

GUALA CLOSURES S.p.A.

The appointment of the Board of Auditors, by decision of the shareholders pursuant to art. 153 TUF and section 2429, paragraph 2 of the Italian Civil Code shall apply.

Shareholders,

pursuant to section Section 2429 of the Italian Civil Code and section 153 of Legislative decree dated 24 February 1998 n. 58 (TUF), the Board of Statutory Auditors (the "Board") of Guala Closures SpA ("Guala Closures" or the "Company"), appointed by the Shareholders' Meeting of Guala Closures on 10 September 2019, reports on the supervisory activity carried out during the financial period that ended on 31 December 2018.

As a preliminary reminder, Guala Closures SpA was established by Space Holding Srl on 19 September 2017 under the name Space4 SpA ("Space4"), a special purpose vehicle that constituted an Italian SPAC, in the form of *Special Investment Vehicles* (SIV) pursuant to the Regulations of Borsa Italiana SpA ("Borsa Italiana"), which started trading on the Stock Exchange on 21 December 2017.

On 31 July 2018, SPAC Space4 acquired Guala Closures SpA, the parent company of Guala Closures Group and, on 6 August 2018, proceeded with the merger by incorporation of Guala Closures SpA. Space4 has therefore taken on the name of "Guala Closures S.p.A." following the aforementioned transaction and the Group which refers to Space4 has taken on the name "Guala Closures Group". The statutory and accounting effects of the Merger are effective from 6 August 2018.

On 30 July 2018, Borsa Italiana approved, effective 6 August 2018, the admission to listing of the Company's ordinary shares and Market Warrants on the Mercato Telematico Azionario (MTA), STAR segment, and their simultaneous exclusion from trading on the Electronic *Investment Vehicles* Market (MIV).

The Board of Statutory Auditors in office during the 2018 financial period up to 10 September 2018 for the incorporating company Space4 was composed by Mr. Pier Luca Mazza (Chairman), Virginia Marini and Marco Giuliani.

From the date of its appointment, the Board has performed its institutional duties in compliance with the provisions of the Civil Code, of Legislative Decree 58/98 (TUF) and no. 39/2010 (Consolidated text of statutory audit), as well as the statutory regulations, also taking into consideration the Rules of Conduct of the Board of Statutory Auditors issued by the National Council of Chartered Accountants and Accounting Experts, and the indications expressed by the National Commission for Companies and the Stock Exchange (" **CONSOB** ") with notice no. DEM/1025564 of 06 April 2001 and subsequent notices.

For supervisory activities carried out up to 10 September 2018, the Board of Statutory Auditors reviewed the minutes of the meetings of the Boards of Statutory Auditors of Space4 SpA and Guala Closures SpA, which summarized the supervisory activities performed and from which no reprehensible facts emerged nor omissions or irregularities that require reporting to the competent bodies or mention to the Shareholders' Meeting.

Given the above, the activities carried out by the Board of Statutory Auditors are set out below. With regard to the activity performed by the previous members of the control body, this report is based on the relative documentary results.

Administrative Body - Appointment, term in office and operation

The Board of Directors in office at the date of this report was appointed by the Shareholders' Meeting of Guala Closures on 28 June 2018, with effect from 6 August 2018, and will remain in office until the conclusion of the Shareholders' Meeting that will be convened for approval of the financial statements for the financial period ended 31 December 2020.

Pursuant to current legislation and the Code of Conduct for listed companies, the Board of Directors, at the meeting of 6 August 2018 and again on 19 March 2019, verified the existence of the independence requirement of Directors Luisa Maria Virginia Collina, Lucrezia Reichlin and Francesco Caio, with the results indicated in the report on corporate governance and ownership structures, in addition to maintaining the requirements of integrity and professionalism for all the members of the Board. The Board of Statutory Auditors verified that the procedure adopted by the Board of Directors to assess the independence, good reputation and professionalism of its members is consistent with the criteria indicated by Legislative Decree n. 58/1998 ("TUF") and the Corporate Governance Code for listed companies.

Board of Statutory Auditors - Appointment, term of office and functioning

The Board of Statutory Auditors in office at the date of this report was appointed by the Shareholders' Meeting of Guala Closures on 10 September 2018 and will remain in office until the conclusion of the Shareholders' Meeting to be called to approve the financial statements for the financial period ended on 31 December 2020.

At the meetings of 4 and 11 October 2018, the Board of Statutory Auditors assessed the independence of its members, in addition to the possession of the legal and statutory requirements. At the meeting of 19 March 2019, it carried out its own self-assessment, reporting the results to the Board of Directors.

During the financial period ended on 31 December 2018, the current Board of Statutory Auditors met 5 times and participated in 6 meetings of the Board of Directors and 1 meeting of the Control and Risk Committee. Furthermore, the Chairman of the Board of Statutory Auditors participated in 2 meetings of the Remuneration Committee.

Adherence of the Company to the Corporate Governance Code and its actual implementation

Guala Closures adheres to the Corporate Governance Code for listed companies (the "Code") and, in compliance with it, the Remuneration Committee and the Control and Risks Committee operate within the Board of Directors, with advisory and coordination functions. The committees are composed, for two thirds, of independent directors and, for one third, of non-executive directors.

The Company evaluated the opportunity to set up an internal appointment committee, but taking into account that the list voting mechanism provided for in the Articles of Association ensures a transparent appointment procedure and a balanced composition of the Board of Directors also with reference to the presence of an adequate number of independent directors, it has deemed it not necessary to set up an appointment committee. This choice, as required by the Code, was motivated by the Company in the Report on Corporate Governance and Ownership Structure.

The Board has verified the correct application by the Company of the corporate governance rules expressed in the Code or, in the event of deviation from the recommendations therein, an adequate justification on the point also referred to in the Report on corporate governance.

Compliance with the law and the articles of association - Principles of correct administration

The Board supervised compliance with the law and the memorandum of association and compliance with the principles of correct management, both in the performance of its activities, including participation in the meetings of the Board of Directors and of the Board Committees, and during the meetings held with The *management* and with the Managers of the various Areas and Functions of the Company.

Participation in the meetings of the Board of Directors made it possible to obtain periodically from the Directors information on the activity carried out and on the most significant economic, equity and financial transactions resolved during the financial period. On the basis of the information available, the Board can reasonably affirm that these operations are compliant with the law and the Articles of Association and are not manifestly imprudent, risky or such as to compromise the integrity of the corporate assets.

Among the significant events that characterized the Company and Guala Closures Group during the financial period - as reported in the Report on operations - the Board recalls:

- sale of the property in Torre d'Isola (Italy): on 19 February 2018, the preliminary sale agreement was signed for the building located in Torre d'Isola (Italy) for € 2.1 million. The notarial deed of sale (with payment of the price) took place on 29 June 2018;
- merger between Guala Closures Group companies prior to the merger of Guala Closures SpA: the merger between Guala Closures Bulgaria AD and Guala Closures Tools EAD completed on 26 June 2018, with Guala Closures Bulgaria AD as the incorporating company;
- refinancing operation: on 3 October 2018, Guala Closures fully repaid the € 450m *bridge* loan entered into during the previous month of July with UniCredit Bank AG, Milan Branch, acting as agent, and the original lending banks (Credit Suisse AG, Milan Branch, Banca IMI SpA, Banco BPM SpA, Barclays Bank PLC and UniCredit SpA) using the proceeds from the issue of a floating-rate bond (3-month Euribor + 3.5% - *zero floor*) maturing on 2024 for a total amount of € 450 million;
- incorporation of a new company: on October 30, 2018 the Board of Directors of the subsidiary GCL International S.à.rl approved the establishment of a new company in Kenya, called Guala Closures East Africa Limited;
- merger between Group companies: Guala Closures (India) Pvt Limited and its subsidiary Axiom Propack (Pvt) Limited have undertaken a merger process following which Axiom Propack (Pvt) Limited will be incorporated into Guala Closures (India) Pvt Ltd .;

- acquisition of United Closures and Plastics (UCP): on December 12, 2018 the Group, through its Luxembourg subsidiary GCL International S.à.r.l, completed the acquisition of the Scottish company United Closures and Plastics (UCP) based in Bridge of Allan .

With regard to the dynamics of business combinations that took place prior to admission to listing, such admission to listing and the financial debt of Guala Closures prior to the merger, please refer to the description in the Report on operations.

During the meetings of the Board of Directors, the Board also ascertained that the delegated subjects reported, pursuant to art. 150, paragraph 1, of the TUF, on the transactions carried out according to the powers attributed to them.

No transactions emerged on which the directors had an interest of their own or of third parties.

The frequency of the meetings of the Board of Directors, the information provided during the meetings and, in general, the set of information flows put in place, are in our opinion substantially adequate with respect to the legal, statutory and applicable regulations, without prejudice to the the activity of implementation and formalization of internal processes undertaken by Guala Closures following the listing.

The Board of Statutory Auditors verified compliance with the disclosure obligations regarding regulated information, privileged or requested by the Supervisory Authorities.

On 19 March 2019 the Board of Directors of Guala Closures approved, with reference to the 2018 financial period, the Report on corporate governance and ownership structure pursuant to art. 123 bis of the TUF.

Atypical or unusual operations

The Management Report, the information received during the meetings of the Board of Directors and those received from the Chairman and Chief Executive Officer, from the *management* and from the Statutory Auditor did not highlight the existence of atypical and/or unusual transactions, including inter-group transactions or with related parties.

Transactions between Group Companies and with Related Parties

Intercompany transactions or transactions with related parties, of greater economic, equity and financial importance, are shown in the Report on Operations and in the specific section of the Notes to the Financial Statements with an indication of the assets, liabilities and guarantees and commitments outstanding as at 31 December 2018, broken down by the different types of related parties pursuant to IAS 24.

During the financial period, the Board has always participated in the meetings of the Control and Risk Committee, to which the functions of Related Parties Committee have also been assigned. The Related Party Transaction Procedure was preliminarily approved by the Board of Directors and by the Shareholders' Meeting of the Company on 27 September 2017; the text was subsequently amended and definitively approved by the Board of Directors on 29 January 2018. This OPC Procedure was then modified and supplemented again by resolution of the Board of Directors on 8 March 2019.

For detailed information on individual intercompany transactions and transactions with related parties - transactions of greater significance, ordinary transactions and market conditions - please refer to the relevant sections of the Report on Operations and the Notes to the Financial Statements.

Handling of Privileged Information

On 18 December 2018 the Company's Board of Directors approved a first version of the new MAR (*Market Abuse Regulation*) code that established the register of relevant information, in addition to that of privileged information. The MAR Code was then amended by resolution of the Board of Directors on 8 March 2019.

The Company's MAR Code has incorporated the rules relating to the treatment of *internal dealing* operations, which governs the management, processing and communication of information relating to transactions on the listed debt shares and instruments of Guala Closures and on derivatives and instruments financial institutions connected to them by relevant persons and by persons closely associated with them.

The Board of Statutory Auditors supervised compliance with the procedural rules adopted by the Company, as well as compliance with the provisions on transparency and public information.

Remarks on the adequacy of the organizational structure

The Board of Statutory Auditors supervised the adequacy of the organizational structure and its correct functioning in the context of various meetings with the top management and with the Managers of the various areas and functions.

In particular, the Board has taken note of the initiatives undertaken by the Company aimed at strengthening the corporate organization in order to (i) better define the system of powers with a greater level of segregation of functions, (ii) guarantee greater visibility to the Group management of the processes managed by the individual *business units* also through the introduction of additional Group *policies* , (iii) launch a progressive process of automation of controls, also in a preventive perspective, (iv) better define, application and monitoring of specific corporate rules.

The Board of Statutory Auditors has in any case acknowledged that the company organization chart contains a clear identification of the functions and lines of responsibility.

On the basis of the documentation examined and the information received in the performance of the supervisory activities, in the presence of an organizational chart which details the roles and responsibilities of the organizational structures, after verifying the correct exercise of the delegation system issued by the Board of Directors, the Board of Statutory Auditors substantially deems the organizational structure of the Company substantially appropriate, without prejudice to the need to complete, in line with the activities and time frames identified, the strengthening process underway.

Remarks on the adequacy of the internal control and risk management system

As of the date of the listing, the Company started a project to strengthen the internal control and risk management system, in order to further align it with national and international *best practices*, concerning:

- the corporate, organizational and contextual analysis of the Group;
- the introduction of third level control function;
- the rationalization, improvement and formalization of the processes in support of the governing and control bodies;
- *risk management* - development of *ERM Group policies*.

The Company's internal control and risk management system is currently characterized by the following elements:

DIRECTOR IN CHARGE

The Board assigned to dott. Anibal Diaz Diaz the role of director in charge of supervising the functionality of the internal control system ("Appointed Director").

INTERNAL AUDIT FUNCTION

The Company, with a resolution of the Board of Directors dated 8 March 2019, adopted an *Internal Audit* function, *outsourced* (pursuant to Article 7.C.6 of the Corporate Governance Code) to Dr. Elisabetta Ubertini, Senior Director of RC Advisory, which has been assigned functions substantially compliant with those provided for by the Corporate Governance Code and by activating the Risk Management process for the same Function.

With regard to the choice of the Company to outsource the *internal audit* function, the Board of Auditors expressed a favourable opinion, although it is hoped that this function will be internalized in a second phase of the strengthening process of the internal control system of Guala Closures.

RISK MANAGEMENT PROCESS

Guala Closures Group has recently established an Integrated Risk Management Process whose main objective is to adopt a structured and systematic approach for the identification and evaluation of priority risks of the company with potential negative effects and definition of appropriate mitigating actions.

To this end, Guala Closures has defined an applicable Risk Model for the Group as well as specific Risk Mapping methods, assigning to each identified risk a "risk relevance" value given by the overall assessment of general impact, probability of occurrence and level of maturity of the risk management system.

STRATEGIC PLANNING, CONTROL AND REPORTING

Guala Closures Group has for some time been equipped with a structured and continuous planning, control and reporting system, aimed at defining corporate objectives and strategies, developing plan and *budget* projections with monthly monitoring through an articulated system of collection of information from subsidiaries and meetings of the Top Management of the Parent Company and Subsidiaries ("COMEX") in order to promptly react to anomalous or unexpected results by defining appropriate countermeasures.

OFFICER IN CHARGE

The Board of Directors assigned to Dr. Anibal Diaz, as Group Chief Financial Officer, effective 6 August 2018 and with the favorable opinion of the Board of Statutory Auditors, the role of officer in charge of the preparation of the accounting and corporate documents referred to art. 154- *bis* of the TUF (the "Financial Reporting Manager").

SUPERVISORY BODY

Guala Closures uses a body made up of 3 members specifically set up to perform the functions of the Supervisory Body ("Supervisory Body") pursuant to Legislative Decree 231/2001. The Supervisory Body was appointed by resolution of the Board of Directors on 17 July 2018, effective from 6 August 2018, for a period of three years. In addition, the Company has adopted its own organization and management model pursuant to Legislative Decree no. 231/2001 ("Model 231") in order to prevent the committing of significant unlawful conduct pursuant to the aforementioned legislation. This Model 231, approved for the first time by resolution of the Board of Directors on 21 November 2005 and constantly reviewed by the Company, was last updated with the version approved by the Board of Directors on 31 January 2018.

The Board of Statutory Auditors examined the "*Report on the activities carried out by the Supervisory Body (SB) pursuant to Legislative Decree no. 231 dated 08 June 2001*" From the results of the activities carried out by the SB, no significant violations of the relevant regulations emerged and it is found that in addition to the ordinary activity, it proposed changes to the Organization and Management Model of Guala Closures, also for the purpose of introducing a sanctioning system structured in several levels defined in the procedural body for the purposes of health and safety legislation. The new Organizational Model is expected to be adopted in the first half of 2019.

On the basis of the documentation examined, the information received and the checks carried out during its supervisory activity, the Board of Statutory Auditors considers the process of strengthening initiated by the Company, including in the Internal Control System, substantially adequate, recalling the opportunity to complete in accordance with the methods and timing identified for the planned activities.

Supervisory activities pursuant to art. 19 of Italian Legislative Decree 39/2010 - Relations with the Independent Auditors

The Board of Statutory Auditors, identified by the art. 19 of Legislative Decree 39/2010 in the version reformulated as a result of the statutory audit reform implemented by Legislative Decree 135/2016 as the "*Committee for internal control and statutory audit*", has monitored the financial disclosure process, on the statutory audit activity and on the independence of the Statutory Auditor, in particular as regards the provision of non-auditing services.

The Board of Statutory Auditors examined the audit reports issued on 28 March 2019 by the legal auditing company KPMG SpA pursuant to art. 14 of Legislative Decree no. 39/2010 and art. 10 of Regulation (EU) 537/2014 on the financial statements and on the consolidated financial statements of the Company as at 31 December 2018. In particular, the audit reports on the financial statements and on the consolidated financial statements:

- express an unqualified opinion on the financial statements and on the consolidated financial statements of Guala Closures, as at 31 December 2018, asserting that the financial statements provide a true and fair view of the equity and financial situation, the financial result and the cash flows in accordance with IFRS adopted by the European Union, as well as the provisions issued to implement art. 9 of Italian Legislative Decree 38/2005
- express an opinion of consistency and compliance which shows that the Management Report accompanying the financial statements and the consolidated financial statements at 31 December 2018 is consistent with the aforementioned financial statements and is prepared in compliance with the law, as well as the specific information contained in the Report on Corporate Governance and Ownership Structures specified in art. 123- *bis* , paragraph 4, of the TUF;
- with reference to the statement pursuant to art. 14 par. 2 lett. e) of Legislative Decree 39/2010 (with reference to any significant errors found in the Report on operations) they declare, based on the knowledge and understanding of the company and the related context acquired during the audit, to have nothing to report.

On 28 March 2019 the Independent Auditors presented the additional Report to the Board, pursuant to art. 11 of Regulation (EU) n. 537/2014, from which no significant deficiencies emerged in the internal control system in relation to the financial reporting process worthy of being brought to the attention of those responsible for governance activities. Together with the Additional Report, the Auditing Company provided the Board with the declaration on independence (article 6 of the aforementioned EU Regulation) which does not reveal any situations that could compromise its independence.

The Board held several periodic meetings, in accordance with art. 150, paragraph 3, of the Consolidated Law on Finance and of the provisions introduced by Legislative Decree no. 39/2010, with the Auditing Company - examining the 2018 audit plan, verifying its adequacy, following its execution and exchanging data and relevant information in a timely manner for the performance of their respective duties - with no particular remarks to be communicated having been highlighted or facts deemed reprehensible that required the formulation of specific reports pursuant to art. 155 paragraph 2 of the TUF

The Explanatory Notes disclose the fees for the statutory audit of the accounts as well as the fees for the services rendered to Guala Closures other than the audit performed during the financial period ended 31 December 2018, by the auditing company and the network entities to which the independent auditors belong. In this regard, it is represented that on 14 January 2019, the Board of Statutory Auditors formulated its justified proposal pursuant to article 13 of Legislative Decree no. 39/2010 in relation to the request for adjustment of the remuneration submitted by the Independent Auditors to Guala Closures on 29 October 2018, an adjustment request subsequently accepted by the Company by resolution of the Shareholders' Meeting of 14 February 2019.

Below are the fees paid to the independent auditors and companies in its network, as indicated in the notes to the consolidated financial statements as at 31 December 2018:

Accounting Audit (€ / 000)

Parent Company	442
Italian subsidiaries and branches	32
Foreign subsidiaries and branches	949

Other services as accounting auditor of the parent company in relation to information documents (€ / 000)

MTA Parent Company certification services	805
Certification Services for the withdrawal of Parent Company Shareholders	10
HY Bond Parent Company certification services	243

Other services rendered (€ / 000)

Accounting due diligence services Parent Company Relevant Transaction	306
Agreed upon procedures Parent Company Relevant Transactions	40
Accounting <i>due diligence</i> services UCP acquisition	137
Other services foreign subsidiaries	108

The total fees paid to the independent auditors in 2018 amount to € 3,071 thousand (the table above is in thousands of euros). Any discrepancies between the sum of the individual items and the totals reported are exclusively due to rounding up and do not alter their reliability and substance).

With regard to the entrusting to the auditing company of further assignments, it is specified that the Board of Statutory Auditors as currently formed, has authorised:

- on 4 October 2018, the assignment to KPMG UK of the non-audit assignment relating to the accounting *due diligence* activity with reference to the acquisition of the Scottish company *United Closures and Plastics* ;
- on 17 October 2018 the assignment to the KPMG S.p.A. Independent Auditors of the limited audit of the condensed consolidated interim financial statements at 30 September 2018 and 2017. This service, although not mandatory under the statutory audit, is part of the " *audit related* " services generally provided by the Legal auditor and is not included in the list of services prohibited by art. 5, par. 2, EIP Regulation;
- on December 10, the assignment for carrying out the limited examination of the consolidated non-financial clarification drafted pursuant to Legislative Decree 30 December 2016, no. 254 of the Guala Closures Group;

the above subject to verification of the independence of the Auditing Company pursuant to the provisions of Legislative Decree no. 39/2010 and by art. 5 of Regulation (EU) n. 537/2014 of the European Parliament and of the Council of 16 April 2014. The Board recommended the Company to adopt a specific Procedure for the assignment to the auditing company of non- *audit* appointments; this procedure, the preparation of which was started already during the 2018 financial period, was subsequently adopted by Guala Closure by resolution of the Board of Directors dated 27 March 2019.

Supervisory activities on the financial reporting process - Observations on the adequacy of the administrative-accounting system

The Financial Reporting Officer explained to the Board of Statutory Auditors the current configuration of the administrative and accounting control system, also referring to the detailed work carried out and documented for the purpose of the listing in August 2018, which describes the system also with regard to information aspects and *reporting* support.

The Manager in charge, in acknowledging his activity, while highlighting some improvement points that will be subject to implementation in the coming months, confirmed the adequacy of the administrative and accounting structure adopted to date with respect to the complexity and size managed by the Guala Group Closures, underlining how work is in progress to systematise and rationalise the existing control activities in a single procedural body.

Pending the described formalization, the Manager in Charge confirmed that he had set up an internal system of certification for all subsidiaries of the Group to support the correct functioning and effective application of control activities for the purposes of the Group *Reporting Package* .

Adequacy of instructions given to subsidiaries

The Board examined the instructions given by the Parent Company to the subsidiaries pursuant to art. 114 par. 2 of the TUF. In particular, the Board of Statutory Auditors acknowledged:

- as regards the steering methods and the information flows in place with the subsidiaries to be the main characteristic of the Group as well as the presence in the administrative bodies of key figures of the Parent Company;
- that each subsidiary (with the exception of those located in Japan and the US) is in any case subject to audit by KPMG *network* auditing companies, while a network of lawyers with whom the individual subsidiaries have annual consultancy contracts in place, with the aforementioned activities being *outsourced* ;
- that further bodies and/or synthesis moments aimed at strengthening the parent company's steering are:
 - COMEX: group organization, in which all the heads of corporate functions participate, as well as some general managers, during which information is exchanged within the Group, addressing operational and financial issues. The committee meets monthly;
 - COMEX *extended* : meetings held in Alessandria in general every four months (January, July and September/October) which are attended by all the General Managers of the various subsidiaries, sometimes accompanied by sales managers and controllers;
- that specific meetings set for budget, budget review and forecast are organized locally, and take place respectively in autumn, April (3 *actual* months + 9 *budget* months) and in October / November (9 months *actual* + 3 months *forecast*);
- that, each month, the individual general managers of the subsidiaries provide the Parent Company with information regarding the operating performance of the *business* .

Non-financial statement

The Board of Statutory Auditors, having taken note of the Legislative Decree 254/2016 concerning the communication of non-financial information and the Implementation Regulation issued by the CONSOB with resolution dated 18 January 2018, in performing its function supervised the compliance with the provisions contained therein in relation to the preparation of the Consolidated Non-financial Statement (hereinafter also "CNS"), approved by the Board of Directors on 19 March 2019.

It also took note of the report issued by the Independent Auditors on March 28, 2019, which states that no elements were received that suggest that the Guala Closures group's CNS for the year ended on 31 December 2018 was not drafted, in all significant aspects, in compliance with the requirements of articles 3 and 4 of the Decree and the "Global Reporting Initiative Sustainability Reporting Standards".

Complaints pursuant to art. 2408 cc - Reports - Opinions issued pursuant to the law and the Corporate Governance Code

During 2018 the Board did not receive any complaint pursuant to art. 2408 of the civil code.

On the basis of the activity carried out and the information obtained, no omissions, reprehensible facts or significant irregularities were required to be reported to the Supervisory Authorities or mentioned in this Report.

During the financial period and up to the date of approval of this report, the Board of Statutory Auditors issued opinions and expressed observations that current legislation and the Corporate Governance Code assign to its competence. Furthermore, the Board of Statutory Auditors reports that it has:

- examined and positively assessed the text of the Related Party Transaction Procedure pursuant to the Regulation adopted by CONSOB with resolution no. 17221 of 12 March 2010, also taking into account the indications and clarifications provided by CONSOB with communication no. DEM / 10078683 of 24 September 2010;
- expressed its positive opinion in relation to the outsourcing assignment of the Internal Audit function to Dr. Elisabetta Ubertini, Senior Director of RC Advisory, and also assessed the adequacy of the allocation of resources assigned to the performance of her responsibilities and adequacy of his remuneration;
- examined the Remuneration Policy for the 2019 financial period, as proposed by the Remuneration Committee in the meeting of 26 March 2019, as well as the text of the Remuneration report approved by the Board of Directors in the meeting of 27 March 2019, verifying that it contains the information required by art. 123 ter of the TUF and pursuant to art. 84 quater of CONSOB regulation 11971/1999;
- examined and positively assessed the Procedure for the assignment of appointments to the Independent Auditors approved by the Board of Directors in the meeting of 27 March 2019;

The Board of Statutory Auditors acknowledges that the previous members of the control body issued an opinion on 16 April 2018 pursuant to art. 2437 ter par. 2 of the Italian Civil Code concerning the liquidation value of the Company's shares to be paid to the shareholders who, not having contributed to the approval of the merger finalized on 6 August 2018, have exercised the right of withdrawal recognized to them by law.

Final considerations

The Board of Statutory Auditors, on the basis of the supervisory activity performed, did not find significant irregularities or omissions and/or reprehensible facts, nor did it become aware of operations not based on compliance with the principles of correct administration, resolved and

implemented not in compliance with the Law and the Articles of Association, not meeting the interests of Guala Closures, in contrast with the resolutions passed by the Shareholders' Meeting, manifestly imprudent or risky, such as to compromise the integrity of the corporate assets.

The Board of Statutory Auditors does not deem it necessary to exercise the right to make proposals to the Shareholders' Meeting pursuant to art. 153, second paragraph, of the TUF.

Having acknowledged the results expressed by the financial statements and the content of the Directors' Report on operations accompanying it, the content of the certification of the annual and consolidated financial statements, signed by the Chairman and Chief Executive Officer and by the Financial Reporting Manager, and considering the contents of the Reports drawn up by the Statutory Auditor, the Board of Statutory Auditors has not found, for the matters under its competence, impediments to the approval of the financial statements closed on 31 December 2018 and to the proposal to allocate the profit for the financial period formulated by the Board of Directors.

Alessandria, 29 March 2019

On behalf of the Board of Statutory Auditors

The President

Benedetta Navarra