



Zignago Vetro S.p.A.
Control, Risks and Sustainability Committee
Regulation

*adopted pursuant to recommendation No. 11
of the Corporate Governance Code*

Approved by the BoD of Zignago Vetro S.p.A. on March 15, 2023

1. GENERAL

- 1.1 The internal functioning of the Control, Risks and Sustainability Committee is regulated by the Company's By-Laws, by the principles and recommendations contained in the Corporate Governance Code, which Zignago Vetro S.p.A. (the "Company") has adopted, and by this Regulation (the "Regulation").
- 1.2 The Board of Directors, subject to the opinion of the Control, Risks and Sustainability Committee, shall periodically review the adequacy of this Regulation.
- 1.3 The Corporate Governance Report provides adequate information on the main contents of this Regulation.

2. COMPOSITION

- 2.1 The Control, Risks and Sustainability Committee comprises at least three non-executive and mostly independent members, appointed by the Board of Directors, which also appoints the Committee's Chairperson.
- 2.2 The Control, Risks and Sustainability Committee shall lapse at the end of the mandate of the Board of Directors.
- 2.3 If, during the year, one or more members of the Control, Risks and Sustainability Committee should leave office for any reason, the Board of Directors shall replace them with other Directors who meet the necessary requirements to hold office.
- 2.4 For the organisation of its work, the Control, Risks and Sustainability Committee appoints a secretary chosen by the Committee, either the Secretary of the Board of Directors or a person external to the Committee.

3. CONTROL, RISKS AND SUSTAINABILITY COMMITTEE MEETINGS

- 3.1 **Meeting call.** The Chairperson of the Control, Risks and Sustainability Committee (or whoever takes their place) calls the meetings of the Control, Risks and Sustainability Committee, in Italy or within the European Union, or when they receive a written request from a member of the Committee. The meetings of the Control, Risks and Sustainability Committee must be communicated at least three calendar days before the meeting, and in the case of urgency, at least one day before the meeting, by telegram, telefax or e-mail to be sent to the members of the Control, Risks and Sustainability Committee and to the Statutory Auditors. In any event, even where these formalities are not observed, the Control, Risks and Sustainability Committee is considered validly constituted when all of the members of the Committee are present.
- 3.2 **Committee Chairperson.** The Chairperson of the Control, Risks and Sustainability Committee establishes the Agenda, co-ordinates its business and ensures that adequate information on the matters on the Agenda is provided to all members of the Committee and reports its conclusions to the Board of Directors in written or verbal form at each Control, Risks and Sustainability Committee meeting.

- 3.3 **Disclosure.** Wherever possible, supporting documentation is uploaded onto a digital platform (the “**Platform**”) and, only where necessary, sent by e-mail, at least three days before the relevant Control, Risks and Sustainability Committee meeting and, in any case, with the notice that circumstances permit. Delivery of documentation is coordinated by the Secretary of the Board of Directors. Documentation not already publicly available is normally classified as “confidential”.
- 3.4 **Attendance.** Meetings of the Control, Risks and Sustainability Committee may be held by teleconference or videoconference on condition that all of the participants can be identified and that they can follow the discussions and contribute in real time in relation to the subjects under discussion. If these requirements are met, the meeting of the Control, Risks and Sustainability Committee shall be deemed to have been held at the place where it was called by the Chairperson of the Committee.
The Company will always provide an audio/video connection, in compliance with the conditions laid down in the Company By-Laws, it being understood that it will be the responsibility of remote attendees to ensure the correct functioning of their equipment and the management of the confidentiality of the communication.
- 3.5 **External attendees.** The Chairperson of the Control, Risks and Sustainability Committee, on their own initiative or at the request of members of the Committee, may invite the Chairperson of the Board of Directors, the Chief Executive Officer, employees of the Company and/or the Group, or persons external to the Company (such as consultants or experts), to attend meetings, should the matters under discussion give rise to such a need.
- 3.6 **Access to corporate functions.** In the performance of its duties, the Control, Risks and Sustainability Committee is authorised to access the information and corporate departments necessary for the performance of its duties, including through the use of external consultants.
- 3.7 **Language.** The language used during Board meetings is Italian. Should the Control, Risks and Sustainability Committee also include Directors who are not native speakers of Italian or who are not fluent in Italian, the Company shall use its best endeavours (i) to make available to those members - as far as practicable - English translations of the main documents drafted in Italian, and (ii) to ensure that meetings are, where possible, conducted in English or that simultaneous translations are provided, as the case may be.
- 3.8 **Conflicts of interest.** Any member of the Control, Risks and Sustainability Committee who has, on their own behalf or on behalf of third parties, an interest in a transaction being examined by the Committee shall promptly report it within the terms of the law. Unless secondary legislation or regulations provide otherwise, it is left to the discretion of the members of the Control, Risks and Sustainability Committee to decide whether to take part in the discussion and deliberation on issues in which they have declared an interest.
- 3.9 **Validity of meetings and deliberations.** The presence of a majority of the members in office shall be required for meetings of the Control, Risks and Sustainability Committee to be valid. Motions shall be passed by an absolute majority of votes.

4. FUNCTIONS OF THE CONTROL, RISKS AND SUSTAINABILITY COMMITTEE

The Control, Risks and Sustainability Committee performs investigative, propositional, and advisory functions. It also supports the evaluations and decisions of the Board of Directors concerning the Internal Control and Risk Management System, in addition to those concerning the approval of the relative periodic financial and non-financial reports.

In assisting the Board of Directors, the Committee also:

- evaluates, having consulted the Executive Officer for Financial Reporting, the Independent Audit Firm and the Board of Statutory Auditors, the correct application of the accounting standards and their uniformity in the preparation of the consolidated financial statements;
- assesses the suitability of periodic financial and non-financial information to correctly represent the Company's business model, strategies, impact of its activities and performance;
- examines the periodic non-financial information relevant to the Internal Control and Risk Management System;
- expresses opinions on specific aspects concerning the identification of the principal corporate risks and supports the assessments and decisions of the Board of Directors relating to the management of risks arising from prejudicial events of which the Board has become aware;
- examines the periodic reports and those of particular relevance prepared by the Internal Audit Function;
- monitors the independence, adequacy, efficacy and efficiency of the Internal Audit Function;
- can entrust the Internal Audit Function, where considered necessary, with verifications on specific operational areas, simultaneously communicating such to the Chairperson of the Board of Statutory Auditors;
- reports, at least upon the approval of the annual financial report and half-yearly accounts, to the Board of Directors on the work carried out and on the adequacy of the Internal Control and Risk Management System;
- carries out additional duties assigned by the Board of Directors.

The Committee also supports the Board of Directors in carrying out its tasks related to the Internal Control and Risk Management System, supporting the Board and in particular:

- in defining the guidelines of the Internal Control and Risk Management System in line with the Company's strategies;
- in evaluating - at least annually - the compliance of the Internal Control and Risk Management System with the particular characteristics of the Company and the risk profile assumed, in addition to its efficacy;
- in the appointment and dismissal of the Internal Audit Manager, and in defining their remuneration, in line with corporate policies, ensuring that they are provided with adequate resources to carry out their tasks. If the Board of Directors entrusts the Internal Audit Function, as a whole or in segments, to an entity external to the Company, the Committee supports the Board in ensuring that said external entity meets the appropriate requirements of professionalism,

independence and organisation, it being understood that the Board of Directors must provide adequate justification for this choice in the Corporate Governance Report;

- in approving, at least once a year, the work plan prepared by the Internal Audit Manager, after consulting the Board of Statutory Auditors and the Chief Executive Officer;
- in the description, in the Corporate Governance Report, of the main features of the Internal Control and Risk Management System and the methods of coordination between the parties involved in it, indicating the models and domestic and international best practice, and in the overall assessment of the adequacy of the system;
- in assessing, following consultation with the Board of Statutory Auditors, the conclusions set out by the Statutory Auditor in any letter of recommendations and in the additional report addressed to the control body;
- in assessing the advisability of adopting measures to guarantee the effectiveness and impartiality of judgement of the other corporate functions indicated in Recommendation No. 32, lett. e) of the Corporate Governance Code, checking that they are equipped with adequate professionalism and resources;
- in assigning to the Board of Statutory Auditors, or to a body specifically set up for this purpose, the supervisory functions pursuant to Article 6, Paragraph 1 of Legislative Decree No. 231/2001. Where this body is not the Board of Statutory Auditors, it supports the Board of Directors in assessing the advisability of appointing to the body at least one Non-Executive Director and/or one member of the control body and/or the holder of the company's legal or control functions, in order to ensure coordination between the various parties involved in the Internal Control and Risk Management System.

The Committee may ask the Internal Audit Function to carry out verifications on specific operational areas, simultaneously communicating such to the Chairperson of the Board of Statutory Auditors, to the Chairperson of the Board of Directors, and to the Chief Executive Officer, except where these verifications specifically refer to the activities of these parties.

The Chief Executive Officer must report promptly to the Committee with regards to problems and critical issues emerging during the execution of their activities or of which they have become aware, so as to ensure that the Committee may take appropriate initiatives.

The Committee also assists the Board of Directors in executing duties related to sustainability, specifically:

- overseeing sustainability topics related to the Company's operations and the dynamics of its interaction with all stakeholders;
- making assessments and formulating opinions for the benefit of the Board of Directors on sustainability guidelines, goals, and resulting processes, and the sustainability reporting submitted annually to the Board of Directors;
- evaluating and approving non-financial disclosures as per Legislative Decree No. 254/2016.
- ensuring that sustainability-related changes to regulations and laws are accurately transposed, interpreted, and evaluated in terms of their potential

- impact on business, assigning specific tasks and responsibilities to the relevant company departments for their transposition;
- in coordination with the Director delegated to do so:
 - 1) assisting the Board of Directors with investigative, propositional, and advisory functions in evaluations and decisions pertaining to sustainability topics.
 - 2) defining and recommending sustainability guidelines to the Board of Directors, monitoring compliance with any relevant principles of conduct adopted by the Company and its subsidiaries;
 - 3) expressing assessments and formulating opinions on sustainability policies for the Board of Directors aimed at ensuring the creation of value over time for all shareholders and for all other stakeholders over a medium-long term period, in accordance with the principles of sustainable development;
 - 4) monitoring and reporting to the Board of Directors on international sustainability initiatives and the Company's participation in them, to consolidate the business' international reputation;

5. CONTROL, RISKS AND SUSTAINABILITY COMMITTEE MEETING MINUTES

Minutes. The discussion and the deliberations of the Control, Risks and Sustainability Committee are recorded in the minutes, which are drawn up in Italian by the Secretary and signed by the Chairperson and the Secretary of the meeting.