



COMPETITIVENESS AND SUSTAINABILITY  
COMMITTEE REGULATION

## Article 1

These regulations ("**Regulation**") govern the operation of the Competitiveness and Sustainability Committee ("**Committee**") established by resolution of the Board of Directors ("**Board**") of ESPRINET SPA ("**Company**") on 7 April 2021.

## Article 2 - Composition

- 2.1 The Committee is appointed by the Board.
- 2.2 The Committee remains in office for the entire period in which its members hold the office of directors of the Company.
- 2.3 If one or more members of the Committee should leave office for any reason, the Board will replace them with a specific resolution.
- 2.4 The Committee appoints the Chairperson from among its members, who is responsible for coordinating and planning the activities of the Committee and guiding the conduct of its meetings.
- 2.5 The Committee appoints a secretary, also chosen from outside the members of the Committee, who is entrusted with the task of drawing up the minutes of the meetings.

## Article 3 - Duties

The Committee is assigned with the task of supporting the Board with investigations, making proposals and providing advice, mainly in relation to creating lasting competitive advantages and preliminary conditions for long-term value creation for the various categories of stakeholders in the Company and its subsidiaries (the "**Group**").

In this context, the Committee is entrusted in particular with the following duties:

- a) examining and evaluating the sustainability policy aimed at ensuring the creation of value for stakeholders over time in compliance with the principles of sustainable development, as well as the sustainability guidelines and objectives and sustainability reporting submitted annually to the Board of Directors;
- b) examining the implementation of the sustainability policy in business initiatives, on the basis of the Board's indications;
- c) monitoring the Group's position vis-à-vis financial markets on sustainability issues, also with reference to the possible participation in sustainability indices;
- d) examining the "non-profit" strategy of the Company/Group and its implementation through a special plan submitted to the Board annually;
- e) expressing, at the request of the Board, an opinion on other sustainability issues.

## Article 4 - Calling, conducting and taking the minutes of meetings

- 4.1 The Committee meets as often as necessary to ensure that its own tasks are carried out correctly and shall be convened at the company's registered office (or at another place specified by the Chairperson) at the initiative of the Chairperson or following a written request from even just one of its members. The Committee may have access to the information and company departments necessary to carry out its tasks and may make use of external consultants at the Company's expense, within the limits of the budget approved by the Board.
- 4.2 The notice of call, containing an indication of the day, time and place of the meeting and the list of items to be discussed, is sent by the secretary, at the behest of the Chairperson, as a rule, at least five days before the date set for the meeting; in cases of urgency, the deadline may be reduced to 24 hours.
- 4.3 The documentation illustrating the issues to be discussed is sent no later than the day before the date of the meeting.
- 4.4 The meetings of the Committee may also be held by means of telecommunication, provided that all the participants can be identified and this identification is acknowledged in the relative minutes and they are allowed to follow the discussion and to intervene in real time in the discussion of the topics dealt with, exchanging documentation if necessary.

- 4.5 Committee meetings are chaired by the Chairperson, or if he/she is absent or unavailable, by the eldest member.
- 4.6 The Chairperson may invite other members of the Board to Committee meetings, or invite other persons whose presence may be helpful in ensuring a better performance of the Committee's duties.
- 4.7 For Committee meetings to be validly held, a majority of active members must be present. The Committee takes decisions by an absolute majority of those present.
- 4.8 Minutes are taken of Committee meetings. The secretary draws up the minutes of the meetings. The minutes are signed by the Chairperson of the meeting and the secretary.

#### **Article 5 - Disclosure**

The Chairperson, or in his/her absence, a member of the committee designated by him/her, reports to the Board the activities carried out by the Committee.

#### **Article 6 - Expenses**

- 6.1 The Committee has an annual budget allocated to it by the Board for the performance of its duties.
- 6.2 The members of the Committee are entitled to the reimbursement of expenses incurred to attend the meetings.

#### **Article 7 - Amendments to the regulations**

The Committee periodically verifies the adequacy of this Regulation and presents any amendments or additions to the Board of Directors.