



**Zignago Vetro S.p.A.**  
**Regulation of the Board Committees**  
*adopted pursuant to recommendation No. 11*  
*of the Corporate Governance Code*

**Approved by the BoD of Zignago Vetro SpA on May \_\_, 2021**

## 1. GENERAL

- 1.1 The internal functioning of the Board Committees is regulated by the Company By-Laws, by the principles and recommendations contained in the Corporate Governance Code to which Zignago Vetro S.p.A. (the "**Company**") adheres, and by this Regulations (the "**Regulation**").
- 1.2 The Board of Directors, subject to the opinion of the Board 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 board committees shall consist of at least 3 members each, appointed by the Board of Directors, which shall also appoint the Chairperson of the board committee.
- 2.2 The mandate of the board committees shall lapse along with that of the Board of Directors.
- 2.3 If, during the year, one or more members of the board committee should leave office for any reason, the Board of Directors shall replace him/her with other directors who meet the necessary requirements to hold office.
- 2.4 For the organization of its work, the board committee appoints a secretary chosen by the committee, from among its members or a person external to the committee.

## 3. BOARD COMMITTEE MEETINGS

- 3.1 **Meeting call.** The Chairperson of the board committee or whoever takes his place calls the meetings of the committee, in Italy or within the European Union, or when he/she receives a written request from a member of the committee. The meetings of the board committee must be notified 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 electronic mail to be sent to the members of the committee and to the Statutory Auditors. In any event, even where these formalities are not observed, the board committee is considered validly constituted when all of the members of the committee are present.
- 3.2 **Committee Chairperson.** The Chairperson of the Board 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 on each 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 3 days before the relevant committee meeting and, in any case, with the notice that circumstances permit. Delivery of documentation is co-ordinated by the Secretary of the Board of Directors. Documentation not already publicly available is normally classified as "confidential." If a member of the board committee is identified as a "related party" of the Company regarding a transaction subject to Committee evaluation,

that member's access to the Platform as a related party will be restricted in relation to the documentation on said related party transaction.

- 3.4 **Attendance.** Meetings of the board committees 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 board committee shall be deemed to have been held at the place where it was called by the chair 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 board committee, on his/her own initiative or at the request of individual members, 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 board 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 board 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 the said 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 board committee who has, on his/her 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 board committee to decide whether to take part in the discussion and deliberation on issues in which they have declared to have 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 board committees to be valid. Resolutions shall be passed by an absolute majority of votes.

#### **4. MINUTES OF THE MEETINGS OF THE BOARD COMMITTEES**

**Minutes.** The discussion and the deliberations of the board 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.