

---

**Shareholders' Meeting of 28 April 2022**

**Integration, upon reasoned proposal of the Board of Auditors,  
of the fees of the Independent Auditors PricewaterhouseCoopers S.p.A.,  
appointed to perform the statutory audit of the accounts for the period  
2020-2028**

---

**GVS S.p.A.****Shareholders' Meeting 28 April 2022*****Integration, upon reasoned proposal of the Board of Auditors,  
of the fees of the Independent Auditors PricewaterhouseCoopers S.p.A.,  
appointed to perform the statutory audit of the accounts for the period 2020-2028***

\*\*\*

Shareholders,

With reference to the fourth item on the agenda of the Shareholders' Meeting, the Board of Directors has convened you, pursuant to art. 29.2, paragraph 2 of the Articles of Association, in order to resolve - in compliance with the law and the relevant regulatory provisions - on the integration, upon justified proposal of the Board of Auditors, of the fees payable to the Independent Auditors PricewaterhouseCoopers S.p.A. (hereinafter also referred to as the "Independent Auditing Firm" or "PwC").

By resolution of 14 February 2020, the Shareholders' Meeting of GVS S.p.A. (hereinafter also referred to as the "Parent Company" or "Company") approved, on the reasoned proposal of the Board of Auditors in office on the date, the offer of the Independent Auditors dated 30 January 2020, conferring on the aforementioned Independent Auditors the task of performing the statutory audit of the annual and consolidated financial statements of GVS S.p.A. for FYs 2020-2028 and the limited audit of the condensed consolidated half-yearly financial statements as at 30 June for FYs 2020 to 2028.

The original proposal (hereinafter also referred to as the "Letter of Appointment") of PricewaterhouseCoopers S.p.A. in the General Terms and Conditions detailed in Annex A, which forms an integral part of the Letter of Appointment, establishes in paragraph 3.3 "Fees" that "*In the event of exceptional or unforeseeable circumstances, including, merely by way of example, significant changes in the structure and activities of the Company and/or the Group to which the Company belongs, business continuity issues or specific situations that require in-depth technical analysis, the establishment of assets intended for a specific business, or other circumstances that are not foreseeable today that make it necessary to take longer than estimated in this proposal, PwC shall inform the Company in order to reach an agreement on the definition of the activities not envisaged in the Letter of Appointment and on the quantification of the related fees.*"

PricewaterhouseCoopers S.p.A., taking into account the provisions of the aforementioned Letter of Appointment, with a letter dated 16 November 2021, formulated a request for the integration of its fees, in relation to the increase in time connected with additional auditing activities compared to what was included in the initial proposal for the years 2020-2028 as a consequence of the 31 August 2021 acquisition by GVS S.p.A. of RPB Safety LLC and its subsidiaries Goodman Brands LLC and RPB Safety LTD (jointly, the "RPB Group").

In regard to the aforesaid acquisition transaction, the Independent Auditors communicated that the expansion of the perimeter of operations of the GVS Group has made it necessary to revise the estimate of the time required to carry out the audit process, as well as the statutory audit fees for the years of the residual duration of the 2022-2028 assignment (recurring integration). This situation has entailed and/or will entail the performance of specific checks and more extensive control procedures

on balance sheet and income statement aggregates whose values have risen significantly following the acquisition.

The Independent Auditors also disclosed that the acquisition of the RPB Group on 31 August 2021 resulted in supplemental audit activities for FY 2021 only (one-off integration), including a review of the fairness of the RPB Group’s 31 August 2021 balance sheet (“opening balance”) and subsequent consolidation file as of 31 December 2021 of RPB Safety LLC and fact-finding investigation of Goodman Brands LLC and RPB Safety LTD as of the same date.

In view of the additional audit activities deemed necessary, PricewaterhouseCoopers S.p.A. has submitted the following proposal for an increase in working hours and corresponding fees:

**GVS S.p.A. - Integration of PricewaterhouseCoopers S.p.A. fees**

| Reference year of Audit Fees | Changes in the structure of the GVS Group |            |   |                      |   |                      |                                   |            |
|------------------------------|---|------------|---|----------------------|---|----------------------|-----------------------------------|------------|
|                              | Audit Fees (original proposal)            |            | Integration of one-off audit activities<br>expansion of the perimeter - RPB Group |                      | Integration of recurring audit activities<br>expansion of the perimeter - RPB Group |                      | Total Audit Fees with Integration |            |
|                              | hours                                     | Audit Fees | hours   | Audit Fees (one off) | hours   | Audit Fees (running) | hours                             | Audit Fees |
| 2020                         | 3,000                                     | 219,000    | -   | -                    | -   | -                    | 3,000                             | 219,000    |
| 2021                         | 3,000                                     | 219,000    | 600   | 44,000               | -   | -                    | 3,600                             | 263,000    |
| 2022-2028                    | 3,000                                     | 219,000    | -   | -                    | 350   | 25,000               | 3,350                             | 244,000    |

The Board of Auditors, taking into account that the Shareholders’ Meeting of 14 February 2020 did not establish specific criteria for the possible adjustment of the Independent Auditors’ fee, in compliance with the provisions of Article 13, par. 1, of Legislative Decree no. 39/2010, according to which “*the Shareholders’ Meeting - based on a reasoned proposal of the supervisory body - shall appoint the independent auditors and determine the fees payable to the independent auditors or the independent auditing firm for the entire duration of the appointment*”, examined the said request made by PricewaterhouseCoopers S.p.A. in order to draw up this proposal to be submitted to the Shareholders’ Meeting.

For the purposes of its own preliminary investigation, the Board of Auditors:

- has examined the proposal of PricewaterhouseCoopers S.p.A., meeting with the Independent Auditors to obtain details of the reasons supporting the integration requests, the activities carried out and to be carried out and the related quantification of the hours foreseen, by professional figures involved, with distinction based on their seniority level;
- has met with the Head of Finance & Accounting, in order to examine the reasonableness of the additional activities planned by PricewaterhouseCoopers S.p.A., in terms of the description of the activities and the quantification of the related hours and the adequacy of the related fees;
- has acquired the positive evaluation of the Head of Finance & Accounting, on the consistency and adequacy of the request for integration of the audit activities with the statutory audit process referred to in the current assignment and on the reasonableness of its contents, who,

in turn, discussed with the managers of the Audit Firm the terms, including economic terms, of the requested integrations;

- received from PricewaterhouseCoopers S.p.A., on 25 March 2021, the confirmation of independence pursuant to paragraph 6 of EU Regulation no. 537/2014;
- has confirmed its positive assessment of the technical-professional suitability of PricewaterhouseCoopers S.p.A., in consideration of both the adequacy of its organisation and the level of knowledge of the Parent Company and the GVS Group to which it belongs, as well as the specificities inherent in the administrative-accounting system and the internal control system of the GVS Group.

In the course of the above process, the Board of Auditors carried out an analysis of the request made by PricewaterhouseCoopers S.p.A. and, in particular, of the estimated hours and the related seniority “pyramid”, also by comparing it with the times and costs relating to the audit engagement referred to in the original proposal, requesting certain additional information useful for ascertaining the reasonableness of the assumptions underlying the request for integration of the fees, such as

- the use of more hours/work justified:
  - as regards the part relating to the recurring integration (“running”) for the FYs 2022-2028, by the increase in size of the balance sheet and income statement aggregates of the GVS Group following completion of the acquisition (incidence of approximately 3.9% on the total assets of the GVS Group stand alone);
  - with regard to the part relating to the one-off integration (“one off”) for FY 2021, by audit activities relating to verification procedures to be carried out in the year of accounting for the acquisition transaction, for the verification of the correct recognition of the assets acquired and liabilities assumed following the acquisition, on 31 August 2021, of the RPB Group, as well as the procedures for verifying the economic result referring to the period from 1 September to 31 December 2021 of the RPB Group;
- the valuation of the increased hours carried out under the same economic conditions as the original audit proposal;
- the substantial invariance of the overall mix by professional figure (the seniority “pyramid”) employed to perform integrative activities.

The following should also be noted:

- the total compensation for FY 2021 resulting from the proposed integration increases from Euro 219,000 in FY 2020 (for 3,000 hours) to Euro 263,000 (for 3,600 hours), an increase of approximately 20%;
- the total compensation for the FYs 2022-2028 resulting from the proposed integration increases from Euro 219,000 in FY 2020 (for 3,000 hours) to Euro 244,000 (for 3,350 hours), an increase of approximately 11%;
- the fees indicated above do not include VAT and out-of-pocket expenses, which will be invoiced on the basis of the actual cost incurred by PwC and within the limits of 4% of the agreed fees, and secretarial fees, nor the supervisory contribution in favour of CONSOB or other Supervisory Authority, which may be envisaged for such assignments following the entry into force of new regulatory provisions issued by the competent Authorities;
- to the extent not provided for in this proposed amendment, the contractual provisions set forth in the 30 January 2020 assignment proposal will remain unchanged.

As a result of the above evaluations and the checks carried out, the Board of Auditors believes that the request for integration of the audit activities and the related economic conditions, also in the light of the attestations made by the corporate functions, is consistent with the statutory audit process referred to in the current assignment, adequate, in consideration of the new audit activities imposed by the change in the scope of operations of the GVS Group, as well as fair, in relation to the professional commitment required and compared to what was originally estimated and approved by the shareholders’ resolution of 14 February 2020, referred to above.

Having said that, the Board of Auditors submits the following proposal to the Shareholders’ Meeting for approval:

“The Ordinary Shareholders’ Meeting of GVS S.p.A.,

- *having acknowledged that PricewaterhouseCoopers S.p.A. submitted a request on 16 November 2021 for the integration of the scheduled time and the related fees for additional activities with respect to those included in the initial statutory audit proposal previously approved;*
- *having examined the reasoned proposal of the Board of Auditors containing the terms of the requests made by the aforementioned Auditing Firm, formulated at the end of the analyses and checks within its competence conducted also in collaboration with the corporate functions of GVS S.p.A. and with the Auditing Firm itself, having assessed the requests made as overall adequate in relation to the additional activities with respect to what was originally estimated and decided,*

**RESOLVED**

1. *to update, in line with the terms and requests for integration formulated by PricewaterhouseCoopers S.p.A. on 16 November 2021, the related fees for the engagement for the statutory audit of the financial statements and consolidated financial statements of GVS S.p.A., conferred on it by the Shareholders’ Meeting of GVS S.p.A. on 14 February 2020 for FYs 2020-2028 as follows:*

|     | <b>Total Audit Fees - 2020</b> | <b>Total Audit Fees - 2021</b> | <b>Audit Fees 2022-2028</b> | <b>Integration of the reference year Audit activities - 2021</b> | <b>Total Audit Fees with integration - 2021</b> | <b>Integration of the reference year Audit activities - 2022-2028</b> | <b>Total Audit Fees with Integration - 2022-2028</b> |
|-----|--------------------------------|--------------------------------|-----------------------------|--|---|---|--|
| GVS | 219,000                        | 263,000                        | 244,000                     | 44,000   | 263,000   | 25,000  | 244,000  |

2. *to authorise the Chair of the Board of Directors and the CEO, severally, to carry out, including through proxies, whatever is required, necessary or useful for the execution of the resolutions, as well as to carry out the relevant and necessary formalities with the competent bodies and/or offices, with the power to introduce any non-substantial amendments that may be required, and in general whatever is necessary for their full implementation, with any and all powers necessary and appropriate, in compliance with current legislation”.*

21 March 2022

For the Board of Auditors

The Chair - Prof. Patrizia Riva