(5,767)	(20)		**(5,787)**
Change in trade payables	557	(33)	-	(1,425)	**(1,459)**
Change in other receivables/assets and in other liabilities	(3,899)	159	-	-	**159**
Interest received/(paid)	-	-	-	-	-
Dividend received	26,375	25,886	490	-	**26,375**
Cash flow from operating activities (A)	**24,178**				
B. Cash flows from investing activities					
Purchase of property, plant and equipment	(285)	(48)	-	-	**(48)**
Proceeds from sales of property, plant and equipment	53	-	-	-	-
Purchase of intangible assets	(42)	-	-	-	-
Proceeds from sales of intangible assets	-	-	-	-	-
Purchase of interests in equity investments	(855)	(855)	-	-	**(855)**
Proceeds from sales of equity investments	-	-	-	-	-
Purchase of other non-current assets	-	-	-	-	-
Proceeds from sales of other non-current assets	-	-	-	-	-
(Acquisitions)/disposal of investments in controlled companies, net of cash	-	-	-	-	-
Cash Flow from investing activities (B)	**(1,128)**				
C. Cash Flow from financing activities					
Increase/decrease of financial liabilities	(5,358)	-	-	-	-
Drawdown of new long-term loans	2,500	-	-	-	-
Pay back of long-term loans	(24,408)	-	-	-	-
Capital increase and other changes in increase/decrease	-	-	-	-	-
Disposal/purchase of treasury shares	(1,012)	-	-	-	-
Dividends paid	(10,158)	-	-	-	-
Cash Flow from financing activities (C)	**(38,436)**				
Increase/decrease in cash and cash equivalents (A ± B ± C)	**(15,386)**				
Cash and cash equivalents at 1st January 24-23	**43,651**				
Cash and Cash equivalents at 31st December 24-23	**28,266**				
Thousands of €		**of which related parties**			

	Year 2023	Subsidiaries	Associates	Related	Total
A. Cash flows from operating activities (indirect method)					
Profit/loss for the period	**22,165**				
Adjustments for income tax expense	(3,901)	-	-		-
Adjustments for interest income/expense	5,403	(55)	-	-	**(55)**
Adjustments for provisions	(36,279)	(35,321)	(957)	-	**(36,279)**
Adjustments for depreciation and amortization expense and impairment loss	391	-	-	-	-
Other adjustments for non-monetary elements	1,371	583		575	**1,158**
Change in inventories	10,320	10,488	(250)	26	**10,264**
Change in trade receivables	6,557	7,331	-	(131)	**7,200**
Change in trade payables	3,485	-	-	590	**590**
Change in other receivables/assets and in other liabilities	(5,642)	55	-	-	**55**
Interest received/(paid)	-	-	-	-	-
(Income taxes paid)	36,279	35,321	957	-	**36,279**
Cash flow from operating activities (A)	**40,150**				
B. Cash flows from investing activities					
Purchase of property, plant and equipment	(288)	-	-	-	-
Proceeds from sales of property, plant and equipment	46	-	-	-	-
Purchase of intangible assets	(17)	-	-	-	-
Proceeds from sales of intangible assets	-	-	-	-	-
Purchase of interests in equity investments	(66,977)	(66,977)	-	-	**(66.977)**
Proceeds from sales of equity investments	-	-	-	-	-
Purchase of other non-current assets	-	-	-	-	-
Proceeds from sales of other non-current assets	(60)	-	-	-	-
(Acquisitions)/disposal of investments in controlled companies, net of cash	-	-	-	-	-
Cash Flow from investing activities (B)	**(67,297)**				
C. Cash Flow from financing activities					
Increase/decrease of financial liabilities	(5,358)	-	-	-	-
Drawdown of new long-term loans	59,238	-	-	-	-
Pay back of long-term loans	(18,294)	-	-	-	-
Capital increase and other changes in increase/decrease	-	-	-	-	-
Disposal/purchase of treasury shares	(3,981)	-	-	-	-
Dividends paid	(6,022)	-	-	-	-
Cash Flow from financing activities (C)	**25,583**				
Increase/decrease in cash and cash equivalents (A ± B ± C)	**(1,564)**				
Cash and cash equivalents at 1st January 23-22	**45,215**				
Cash and Cash equivalents at 31st December 23-22	**43,651**				

INDEPENDENT AUDITOR’S REPORT ON THE SEPARATE FINANCIAL STATEMENTS

KPMG S.p.A.
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(The accompanying translated separate financial statements of Orsero S.p.A. constitute a non-official version which is not compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815. This independent auditors' report has been translated into English solely for the convenience of international readers. Accordingly, only the original Italian version is authoritative.)

Independent auditors' report pursuant to article 14 of Legislative decree no. 39 of 27 January 2010 and article 10 of Regulation (EU) no. 537 of 16 April 2014

To the shareholders of
Orsero S.p.A.

Report on the audit of the separate financial statements

Opinion

We have audited the separate financial statements of Orsero S.p.A. (the "company"), which comprise the statement of financial position as at 31 December 2024, the income statement and the statements of comprehensive income, cash flows and changes in equity for the year then ended and notes thereto, which include material information on the accounting policies.

In our opinion, the separate financial statements give a true and fair view of the financial position of Orsero S.p.A. as at 31 December 2024 and of its financial performance and cash flows for the year then ended in accordance with the IFRS Accounting Standards issued by the International Accounting Standards Board and endorsed by the European Union, as well as the Italian regulations implementing article 9 of Legislative decree no. 38/05.

Basis for opinion

We conducted our audit in accordance with the International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the "*Auditors' responsibilities for the audit of the separate financial statements*" section of our report. We are independent of the company in accordance with the ethics and independence rules and standards applicable in Italy to audits of financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Orsero S.p.A.
Independent auditors' report
31 December 2024

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the separate financial statements of the current year. These matters were addressed in the context of our audit of the separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Measurement of equity investments

Notes to the separate financial statements: section "Valuation criteria – Impairment test on investments" and note 3 –Investments

Key audit matter	Audit procedures addressing the key audit matter
The carrying amount of equity investments at 31 December 2024 is of €257.4 million. The main equity investments included in the financial statements at 31 December 2024 are related to the following subsidiaries: • Capexo S.A. for €44.0 million; • Blampin Group for €39.8 million; • Hermanos Fernandez Lopez SA for €41.5 million; • Fruttital S.r.l. for €40.3 million; • Cosiarma S.p.A. for €31.9 million; • AZ France S.A. for €21.6 million; • Simba S.p.A. for €9.8 million. Investments in subsidiaries are accounted for at cost and adjusted for any impairment loss. In line with the procedure approved by the Orsero S.p.A.'s board of directors on 6 March 2025, when they identify indicators of impairment, or at least annually, the directors test these equity investments for impairment, checking their recoverability by comparing their carrying amounts with their related recoverable amounts. The recoverable amount is estimated based on the value in use, calculated using the discounted cash flow model by discounting the cash flows that are expected to be generated by the company or by the cash-generating units (CGU) to which it belongs for the three-year period 2025-2027. The expected operating cash flows were estimated on the basis of the 2025 budget, approved by the Board of Directors on 3 February 2025.The expected operating cash flows for the years 2026 and 2027 and for the terminal value have been determined on	Our audit procedures, which also involved our own specialists, included: • updating our understanding of the process adopted to prepare the impairment tests and the forecasts set out in the update to the 2025-2027 plan; • checking any discrepancies between the previous years forecast and actual figures, in order to understand the accuracy of the estimation process; • analysing the reasonableness of the key assumptions used by the directors to determine the operating cash flows and the valuation models adopted; • checking the consistency of the expected cash flows used for impairment testing with those used for the forecasts and analysing the reasonableness of any discrepancies; • checking the sensitivity analysis presented in the notes to the consolidated financial statements in relation to the key assumptions used for impairment testing; • assessing the appropriateness of the disclosures provided in the notes about the measurement of equity investments and the related impairment test.

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Orsero S.p.A.
Independent auditors' report
31 December 2024

Key audit matter	Audit procedures addressing the key audit matter
the basis of the operating result of year 2025. For the investment held in Cosiarma S.p.A., it has been considered the operating cash flows for a period consistent with the Expected useful lives of the ships (year 2029), estimated on the basis of the actual results over the previous years and of the 2025 budget. Impairment testing is complex and entails a high level of judgement, especially in relation to: • the expected operating cash flows, calculated by taking into account the general economic performance and that of the Group's sector, the actual cash flows for recent years and the projected growth rates; • the financial parameters used to calculate the discount rate. For the above reasons, we believe that the measurement of the equity investments is a key audit matter.	

Responsibilities of the company's directors and board of statutory auditors ("Collegio Sindacale") for the separate financial statements

The directors are responsible for the preparation of separate financial statements that give a true and fair view the IFRS Accounting Standards issued by the International Accounting Standards Board and endorsed by the European Union, as well as the Italian regulations implementing article 9 of Legislative decree no. 38/05 and, within the terms established by the Italian law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the company's ability to continue as a going concern and for the appropriate use of the going concern basis in the preparation of the separate financial statements and for the adequacy of the related disclosures. The use of this basis of accounting is appropriate unless the directors believe that the conditions for liquidating the company or ceasing operations exist, or have no realistic alternative but to do so.

The *Collegio Sindacale* is responsible for overseeing, within the terms established by the Italian law, the company's financial reporting process.

Auditors' responsibilities for the audit of the separate financial statements

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISA Italia will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

As part of an audit in accordance with ISA Italia, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the company to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance, identified at the appropriate level required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the ethics and independence rules and standards applicable in Italy and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the measures taken to eliminate those threats or the safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements of the current year and are, therefore, the key audit matters. We describe these matters in our auditors' report.

Other information required by article 10 of Regulation (EU) no. 537/14

On 24 April 2019, the company's shareholders appointed us to perform the statutory audit of its separate and consolidated financial statements as at and for the years ending from 31 December 2019 to 31 December 2027.

We declare that we did not provide the prohibited non-audit services referred to in article 5.1 of Regulation (EU) no. 537/14 and that we remained independent of the company in conducting the statutory audit.

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Orsero S.p.A.
Independent auditors' report
31 December 2024

We confirm that the opinion on the separate financial statements expressed herein is consistent with the additional report to the *Collegio Sindacale*, in its capacity as audit committee, prepared in accordance with article 11 of the Regulation mentioned above.

Report on other legal and regulatory requirements

Opinion on the compliance with the provisions of Commission Delegated Regulation (EU) 2019/815

The company's directors are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (ESEF) to the separate financial statements at 31 December 2024 to be included in the annual financial report.

We have performed the procedures required by Standard on Auditing (SA Italia) 700B in order to express an opinion on the compliance of the separate financial statements with Commission Delegated Regulation (EU) 2019/815.

In our opinion, the separate financial statements at 31 December 2024 have been prepared in XHTML format in compliance with the provisions of Commission Delegated Regulation (EU) 2019/815.

Opinion and statement pursuant to article 14.2.e)/e-bis)/e-ter) of Legislative decree no. 39/10 and article 123-bis.4 of Legislative decree no. 58/98

The company's directors are responsible for the preparation of a directors' report and a report on corporate governance and ownership structure at 31 December 2024 and for the consistency of such reports with the related separate financial statements and their compliance with the applicable law.

We have performed the procedures required by Standard on Auditing (SA Italia) 720B in order to:

- express an opinion on the consistency of the report on operations and certain specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98 with the separate financial statements;
- express an opinion on the consistency of the directors' report, excluding the section that includes the consolidated sustainability statement, and certain specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98 with the applicable law;
- issue a statement of any material misstatements in the directors' report and certain specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98.

In our opinion, the directors' report and the specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98 are consistent with the company's separate financial statements at 31 December 2024.

Moreover, in our opinion, excluding the section which includes the consolidated sustainability statement, the directors' report and the specific information presented in the report on corporate governance and ownership structure required by article 123-bis.4 of Legislative decree no. 58/98 have been prepared in compliance with the applicable law.

Orsero S.p.A.
Independent auditors' report
31 December 2024

With reference to the above statement required by article 14.2.e-ter) of Legislative decree no. 39/10, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have nothing to report.

Our opinion on compliance with the applicable law does not extend to the section of the directors' report which includes the consolidated sustainability statement. Our conclusion on the compliance of this section with the legislation governing its preparation and with the disclosure requirements of article 8 of Regulation (EU) 2020/852 is included in the assurance report prepared in accordance with article 14-bis of Legislative decree no. 39/10.

Genoa, 28 March 2025

KPMG S.p.A.

(signed on the original)

Andrea Fumagallo
Director of Audit

BOARD OF STATUTORY AUDITORS' REPORT

ORSERO S.p.A.

Registered office in Milan, Via Vezza D'Oglio 7

Share Capital Euro 69,163,340.00 Fully paid-in

Milan Register of Companies and Tax ID 09160710969

REA 2072677

BOARD OF STATUTORY AUDITORS' REPORT TO THE SHAREHOLDERS' MEETING

pursuant to Article 2429 of the Italian Civil Code and Article 153 of Legislative Decree no. 58/1998

Shareholders,

The Board of Statutory Auditors of Orsero SPA. (hereinafter, "Orsero" or the "Company"), also in its capacity as the "internal control and audit committee" reports on the supervisory activities carried out during the year ended December 31, 2024, pursuant to Articles 2429 et seq. of the Italian Civil Code and in compliance with the provisions contained in Legislative Decree no. 58/1998 (Consolidated Law on Finance); the recommendations expressed in the Rules of Conduct for the Board of Statutory Auditors of Listed Companies issued by the Consiglio Nazionale dei Dottori Commercialisti ed Esperti Contabili - CNDCEC (National Board of Chartered Accountants and Expert Tax Advisors); taking into account the indications provided by Consob with communication of April 6, 2001 - DEM/1025564, amended and supplemented with communication of April 4, 2003 - DEM/3021582 and subsequently with communication of April 7, 2006 - DEM/6031329; considering the indications contained in Consob's Attention Call no. 3/22 of May 19, 2022; also taking into account the indications contained in the new Corporate Governance Code prepared by the Corporate Governance Committee of Borsa Italiana S.p.A., to which the Company has adhered.

In this Report, the Board also reports on the supervisory activity carried out on the Company's compliance with the provisions contained in Legislative Decree no. 125/2024 Decree implementing

CSRD Sustainability Statement.

The Board acquired the information required to perform its supervisory function through the ordinary control activities carried out during the 7 meetings held during the year, the meetings held in joint session with the board committees and the participation in the meetings of the Board of Directors through the various hearings of the Company's management, as well as through the information acquired from the competent corporate functions.

APPOINTMENT AND INDEPENDENCE OF THE BOARD OF STATUTORY AUDITORS

This Board was appointed by the Shareholders' Meeting of April 26, 2023, for the three-year term 2023/2026, in the persons of Lucia Foti Belligambi (Chair), Michele Paolillo (Standing Auditor) and Marco Rizzi (Standing Auditor).

The composition of the Board complies with the gender distribution criterion set forth in Article 148 of Legislative Decree no. 58 of 1998.

The Board of Statutory Auditors carried out, with reference to 2024, the process of self-assessment on the composition and operation of the board, in order to ascertain the suitability of the members and the adequate composition of the body, regarding the requirements of professionalism, skill, availability of time and resources in relation to the complexity of the task. The results of the aforementioned self-assessment process, conducted at the meeting of the Board of Statutory Auditors on February 26, 2025, were communicated to the Board of Directors, pursuant to Article 144-novies, paragraph 1-ter of the Issuers' Regulations, adopted by Consob Resolution no. 11971 of 1999, the provisions of the Corporate Governance Code and the aforementioned Rules contained in the document prepared by the CNDCEC, at the meeting of March 13, 2025 , and are highlighted in the Corporate Governance Report to which reference is made.

The members of the Board of Statutory Auditors also confirmed that they have complied with the limit on the accumulation of posts provided for in Article 144-terdecies of the Issuers' Regulations and that they have fulfilled the training requirements of their respective orders.

SUPERVISORY AND CONTROL ACTIVITIES OF THE BOARD OF STATUTORY AUDITORS

As part of performing the functions assigned to it by the law, in its capacity as a control body and also as the Internal control and audit committee in public interest entities, pursuant to Article 19 of Legislative Decree no. 39/2010, the Board of Statutory Auditors carried out in detail the activities set out below.

ACTIVITIES TO SUPERVISE COMPLIANCE WITH THE LAW AND THE ARTICLES OF ASSOCIATION

With specific reference to the activities to supervise compliance with the law and the articles of association

the Board:

- ✓ attended the meetings of the Shareholders' Meeting and the Board of Directors, overseeing compliance with the law, main and secondary regulations and the articles of association, as well as compliance with principles of correct administration;

- ✓ obtained from the Directors, with the frequency set forth in Article 150 of Legislative Decree no. 58/1998 and in the manner provided for by the Articles of Association in Article 22, information on the general performance of operations, their outlook, as well as all activities and transactions of considerable economic, financial, and equity significance resolved and implemented by the Company and its subsidiaries during the year, paying particular attention to the circumstance that the resolutions taken and the actions undertaken were in accordance with the law and the articles of association and were not manifestly imprudent, risky, in potential conflict of interest, in conflict with the resolutions of the Shareholders' Meetings or

- ✓ such as to compromise the integrity of the Company's assets;
- ✓ It acquired information on and monitored, to the extent of its responsibility, the adequacy of the company’s organizational structure - in terms of structure, procedures, skills and responsibilities - the size of the Company and the nature and manner of pursuing the corporate purpose, through the collection of information from the heads of the relevant company functions and meetings with the Independent Auditors, as part of the mutual exchange of data and information;
- ✓ It supervised compliance with the principles of proper administration through regular attendance at meetings of the Board of Directors and by attending meetings in joint session of the board committees established in accordance with the Corporate Governance Code and through the acquisition of information from the specific corporate functions, focusing on whether management decisions were inspired by the principle of proper administration and reasonableness and whether the directors were aware of the riskiness and effects of the transactions carried out;
- ✓ It assessed and monitored the adequacy of the internal control system and the administrative-accounting system, as well as the latter’s reliability in terms of providing a correct representation of the operating events; The Board of Statutory Auditors, in particular, acknowledges that during the meetings of the Control and Risk Committee, the audits within its competence were carried out, in accordance with the provisions of the Corporate Governance Code and the Regulations of the Committee itself, regularly illustrated to the Board of Statutory Auditors also in its capacity as the Internal Control and Audit Committee, supervising, in particular, on the adequacy and effectiveness of the Internal Control and Risk Management System with respect to the characteristics of the business and the risk profile

assumed by the Company and the Work Plan prepared by the internal audit In addition, the Board of Statutory Auditors noted that the Audit and Risk Committee expressed, on March 6, 2025, its favorable opinion on the annual assessment of the adequacy of the Internal Control and Risk Management System based on the findings in this regard expressed by the Head of Internal Audit.

- ✓ It met with the Corporate Accounting Reporting Officer, who was also identified by the Company as the person required to make the attestation on Sustainability Statement pursuant to Article 154-bis, paragraph 5-ter of the Consolidated Law on Finance;
- ✓ It has been periodically updated as regards the Company's and the Group's main disputes, monitoring their progress during the year;
- ✓ during 2024 and from the beginning of 2025, until the date of this Report, it received information from the Independent Auditors regarding the audit strategy, areas of focus, controls performed and their outcomes, and key issues encountered in the performance of the statutory audit and attestation of sustainability statement in accordance with the provisions of Article 19 of Legislative Decree no. 39/2010 and Article 11 of Regulation (EU) no. 537/2014;
- ✓ It verified full compliance with obligations regarding regulated, privileged or required information by Supervisory Authorities;
- ✓ It checked the adequacy of the instructions given to the subsidiaries in order to ensure the timely fulfillment of the reporting requirements under Article 114, paragraph 2, of the Consolidated Law on Finance;
- ✓ It received information on Transactions with Related Parties initiated or concluded during the period, including Transactions falling within the cases of exemption provided for in CONSOB Regulation no. 17221/2010, as amended, and the procedure of Orsero Spa
- ✓ It established that the Report on Corporate Governance and Ownership Structure contains all the information required by Article 123-bis Consolidated Law on Finance as well as other information provided in compliance with the regulations governing issuers listed on regulated markets;

- ✓ It had information about changes in the organizational structure, supervising the existence, updating and effective dissemination of company directives and procedures and the general adequacy of the organizational structure;
- ✓ It supervised, pursuant to Article 149, paragraph 1, letter c-bis, of Legislative Decree no. 58/1998, the procedures for the actual implementation of the Corporate Governance Code, prepared by the Corporate Governance Committee, to which the Company adheres;
- ✓ It checked the adoption of the procedure of self-assessment on the composition and functioning of the Board of Directors and the Committees established within it, carried out in accordance with the recommendations of the Corporate Governance Code, and found that in the assessment - carried out on the basis of the processing of the findings of a self-assessment questionnaire completed by all members of the Board of Directors - no critical issues emerged.
- ✓ It verified, in particular, again with regard to the aforementioned self-assessment procedure, the proper application of the assessment criteria and procedures adopted by the Board of Directors, in compliance with the application criterion set forth in Recommendation no. 6 of Article 2 of the Corporate Governance Code, to assess the independence of its members;
- ✓ It checked that the Company has complied with the Sustainability Statement requirements set forth in Legislative Decree no. 125/2024, Legislative Decree no. 58/1998 and other applicable regulations and that, in particular, it has included, in a special section marked as such, in the management report, the information required by Articles 3 and 4 of Legislative Decree. Decree no. 125/2024, and the specifications adopted pursuant to Article 8, paragraph 4 of Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020.

The Board further acknowledges that it has issued the following favorable opinions:

- ✓ on the assessment of the satisfaction of the independence requirements, as set forth in the Corporate Governance Code and Legislative Decree no. 58/1998, for independent directors;
- ✓ on the allocation of fees to directors holding special offices, pursuant to Article 2389, paragraph 3, of the Italian Civil Code;

- ✓ on the approval of the annual activity plan prepared by the head of the Internal Audit Department, pursuant to Recommendation no. 33, letter c in Article 6 of the Corporate Governance Code;
- ✓ on the assessment on the correct use of accounting standards and their uniformity for the purpose of preparing the consolidated financial statements, carried out by the Audit and Risk Committee, pursuant to Recommendation no. 35, letter a) under Article 6 of the Corporate Governance Code, in consultation with the Corporate Accounting Reporting Officer;
- ✓ on the appointment of KPMG for the three-year period 2024-2025-2026 for the purpose of the attestation of the Consolidated Sustainability Statement;
- ✓ on the engagement of KPMG to advise on the Readiness Assessment, with reference to Directive (EU) 2022/2555 in the areas of Network and Information Security ("NIS 2") and Cybersecurity Awareness Technical Security Assessment;
- ✓ on the awarding of a contract to KPMG Costarica to perform tax assistance services on Transfer price issues for Orsero Costarica (subsidiary of Cosiarma) for the tax periods 2024,2025,2026;
- ✓ on the engagement of KPMG Costa Rica Assistance to prepare legal documents regarding the merger of Inmobiliaria Pacuare PLI Limitada (a Costa Rican company wholly owned by Orsero SpA) into Orsero Costa Rica (a Costa Rican company wholly owned by Cosiarma SpA) based on the "Commercial Code" and "Notarial Code" of Costa Rica.

SUPERVISORY ACTIVITIES ON THE ADEQUACY OF THE INTERNAL CONTROL SYSTEM AND ORGANIZATIONAL STRUCTURE

Regarding the supervisory activity on the adequacy of the internal control system and the organizational structure, the Board assessed and supervised the adequacy of internal control and the effectiveness of the internal control and risk management systems, focusing on the most relevant activities, including through regular participation in the meetings of the Risk Control Committee

As part of this activity, the Board acknowledges to have:

- ✓ received periodic reports on its activities prepared by the Risk Control Committee and those prepared by the Internal Audit Department;
- ✓ received the reports prepared at the completion of the auditing and monitoring activities by the Internal Audit Department, with their outcomes and recommended actions, and had evidence of the subsequent checks on the actual implementation of these actions;
- ✓ received periodic updates on the development of the risk management process, the outcome of monitoring and assessment activities carried out by Internal Audit, and the results achieved;

The Board of Statutory Auditors oversaw the adequacy of the overall organizational structure of the Company and the Group and also monitored the process of assigning powers.

The Board of Statutory Auditors met with the Supervisory Body set up pursuant to Italian Legislative Decree 231/2001, which is responsible for overseeing the updating, functioning of and compliance with the Organization, Management and Control Model and the Code of Ethics, and was informed about the activities it had carried out, as also set forth in the Supervisory Body's Annual Report presented at the Board of Directors' meeting on March 13, 2025.

As a result of its activities, the Supervisory Body did not report any critical issues.

The board of statutory auditors met with the Boards of Statutory Auditors of the main subsidiaries in order to acquire information in particular regarding the operation of corporate activities, the reliability of the internal control system and corporate organization, and relevant litigation-as required by Article 151 Consolidated Law on Finance - and compliance with internal procedures issued by the Parent Company. In particular, the audits were aimed at acquiring information and assessments regarding the administration and control systems of the subsidiaries: on these profiles, the Boards of Statutory Auditors of the Group companies did not represent any critical issues worthy of reporting. All the Boards of Statutory Auditors involved have also expressed a positive opinion regarding the adequacy of the organizational, administrative and accounting system of their respective companies; no violations of procedures that could be qualified as relevant or significant, nor gaps or inadequacies in the internal control systems have emerged; for the foreign companies directly controlled by Orsero S.p.a., the supervisory activity of the Board was developed with the collaboration of the group internal audit department. Specifically, with regard to the Aggregate Audit Plan 2024, it was informed of the findings of the Audits conducted at said foreign companies of the Orsero Group and the related results expressed in the Audit Reports.

SUPERVISORY ACTIVITIES ON THE ADEQUACY OF THE ADMINISTRATIVE-ACCOUNTING SYSTEM AND STATUTORY AUDIT ACTIVITIES

Regarding the supervisory activities on the adequacy of the administrative-accounting system and statutory audit activities

the Board, called upon to supervise, in accordance with Article 19 of Legislative Decree no. 39/2010, the financial reporting process; the effectiveness of internal control and risk management systems; the statutory audit of the accounts and the independence of the Independent Auditors especially with regard to the provision of non-audit services, has in detail:

- ✓ supervised the existence of rules and procedures regarding the process of financial reporting preparation and disclosure; the process of attesting to the reliability of financial reporting; and the ability of the financial reporting process to produce financial reporting in accordance with accounting standards. In particular, it should be noted that the Report on Corporate Governance sets out the criteria for defining the Internal Control and Risk Management System in relation to the financial reporting process at the consolidated level, and that the operation of administrative-accounting procedures is subject to checks carried out through control monitoring activities, carried out by the Executive in Charge with the support of Internal Audit and the consulting firm Deloitte & Touche S.p.A. The monitoring activities of the internal control system on financial disclosure did not reveal any impediments to issuing the attestation of the Corporate Accounting Reporting Officer and the Chief Executive Officer regarding the adequacy of administrative and accounting procedures to prepare the Company's separate and consolidated financial statements for 2024;

- ✓ Assessed with the Corporate Accounting Reporting Officer and other relevant Functions, during the various meetings, the potential economic and financial impacts attributable to certain risks to which the Group is subjected;
- ✓ Supervised the statutory audit of the annual and consolidated accounts and the independence of the Independent Auditors especially with regard to any non-auditing services;
- ✓ Received from the Independent Auditors confirmation of its independence pursuant to Article 17 of Legislative Decree no. 39/2010 and pursuant to paragraph 17 of International Standard on Auditing (ISA Italy) 260;

In carrying out the above activity, the Board coordinated with the Risk Control Committee in order to avoid overlapping and to benefit from the different skills.

MAJOR EVENTS.

- On February 6, 2024, based on the Budget projections approved by the BoD, the Guidance FY 2024 was announced to the market.
- On April 29, 2024, the shareholders' meeting resolved to distribute the 2023 year's earnings in the amount of Euro 22,165 thousand with the allocation of a unit dividend of Euro 0.60 per share.
- On December 19, 2024, the shareholders' meeting awarded the task to review the Consolidated Sustainability Statement

TRANSACTIONS WITH ASSOCIATES AND RELATED PARTIES ATYPICAL AND/OR UNUSUAL TRANSACTIONS

The Company has a "Procedure for transactions with related parties” in place, which was amended during 2024 in compliance with the provisions of Consob Regulation no. 17221/2010 as amended, Article 2391-bis of the Italian Civil Code and Articles 113-ter, 114, 115 and 154-ter of the

Consolidated Law on Finance.

The 2024 Financial Report shows the transactions with associated and related parties. In 2024, no transactions with associated and related parties were implemented other than those that are part of the Group's ordinary course of business.

The Board of Statutory Auditors has assessed as adequate the information provided by the Board of Directors in the 2024 Annual Financial Report regarding transactions with associated and related parties.

To the best of our knowledge, no atypical and/or unusual transactions were carried out during the 2024 financial year.

In conclusion, as a result of the supervisory and control activities carried out during the year in the terms exemplified (the list is not exhaustive, as supervision takes all possible forms) in the preceding paragraphs, the Board can attest that:

- no omissions, irregularities and/or objectionable or otherwise significant facts have emerged, such as to require their reporting to the supervisory bodies or mentioning in this report;
- no complaints were received pursuant to Art. 2408 of the Italian Civil Code, nor were any complaints received from third parties;
- no transactions with third parties, with Group Companies or with other related parties were identified such as to show atypical and/or unusual profiles in terms of content, nature, size and timing.

The set of operations and choices adopted is inspired by the principle of proper administration and reasonableness.

SUPERVISORY ACTIVITIES ON THE IMPLEMENTATION OF THE RULES OF CORPORATE GOVERNANCE

Regarding the supervisory activities on the implementation of the rules of corporate governance, the Board acknowledges:

- ✓ that it has verified the development of governance also in light of the considerations contained in the Report on Corporate Governance regarding the recommendations contained in the letter of the Chair of the Corporate Governance Committee dated December 17, 2024, and, in this context, that it has positively evaluated the attention paid by the Company to the aforementioned recommendations for the purpose of assessing the Company's position with respect to them;
- ✓ to have noted, through regular participation in the meetings of the Remuneration and Appointments Committee, the actual verification of the application of the Remuneration Policy and the compliance of the conduct adopted by the Company with the principles and criteria established therein.

TO THE SUPERVISORY ACTIVITIES RELATED TO THE ANNUAL FINANCIAL STATEMENTS, CONSOLIDATED FINANCIAL STATEMENTS AND CONSOLIDATED SUSTAINABILITY REPORT.

Regarding the supervisory activities related to the Annual Financial Statements, Consolidated Financial Statements and Consolidated Sustainability Statement, the Board acknowledges:

- ✓ having received - on March 13, 2025 - the draft consolidated financial statements of the Group and separate financial statements as of December 31, 2024 prepared in accordance with international accounting standards and in the European Single Electronic Format (ESEF), as well as the management report, within the terms provided for in Article 2429 of the Italian Civil Code, and having ascertained, also through the information taken from the Independent Auditors, compliance with the legal regulations governing their preparation;

- ✓ having obtained analytical information regarding the impairment test performed, in accordance with IAS 36, to confirm the values of assets recorded in the Company's financial statements and the financial statements of subsidiaries and relating to goodwill. All assessments underlying the impairment test, conducted as of December 31, 2024, again with the support of a leading Consultancy Firm, were analyzed by the Board. In order to determine the impairment testing, goodwill is considered as allocated to the individual cash generating units (CGUs) representing the financially-independent business units through which the Group operates. Instead, in particular, two Cash Generating Units were identified in the group, namely: the (CGU of the Distribution Business Unit and the Shipping/Cosiarma CGU), The impairment test, performed as of December 31, 2024, allowed the competent function to attest that the value in use of intangible assets (compared to the relevant book value) was maintained

- ✓ having received, on March 28, 2025, the reports issued pursuant to Article 14 and Article 19, paragraph 3 of Legislative Decree no. 39/2010 for the annual financial statements and consolidated financial statements for the year ended December 31, 2024, respectively, from the independent auditing firm KMPG. These reports show that the Company's annual financial statements and consolidated financial statements give a true and fair view of its financial position, results of operations and cash flows for the year ended December 31, 2024, in accordance with International Financial Reporting Standards adopted by the European Union as well as the measures issued in implementation of Article 9 of Legislative Decree no. 38/2005; and that the management report and the information in the report on corporate governance and ownership structure indicated in paragraph 4 of Article 123-bis of Legislative Decree no. 58/1998, are consistent with the annual financial statements and the consolidated financial statements. In addition, the audit report includes an indication of the key aspects of the audit, in relation to which, however, no separate opinion is expressed, having been addressed in the audit and in forming the opinion on the financial statements as a whole.

- ✓ having received, on March 28, 2025, from the auditing firm KPMG S.p.A. the report required by Article 11 of Regulation (EU) 537/2014, from which no significant deficiencies emerge in the internal control system in relation to the financial reporting process worthy of being brought to the attention of those responsible for governance activities.

- ✓ Since the Board of Statutory Auditors has not been entrusted with analytical substantive control over the content of the Sustainability Statement, the Board supervised the Directors' compliance with the procedural rules inherent in the preparation, approval and publication of the Sustainability Statement, ascertaining its general compliance with the law with regard to its preparation and structure and overseeing the process of its preparation.
- ✓ The attestation activities of the sustainability statement were carried out by the auditing firm KPMG S.p.A. in application of Article 18 of Legislative Decree No. 125/2024, on the basis of which the appointment of limited audit of the Sustainability Statement conferred by Orsero S.p.A. until 2026.
- ✓ On March 28, 2025, the auditing firm KPMG S.p.A issued a report, without any findings, as a result of the limited examination, carried out in accordance with the Sustainability Statement Attestation Standard - SSAE (Italy), of the information related to Sustainability Statement referred to in Article 4 of Legislative Decree no. 125/2024 and those required by Article 8 of

Regulation (EU) no. 852/2020 of the European Parliament and of the Council of June 18, 2020.

CONCLUSIONS

At the outcome of the supervisory activity carried out during 2024 described above, reiterating the considerations already expressed, the Board can attest that the choices made by the Directors appear to comply with the law and the articles of association, with the principles of proper administration, and are consistent and compatible with the company's size and assets; that - also on the basis of the information obtained from the Auditing Firm - no objectionable omissions and/or facts and/or irregularities or in any case significant facts were detected that are such to require reporting to the supervisory bodies or mentioning in this report.

Based on the aforementioned supervisory activities, and from the analysis of the draft financial statements submitted, considering that on March 28, 2025, the Auditing Firm issued its reports without any findings, the Board does not find any reasons to oppose the approval of the financial statements for the year ended December 31, 2024 and the proposed resolutions formulated by the Board of Directors.

March 28, 2025

For the Board of Statutory Auditors

Lucia Foti Belligambi – Chair