



**NOMINATION AND REMUNERATION COMMITTEE  
REGULATION**

## Article 1

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

## Article 2 - Composition

- 2.1 The Committee is appointed by the Board and consists of at least three non-executive directors. All the members of the Committee are independent in the opinion of the Company, taking into account the cases of non-independence, which are not mandatory, as indicated by recommendation no. 7 of the Corporate Governance Code for listed companies. At least one member of the Committee has adequate knowledge and experience in financial matters or remuneration policies, to be assessed by the Board at the time of appointment.
- 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 of the Committee 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

- 3.1 The Committee is responsible for:
  - i. supporting the Board with the following activities:
    - a) self-assessment of the Board and its committees;
    - b) definition of the optimal composition of the Board and its committees;
    - c) identification of the candidates for the office of director in the event of co-opting;
    - d) presentation, if applicable, of a list by the outgoing administrative body to be carried out according to the methods that ensure its formation and transparent presentation;
    - e) preparation, updating and implementation of any succession plan of the Chief Executive Officer and the other executive directors;
  - ii. supporting the Board with drawing up the remuneration plan;
  - iii. presenting proposals or expressing opinions on the remuneration of executive directors and other directors who hold particular positions as well as on the setting of performance objectives related to the variable component of said remuneration; it remains understood that no directors shall take part in meetings of the Committee in which proposals are formulated to the Board regarding their remuneration;
  - iv. monitoring the practical application of the remuneration policy and verifying, in particular, the effective attainment of the performance objectives;
  - v. periodically evaluating the adequacy and overall consistency of the remuneration policy of the directors and the top management.
  - vi. With reference to companies that belong to the Group:
    - a) expressing an opinion to the Board of the Parent Company about the candidates for the post of director, including therein the chief executive officer or the general manager in cases where the presence of one or more chief executive officers is not provided for;
    - b) expressing an opinion to the Board of the Parent Company on the proposals for determining the total remuneration due to the board members of the subsidiaries.
- 3.2 With reference to remuneration plans based on financial instruments or otherwise (e.g. stock option plans, share grants, phantom stock options, etc.), the Committee presents to the Board its recommendations about the use of such plans and about all relevant technical aspects

associated with their formulation and application. In particular, the Committee draws up proposals for the Board about the incentive scheme deemed most appropriate and monitors the evolution and application over time of the plans approved by the corporate bodies.

#### **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 any of its members, and in any case, always prior to the meeting of the Board called to decide upon the remuneration of directors vested with particular duties and/or the senior managers of the Company. 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 Company offices at the request of the secretary, who coordinates with 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 members of the Board of Statutory Auditors must be invited to the meetings of the Committee, so that they can participate if they see fit. The Chairperson may occasionally invite other members of the Board to Committee meetings, or invite 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.