



Zignago Vetro S.p.A.

Related Party Transactions

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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions Committee appoints a secretary chosen by the Committee, either the Secretary of the Board of Directors or a person external to the Committee.

3. RELATED PARTY TRANSACTIONS COMMITTEE MEETINGS

- 3.1 **Meeting call.** The Chairperson of the Related Party Transactions Committee (or whoever takes their place) calls the meetings of the Related Party Transactions 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 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 Related Party Transactions Committee and to the Statutory Auditors. In any event, even where these formalities are not observed, the Committee is considered validly constituted when all of the members are present.
- 3.2 **Committee Chairperson.** The Chairperson of the Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions 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 Related Party Transactions Committee to be valid. Motions shall be passed by an absolute majority of votes.

4. **FUNCTIONS OF THE RELATED PARTY TRANSACTIONS COMMITTEE**

Subject to the existing provisions of the Related Party Transactions Regulations, the Related Party Transactions Committee also:

- examines and expresses an opinion on the adoption of rules for the transparency and substantial and procedural correctness of Related Party Transactions entered into by the Company and its subsidiaries and those in which a Director has an interest, on their own behalf or on behalf of third parties. The objective is to ensure compliance with the principles of transparency and substantial and procedural correctness.
- formulates, where provided for, reasoned prior opinions on Minor and Significant Transactions that are not considered exempt, regarding the interest of Zignago Vetro S.p.A. – and of the companies directly and/or indirectly controlled by it, whenever involved – in the performance of those transactions, in addition to the benefit and substantial correctness of the relative conditions.
- verifies the correct application of the conditions for the exemption of significant transactions defined as ordinary and concluded at market or standard conditions.
- performs the additional duties assigned to it by the regulations on Related Party Transactions.

5. **RELATED PARTY TRANSACTIONS COMMITTEE MEETING MINUTES**

Minutes. The discussion and the deliberations of the Related Party Transactions 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.