



**DIRECTORS' REPORT pursuant to Article 125-*ter* of Italian Legislative Decree no. 58 of 24 February 1998 (TUF), as well as art. 84-*ter* of the CONSOB Issuers' Regulation adopted with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented, on the items on the agenda of the ORDINARY SHAREHOLDERS' MEETING to be held at the registered office of the company Newlat Group S.A., located in Via Geretta 8, Paradiso (Switzerland), on first call, on 28 April 2025 at 10 am, and if necessary on second call on 5 May 2025, same place and time.**

This Report is made available at the registered office of the Issuer, in the centralised authorised storage mechanism called eMarket Storage and managed by Teleborsa S.r.l., available at [www.emarketstorage.com](http://www.emarketstorage.com), and on the Company's website at [www.centralelatteitalia.com](http://www.centralelatteitalia.com) (the "**Website**") on 17 March 2025.



## **CONTENTS**

Page 3 - Directors' Report on the first item on the agenda:

Report on operations and financial statements as at 31 December 2024, report of the Management Control Committee. Related resolutions.

Page 4 - Directors' Report on the second item on the agenda:

Allocation of the profit for the year. Related resolutions.

Page 5 - Directors' Report on the third item on the agenda:

Report on the remuneration policy and on the remuneration paid pursuant to art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 (TUF):

- a. Binding vote on Section I.
- b. Advisory vote on Section II.

Page 6 - Directors' Report on the fourth item on the agenda:

Authorisation to purchase and dispose of treasury shares, after revocation of the previous one. Related resolutions.



## **DIRECTORS' REPORT ON THE FIRST ITEM ON THE AGENDA OF THE SHAREHOLDERS' MEETING:**

### **Report on operations and financial statements as at 31 December 2024, report of the Management Control Committee. Related resolutions.**

Shareholders,

With regard to the explanation of the first item of the Shareholders' Meeting's agenda, please refer to the Company's Annual Financial Report for the year 2024 containing the financial statements of Centrale del Latte d'Italia S.p.A., the Directors' Report on operations, the report on corporate governance and ownership structure, as well as the certification pursuant to Article 154-bis of the Consolidated Law on Finance, the report of the independent auditor and the report of the Management Control Committee.

These documents were made available to the public at the eMarket Storage authorised storage mechanism at [www.emarketstorage.com](http://www.emarketstorage.com), on the Company's website at [www.centralelatteitalia.it](http://www.centralelatteitalia.it) in the Investor Relations – Financial Statements and Reports section and filed at the Company's registered office.

The draft financial statements submitted for your approval showed a profit for the year of Euro 4,419,221.

The Board of Directors submits the following resolution proposal for your approval:

"The Ordinary Shareholders' Meeting of Centrale del Latte d'Italia S.p.A.:

- having reviewed the Report of the Board of Directors prepared in accordance with article 125-ter of the TUF
- having examined the annual financial report for the year 2024, the report of the independent auditor and the report of the Management Control Committee,

### **R E S O L V E S**

to approve Centrale del Latte d'Italia S.p.A.'s Financial Statements for the year ended 31 December 2024, which closed the year with a profit of Euro 4,419,221".

Turin, 18 March 2025

**For the Board of Directors**  
**The Chair**  
 Angelo Mastrolia



## **DIRECTORS' REPORT ON THE SECOND ITEM ON THE AGENDA OF THE SHAREHOLDERS' MEETING:**

### **Allocation of the profit for the year. Related resolutions.**

Shareholders,

The Board of Directors, having taken note of the Annual Financial Report for the year 2024, the report of the independent auditors and the report of the Management Control Committee, having regard to the financial statements for the year ended 31 December 2024 which show a profit for the year of Euro 4,419,221, proposes to allocate the profit for the year to the reserves, specifically 5% to the legal reserve and the remaining 95% to the extraordinary reserve.

Accordingly, the Board of Directors submits the following resolution proposal for your approval:

"The Ordinary Shareholders' Meeting of Centrale del Latte d'Italia S.p.A.:

- having regard to the financial statements as at 31 December 2024, just approved, which showed a profit for the year of Euro 4,419,221,

### **R E S O L V E S**

to allocate the profit for the year of Euro 4,419,221 as follows:

- 5% to the legal reserve
- 95% to the extraordinary reserve".

Turin, 18 March 2025

**For the Board of Directors**  
**The Chair**  
 Angelo Mastrolia



## DIRECTORS' REPORT ON THE THIRD ITEM ON THE AGENDA OF THE SHAREHOLDERS' MEETING:

**Report on the remuneration policy and on the remuneration paid pursuant to art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 (TUF):**

- a. Binding vote on Section I.**
- b. Advisory vote on Section II.**

Shareholders,

Pursuant to art. 123-ter as amended by Italian Legislative Decree 49 of 10 May 2019 ("Decree"), you are called upon to deliberate on the Report on the remuneration policy and on the compensation paid ("Report") prepared according to the provisions of art. 84-quater of the Consob Issuers' Regulation adopted with resolution no. 11971/99 as amended ("Issuers' Regulation" or "IR"), in accordance with Annex 3 A, Schedule 7-bis of the aforementioned Regulation.

Following the changes made with the aforementioned Decree, we therefore invite you to express your vote as follows:

- With a binding resolution pursuant to the provisions of art. 123-ter, paragraph 3 of the TUF on Section I of the Report concerning the Company's policy on the remuneration of members of the Board of Directors, the Management Control Committee, the General Manager and Executives with strategic responsibilities of the Company, as well as the procedures used for the adoption and implementation of such policy.
- With a non-binding resolution pursuant to the provisions of art. 123-ter paragraph 6 of the TUF on Section II of the Report concerning the compensation paid to the parties envisaged by art. 123-ter, paragraph 4 of the TUF.

Given the above, the Board of Directors submits the following resolution proposals for your approval:

### ON SECTION I

"The Ordinary Shareholders' Meeting of Centrale del Latte d'Italia S.p.A.:

- having regard to the provisions of current legislation
- having taken note of the Report on the remuneration policy and the compensation paid
- having acknowledged that the Report on the remuneration policy and on the compensation paid has been filed and made available within the terms of the law,

### RESOLVES

- to approve the Company's remuneration policy referred to in Section I of the Report on the remuneration policy and on the compensation paid approved by the Board of Directors at its meeting on 17 March 2025."

### ON SECTION II

"The Ordinary Shareholders' Meeting of Centrale del Latte d'Italia S.p.A.:

- having regard to the provisions of current legislation
- having taken note of the Report on the remuneration policy and the compensation paid
- having acknowledged that the Report on the remuneration policy and on the compensation paid has been filed and made available within the terms of the law,

### RESOLVES

- in favour of the content of Section II of the Report on the remuneration policy and on the compensation paid approved by the Board of Directors at its meeting on 17 March 2025."

Turin, 18 March 2025

**For the Board of Directors**  
**The Chair**  
 Angelo Mastrolia



## DIRECTORS' REPORT ON THE FOURTH ITEM ON THE AGENDA OF THE SHAREHOLDERS' MEETING:

### Authorisation to purchase and dispose of treasury shares, after revocation of the previous one. Related resolutions.

Shareholders,

By means of this report prepared pursuant to Article 73 of the Issuers' Regulation and Annex 3A, Schedule 4, the Board of Directors of Centrale del Latte d'Italia S.p.A. hereby submits for your approval a request for authorisation to purchase and dispose of treasury shares, to be executed pursuant to Articles 2357 and 2357-ter of the Italian Civil Code article 132 of the TUF and article 144-bis of the IR, as well as in compliance with the applicable provisions of Regulation (EU) no. 596 of 16 April 2014 on market abuse ("MAR Regulation"), Delegated Regulation (EU) no. 1052 of 8 March 2016 ("Delegated Regulation") and the market practices from time to time allowed, subject to revocation of the previous authorisation resolved by the Ordinary Shareholders' Meeting on 29 April 2024, up to a maximum number that, taking into account the Centrale del Latte d'Italia shares held in portfolio from time to time by the Company and its subsidiaries, does not exceed in the aggregate the fifth part of the Company's share capital, pursuant to art. 2357, paragraph 3, of the Italian Civil Code or to any different maximum amount envisaged by the law from time to time, for a period of 18 months from the date of the resolution of authorisation by the Shareholders' Meeting.

In view of the approaching expiry of the 18-month purchase authorisation period approved by the Ordinary Shareholders' Meeting on 29 April 2024 and taking into account the continuing reasons for such authorisation, it is proposed to the Shareholders to renew the authorisation to purchase own shares for the purposes, within the terms and in the manner detailed below for a further period of 18 months, as well as to grant a new authorisation to dispose of treasury shares without time limits, after revocation of the previous one.

#### 1. Reasons for which authorisation to purchase and dispose of treasury shares is requested.

This request is aimed at providing the Company with a stock of treasury shares at its disposal, using, selling them at any time, in full or in part, on one or more occasions and with no time limits, as part of extraordinary transactions such as, among others, swaps, contributions, exchanges, corporate and/or financial transactions of an extraordinary nature on the capital or even financing transactions and operations of an extraordinary nature such as, among others, mergers or similar, sales and acquisition projects and/or future industrial projects in line with the Company's corporate development strategy, as well as in the context of exchange and/or sale of share packages and/or for the conclusion of commercial and/or strategic alliances or for other uses deemed of financial and/or management interest to the Company.

Moreover, the Board of Directors considers it appropriate for the Company to be allowed to dispose of the treasury shares acquired to allow it to seize the opportunities for maximising the value that may derive from conditions that arise, and therefore also to execute trades.

#### 2. Maximum number, category and nominal value of the shares which the authorisation refers to.

As at today's date, the Company's share capital amounted to Euro 28,840,041.20, divided into 14,000,020 ordinary shares, without par value.

Authorisation is requested for the purchase of the Company's ordinary shares, even in several tranches, up to a maximum number which, taking into account the Centrale del Latte d'Italia shares held from time to time by the Company and its subsidiaries does not exceed a total of one fifth of the Company's share capital, pursuant to Article 2357, paragraph 3 of the Italian Civil Code or any other maximum amount envisaged by the law in force from time to time.

Note that the request for authorisation also concerns the Board of Directors' power to carry out repeated and successive purchase and sale transactions (or other actions) of treasury shares on a revolving basis, even for fractions of the maximum authorised quantity, it being understood that the quantity of Centrale del Latte d'Italia shares subject to purchase and owned by the Company at any time shall not exceed the maximum limit established by law and by the authorisation of the Shareholders' Meeting.

#### 3. Compliance with the provisions of the third paragraph of art. 2357 of the Italian Civil Code

At today's date, the Company owns 771,204 treasury shares, accounting for 2.67% of share capital and 3.02% in terms of voting rights. In accordance with the provisions of article 2357, paragraph 3 of the Italian Civil Code, in no case shall the nominal value of the number of treasury shares purchased – including any shares held by subsidiaries – exceed one-fifth of the total number of shares issued.

In this regard, pursuant to article 2359-bis of the Italian Civil Code the Subsidiaries shall be given specific instructions to promptly report any acquisition of own shares. When carrying out each authorised purchase, the Board of Directors shall verify compliance with the provisions of article 2357, paragraphs 1 and 3 of the Italian Civil Code.

Purchases of own shares must be contained within the limits of distributable profits and available reserves resulting from the last duly approved financial statements at the time of the transaction, and on the occasion of the purchase and disposal of treasury shares the necessary accounting entries shall be made in compliance with the provisions of the law and applicable accounting standards.

#### 4. Duration of the authorisation.

The authorisation is requested for the maximum duration allowed by art. 2357, paragraph 2 of the Italian Civil Code, equal to 18 months from the date of the resolution of the Ordinary Shareholders' Meeting.

#### 5. Minimum and maximum fees, as well as market valuations based on which they were determined.

The purchases of the shares covered by this report must be made at a price no more than 10% higher and no more than 10% lower than the price recorded on Euronext Milan, organised and managed by Borsa Italiana S.p.A., in the session preceding each individual



purchase transaction or the date on which the price is fixed, and in any case, if the purchases are made on the regulated market, for a price no higher than the highest price between the price of the last independent transaction and the price of the highest current independent purchase offer on the same market.

In any case, the amount may not exceed any limits envisaged by current law or, if recognised, by accepted market practices.

#### 6. Procedure for making the purchases.

The purchase of own shares must take place on the market, in accordance with article 2357 et seq. of the Italian Civil Code, article 132 of the TUF, article 144-bis, paragraph 1, letters b) and c) of the IR and the provisions of the law or regulations in force at the time of the transaction, and specifically: *i)* through a public purchase or exchange offer; *ii)* on markets regulated in accordance with the operating procedures set out in the market organisation and management regulations, so as to ensure equal treatment of shareholders.

With regard to disposal operations, the Board of Directors proposes that the authorisation allow the implementation of any method that is appropriate for the purposes pursued.

The shares acquired in execution of the shareholders' authorisation may therefore be subject to actions, and in this context may even be sold even before having exhausted the quantity of purchases covered by this authorisation, on one or more occasions, without time limits, in the manner deemed most appropriate by the Company under any other form of disposition permitted by current applicable laws.

#### 7. Additional information, where the purchase is instrumental to the reduction of share capital.

It is confirmed that the purchase of own shares is not currently instrumental to the reduction of the share capital of the Company through cancellation of purchased own shares.

#### 8. Exemption from the obligation of a public tender offer deriving from the approval of the resolution authorising the purchase of own shares in accordance with Article 44-bis of the Issuers' Regulation.

As a general rule, note that treasury shares held directly or indirectly by the Company are excluded from the share capital on which the relevant shareholding is calculated for the purposes of Article 106, paragraphs 1, 1-bis and 1-ter, to the extent applicable, and 3, letter b), of the TUF for the purposes of the regulation on takeover bids. However, pursuant to Article 44-bis, paragraph 2, of the Issuers' Regulation, the aforementioned provision does not apply in the event that the thresholds indicated in Article 106, paragraphs 1, 1-bis and 1-ter, to the extent applicable, and 3, letter b), of the TUF are exceeded as a result of purchases of own shares directly or indirectly made by the Company in execution of a resolution that, without prejudice to the provisions of Articles 2368 and 2369 of the Italian Civil Code, was also approved with the favourable vote of the majority of the shareholders of the Company present at the shareholders' meeting other than the shareholder(s) who hold, even jointly, the majority shareholding, even relative, provided that it exceeds 10% (so-called whitewash).

Therefore, the Shareholders are informed that, pursuant to Article 44-bis of the Issuers' Regulation, should they – called upon to express their opinion on the authorisation to purchase and dispose of treasury shares – approve the related proposal with the majorities set forth by the aforementioned Article 44-bis, paragraph 2, of the Issuers' Regulation, the own shares purchased by the Company pursuant to said authorisation resolution will not be excluded from the share capital (and therefore will be counted in the share capital) if, as a result of the purchases of own shares, a shareholder exceeds the relevant thresholds pursuant to Article 106 of the TUF.

However, the provisions of Article 44-bis, paragraph 4, of the Issuers' Regulation remain unaffected, pursuant to which own shares purchased as a result of transactions carried out to fulfil obligations arising from compensation plans approved by the Shareholders' Meeting pursuant to Article 114-bis of the TUF are not excluded from the share capital on which the relevant shareholding is calculated for the purposes of Article 106 of the TUF.

In light of what is described above, we invite you to resolve on the following resolutions:

"The Ordinary Shareholders' Meeting of Centrale del Latte d'Italia S.p.A.:

- having acknowledged and approved the report of the Board of Directors on the proposed authorisation to purchase and dispose of treasury shares in order to constitute a security portfolio and to support the liquidity of the security
- having regard to the provisions of articles 2357 and 2357-ter of the Italian Civil Code, article 132 of the TUF, article 44-bis and article 144-bis of the Issuers' Regulation
- having acknowledged that as of the date of approval of this resolution Centrale del Latte d'Italia S.p.A. holds 771,204 treasury shares
- having acknowledged that at the date of approval of this resolution the subsidiaries do not hold any treasury shares of the Company
- having regard to the financial statements as at 31 December 2024 and the allocation of the operating result

## RESOLVES



1. to revoke the resolution authorising the purchase and disposal of treasury shares adopted by the Ordinary Shareholders' Meeting on 29 April 2024.
2. pursuant to article 2357 of the Italian Civil Code and the combined provisions of article 132 of the TUF and article 144-bis of the Issuers' Regulation, and in any case in any other manner permitted by current laws and regulations, to authorise the purchase on one or more occasions of Centrale del Latte d'Italia S.p.A. ordinary shares up to a maximum number which, taking into account the treasury shares held in the portfolio by the Company and its subsidiaries, is not more than one-fifth of the Company's share capital overall, pursuant to art. 2357, paragraph 3, of the Italian Civil Code or any other maximum amount provided for by current law; the shares may be purchased until the expiry of the eighteenth month from the authorisation granted by the Ordinary Shareholders' Meeting; the shares must be purchased at a price that is no more than 10% higher or 10% lower than the price recorded on the Euronext Milan stock exchange organised and managed by Borsa Italiana S.p.A. in the session preceding each individual transaction, and in any case the amount may not exceed any limits envisaged by current law or, if recognised, by accepted market practices; the purchase of own shares shall be carried out on the market, in compliance with the provisions of article 2357 et seq. of the Italian Civil Code, article 132 of the TUF, art. 144-bis, paragraph 1, letters b) and c) of the Issuers' Regulation and the provisions of the law or regulation in force at the time of the transaction, namely: i) through a public purchase or exchange offer; ii) on regulated markets in accordance with the operating procedures established in the regulations for the organisation and management of the markets themselves, in order to ensure equal treatment among shareholders; finally, purchases must be contained within the limits of distributable profits and available reserves resulting from the last duly approved financial statements at the time of the transaction.
3. pursuant to article 2357-ter of the Italian Civil Code, to authorise the execution of actions to dispose of the shares, which in this context may even be sold, even before having exhausted the quantity of purchases covered by this authorisation, without time limits, in the manner deemed most appropriate by the Company, in relation to the purposes that will be pursued in any case under any other form of provision permitted by current applicable laws.
4. to grant all necessary powers to the Board of Directors and, on its behalf, separately to the Chair, Vice Chair and Chief Executive Officer, with the power to appoint special proxies and/or specialised intermediaries or subject to the stipulation of specific contracts to implement this resolution, including by approving any and all executive provisions of the relevant purchase programme."

Turin, 18 March 2025

**For the Board of Directors**  
**The Chair**  
 Angelo Mastrolia