

# Proposal for approval of the financial statements and allocation of the profit for the year

## 2023 Annual Report

1. Financial statements for the year ended December 31, 2023.
2. Proposal for the distribution of the dividend and of an additional extraordinary dividend, also out of retained earnings.

Dear Shareholders,

We submit for your approval the financial statements for the year ended December 31, 2023, which closed with a profit of Euro 51,577,083. Reference is made to the annual report and the draft financial statements contained in it for all information in this regard, specifying that it will be published by the legal deadline.

The profit for the year and the Company's financial situation enable us to propose the distribution of a dividend of Euro 0.80 per share, gross of the withholdings required by law, and of an extraordinary dividend of Euro 2.20 per share, gross of the withholdings required by law.

We would like to propose that the dividend and the extraordinary dividend be paid on May 8, 2024 (going ex-coupon on May 6, 2024 and with a record date of May 7, 2024) in one tranche.

Taking into account the 217,070 treasury shares held at the date of this report, whose right to earnings is attributed proportionately to the other shares in accordance with art. 2357-ter of the Italian Civil Code, the distribution will come out of the profit for the year for Euro 51,577,083 and out of retained earnings for Euro 75,271,707.

Note that this amount could differ if there is a change in the number of treasury shares in the Company's portfolio on the record date.

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With reference to point 1, we therefore invite you to pass the following resolution:

"The Shareholders' Meeting of Italmobiliare S.p.A.,

having noted the report of the Board of Directors on operations and the report of the Board of Statutory Auditors, and after having examined the financial statements at December 31, 2023,

resolves

to approve the report of the Board of Directors on operations and the 2023 financial statements, consisting of the statement of financial position, income statement, statement of comprehensive income, statement of changes in equity, statement of cash flows and explanatory notes, which show a profit of Euro 51,577,083 as presented by the Board of Directors in its entirety, in the individual postings and with the proposed allocations."

With reference to point 2, we therefore invite you to pass the following resolution:

"The Shareholders' Meeting of Italmobiliare S.p.A.,

- having examined the 2023 financial statements;
- considering that the legal reserve has reached one fifth of the share capital and consequently no further provisions need be made pursuant to article 2430 of the Italian Civil Code and article 30 of the Company's By-laws,

resolves

1. to distribute a gross dividend of Euro 0.80 and a gross extraordinary dividend of Euro 2.20 per share to each of the shares with rights, therefore excluding the treasury shares held in the Company's portfolio on the record date, using the whole profit for the year equal to Euro 51,577,083 and the retained earnings for the amount of Euro 75,271,707.
2. to establish that the dividend and the extraordinary dividend will be paid on May 8, 2024 with a coupon date of May 6, 2024 and a record date of May 7, 2024 in one tranche;
3. to authorise the Chairman and the Chief Executive Officer pro tempore, separately, if the number of treasury shares in portfolio changes before the record date, to increase the amount to be taken from retained earnings by the amount of the dividend pertaining to any shares purchased or to reduce it for the amount of the dividend pertaining to any treasury shares sold".

Milan, March 7, 2024

***For the Board of Directors***  
**The Chief Executive Officer**  
**(Carlo Pesenti)**