

**Report of the Board of Statutory Auditors to the Shareholders' Meeting of SABAF S.p.A.
in accordance with Art. 2429, paragraph 2 of the Italian Civil Code and Art. 153 of Italian
Legislative Decree no. 58/1998**

To the Shareholders' Meeting of the Company SABAF S.p.A.

Introduction

The Board of Statutory Auditors of SABAF S.p.A. (hereinafter also "SABAF" or "Company"), pursuant to Art. 153 of Italian Legislative Decree no. 58 of 1998 (hereinafter also TUF) and Art. 2429, paragraph 2 of the Italian Civil Code, is called upon to report to the Shareholders' Meeting called to approve the Financial Statements on the supervisory activity carried out during the financial year in the performance of its duties, also in the capacity of "internal control and audit committee", on any omissions and reprehensible facts found and on the results of the financial year, as well as to formulate proposals regarding the Financial Statements, the approval thereof and matters falling within its competence.

Note, first of all, that the Board of Directors decided to make use of the longer term envisaged in Art. 2364 of the Italian Civil Code and Art. 8 of the Articles of Association for the call of the Shareholders' Meeting to approve the 2019 financial statements, owing to the existence of the relative conditions. The financial statements report is in any case made available to the public in full within the terms of Art. 154-ter of the TUF (within four months from the end of the financial year). The decision was taken by the Board, as explained in the Report on Operations, as SABAF is required to prepare the consolidated financial statements, in consideration of requirements related to the relevant obligations and fulfilments. In any case, note that, due to the situation regarding the spread of the health emergency related to COVID-19, pursuant to Article 106 of Italian Decree Law no. 18 of 2020 *"the ordinary shareholders' meeting is convened within one hundred and eighty days from the end of the reporting period"*, as an exception to the ordinary rules on the subject.

During the year ended 31 December 2019 and up to date, the Board of Statutory Auditors carried out its supervisory activities in compliance with Law provisions, Rules of Behaviour of the Board of Statutory Auditors of listed companies issued by the Italian Board of Certified Public Accountants and Bookkeepers, the CONSOB provisions on corporate controls, the Corporate Governance Code, as well as by the provisions contained in Art. 19 of Italian Legislative Decree 39/2010.

The financial statements of SABAF were prepared in accordance with the IAS/IFRS international accounting standards issued by the International Accounting Standards Board (IASB) and approved by the European Union, as well as in accordance with the provisions issued by CONSOB in implementation of Article 9, paragraph 3, of Italian Legislative Decree 38/2005.

The Company's Financial Statements were prepared in accordance with the law and accompanied by the documents required by the Italian Civil Code and the TUF. Moreover, in accordance with law provisions, the Company prepared the Consolidated financial statements and the consolidated non-financial statement for the year 2019.

The Board of Statutory Auditors acquired the information necessary for the performance of the supervisory duties assigned to it by attending the meetings of the Board of Directors and the Board Committees, the hearings of the Company's and the Group's management, the information acquired from the competent company structures, as well as through the additional control activities carried out.

Appointment and Independence of the Board of Statutory Auditors

The Board of Statutory Auditors in office at the date of this Report was appointed by the Shareholders' Meeting of 8 May 2018 in the persons of Alessandra Tronconi (Chairman), Luisa Anselmi (Statutory Auditor), Mauro Giorgio Vivenzi (Statutory Auditor), as well as Paolo Guidetti and Stefano Massarotto (Alternate Auditors). The control body will remain in office for three financial years and will expire on the date of the Shareholders' Meeting called to approve the Financial Statements for the year 2020.

The appointment was made on the basis of two lists submitted by the Shareholders Giuseppe Saleri S.a.p.a and Quaestio Capital SGR S.p.A. respectively, in compliance with the applicable law, regulatory and statutory provisions. The Chairman of the Board of Statutory Auditors and one Alternate Auditor were drawn from the list that obtained the lowest number of votes.

The composition of the Board of Statutory Auditors complies with the gender distribution criterion set forth in Art. 148 of Italian Legislative Decree no. 58 of 1998.

At the time of its appointment and subsequently on 15 May 2018, the Board of Statutory Auditors checked the existence of the independence requirement as part of the broader process of self-assessment of the control body pursuant to Standard Q.1.1 of the Rules of Behaviour of listed companies; the check was carried out on the basis of the criteria envisaged by the aforesaid Standards and by the Corporate Governance Code applicable to independent directors.

The outcome of the check was communicated (pursuant to Art. 144-*novies*, paragraph 1-*ter* of CONSOB Regulation no. 11971 of 1999, Art. 8.C.1 of the Corporate Governance Code and Standard Q.1.1 of the Rules of Behaviour of listed companies) to the Board of Directors, which issued the relevant press release on 26 June 2018.

This assessment was carried out again on 12 March 2019 and 17 March 2020 and consequently communicated to the Board of Directors, which disclosed it in the Report prepared pursuant to Art. 123-*bis* of the TUF of both financial years.

Supervision and control of the Board of Statutory Auditors

Supervisory activity on compliance with the law and articles of association

In carrying out its duties, the Board of Statutory Auditors carried out the supervisory activities required by Art. 2403 of the Italian Civil Code, Art. 149 of Italian Legislative Decree No. 58 of 1998, Art. 19 of Italian Legislative Decree No. 39/2010, CONSOB recommendations on corporate controls and the activities of the Board of Statutory Auditors and referring to the indications contained in the Corporate Governance Code, as well as the Rules of Behaviour of the Board of Statutory Auditors of listed companies.

Therefore, as part of its functions, the Board of Statutory Auditors:

- attended the meetings of the Shareholders and Board of Directors, monitoring compliance with the statutory, legislative and regulatory provisions regulating the operation of the Company's bodies as well as compliance with the principles of proper management;
- supervised, for what of direct concern, the adequacy of the Company's organisational structure and compliance with the principles of proper management, through direct observation, gathering information from heads of the corporate functions and meetings with the Independent auditors to exchange data and information;
- assessed and supervised the adequacy of the internal control system and the administrative and accounting system, as well as its reliability in providing a fair presentation of operational transactions, through the information of the heads of the respective functions, the examination of company documents and the analysis of the results of the work carried out by the Independent Auditors;
- held 9 meetings during the year, lasting approximately 2 hours and a half, and also attended all the meetings of the Board of Directors, as well as of the board committees (Control and Risk Committee, Remuneration and Nomination Committee);
- supervised the adequacy of the reciprocal flow of information between SABAF and its subsidiaries pursuant to Art. 114, paragraph 2, of Italian Legislative Decree no. 58 of 1998, ensured by the instructions issued by the Company's management to Group companies;
- supervised compliance with the rules of "Market abuse", "Protection of savings" and "Internal Dealing", with a special reference to the processing of inside information and the procedure for the dissemination of statements and information to the public. The adjustment of the procedure adopted by the Company for the management of inside relevant information, drawn up in the light of CONSOB Guidelines no. 1/2017, was monitored.

Moreover, the Board:

- obtained from the Directors adequate information on the business carried on and major economic and financial operations carried out by the Company and its subsidiaries pursuant to Art. 150, paragraph 1 of the TUF. In this regard, the Board of Statutory Auditors paid special attention to the fact that the transactions approved and implemented complied with the law and the Articles of Association and were not imprudent or risky, in contrast with the resolutions adopted by the Shareholders' Meeting, in potential conflict of interest or such as to compromise the integrity of the Company's assets;
- held meetings with representatives of the Independent Auditors pursuant to Art. 150, paragraph 3 of the TUF and there were no significant data and/or information to be reported;
- had exchanges of information with corresponding control bodies (if any) of the companies directly or indirectly controlled by SABAF S.p.A. pursuant to Art. 151, paragraph 1 and 2 of the TUF;
- supervised the procedures for effective implementation of the corporate governance rules envisaged in the Corporate Governance Code complied with, as adequately represented in the Report on Corporate Governance and Ownership Structure, in compliance with Art. 124-ter of the TUF and Art. 89-bis of the Issuers' Regulations;
- checked, in relation to the periodic assessment to be carried out pursuant to Application Principle 3.C.5 of the Corporate Governance Code, as part of the supervision of the procedures for effective implementation of the corporate governance rules, the correct application of the assessment criteria and procedures adopted by the Board of Directors, with regard to the positive assessment of the independence of the Directors.

As required by Application Principle 1.C.1, letter g) of the Corporate Governance Code, the Board of Directors expressed its assessment of the size and composition of the Board and its operation, as well as the size, composition and operation of the board committees. The assessment - carried out on the basis of the results of a self-assessment questionnaire filled in by all the members of the Board of Directors - used the assessment criteria already adopted in the previous year.

The Board also acknowledges that it has issued:

- its favourable opinion on the appointment and remuneration to be assigned to the head of the Internal Audit Department as required by Application Principle 7.C.1 of the Corporate Governance Code;
- its favourable opinion with regard to the annual Audit Plan prepared by the Head of the Internal Audit Department;
- its consent, pursuant to Article 5, paragraph 4, of Regulation (EU) 2014/537, on two occasions, to the provision by the Independent Auditors EY S.p.A. of services other than the external audit to the Company and to companies belonging to the SABAF Group, after having carefully assessed the potential risks for the independence of the auditor.

The Board of Statutory Auditors also gave its consent, pursuant to Art. 2426, paragraph 1, number 5, of the Italian Civil Code, to the recognition in the financial statements of development costs with a multi-year use of € 460,000.

Supervisory activity on the adequacy of the administrative and accounting system and the auditing activity

Pursuant to Art. 19 of Italian Legislative Decree 39/2010 (Consolidated External Audit Act), the Board of Statutory Auditors is required to supervise:

- the financial reporting process;
- the effectiveness of the internal control and risk management systems;
- the External audit of annual accounts and consolidated accounts;
- the independence of the Independent Auditors, specifically as far as the provision of non-audit services is concerned.

The Board of Statutory Auditors carried out its activities in collaboration with the Control and Risk Committee in order to coordinate their responsibilities and avoid overlapping of activities.

Financial reporting process

The Board of Statutory Auditors supervised the existence of rules and procedures relating to the process of formation and dissemination of financial information. In this regard, it should be noted that the Report on Corporate Governance and Ownership Structure illustrates how the Group defined its Internal Control and Risk Management System in relation to the financial reporting process at the consolidated level. The Financial Reporting Officer is Gianluca Beschi.

The Financial Reporting Officer is supported by the Internal Audit Department to check the operation of the administrative and accounting procedures through control testing. In this regard, note that, in order to take account of the developments in the company's business and bring the procedures into line with current operating practices, during 2019 two administrative-accounting procedures drawn up pursuant to Italian Law 262/2005 were updated, approved by the Financial Reporting Officer, and reported to the Board of Directors in December.

The Board of Statutory Auditors acknowledges that it has received adequate information on the monitoring of business processes with an administrative and accounting impact within the Internal Control System, carried out both during the year in relation to the regular management reports, and during the closing of the accounts for the preparation of the Financial Statements, in compliance with the monitoring and certification requirements to which SABAF S.p.A. is subject pursuant to Italian Law no. 262/2005. In particular, the Board of Statutory Auditors acknowledged the Risk Assessment for 2019, as well as the periodic update on testing activities pursuant to Italian Law no. 262/2005.

The adequacy of the administrative and accounting system was also assessed through the acquisition of information from the heads of the respective departments and the analysis of the results of the work carried out by the Independent Auditors.

No particular critical issues or elements hindering the issue of the certification by the Financial Reporting Officer and by the Chief Executive Officer concerning the adequacy of the administrative and accounting procedures for the preparation of the financial statements of SABAF S.p.A. and the Consolidated Financial Statements for the year 2019 emerged.

The Board of Statutory Auditors supervised compliance with the regulations related to the preparation and publication of the Half-Yearly Report and the Interim Management Reports, as well as the settings given to them and the correct application of the accounting standards, also using the information obtained from the Independent Auditors.

Furthermore, it is acknowledged that:

- the Independent Auditors appointed to carry out the external audit currently in office, EY S.p.A., were appointed for the 2018-2026 period at the Shareholders' Meeting held on 8 May 2018: the procedure for the appointment was carried out in compliance with the provisions of Article 16 of Regulation (EU) 2014/537. The Board of Statutory Auditors in office at that time submitted to the Board of Directors a reasoned recommendation containing the name of two Independent Auditors suitable to replace the one that is due to expire, expressing preference for one of them. This recommendation was developed at the end of a detailed selection procedure that was carried out in compliance with the provisions contained in Regulation (EU) 2014/537;
- the Independent Auditors appointed to audit the company illustrated to the Board of Statutory Auditors the checks carried out and did not report any findings in the periodic meetings with the Board of Statutory Auditors;
- the Board of Statutory Auditors supervised the auditing of the annual and consolidated financial statements, obtaining information and periodically discussing with the Independent Auditors.

In particular, all the main phases of the audit activity were illustrated to the Board of Statutory Auditors, including the identification of the risk areas, with a description of the related audit procedures adopted; moreover, the main accounting principles applied by SABAF have been followed.

The Board also acknowledges that the Independent Auditors EY S.p.A. issued their opinions on the Consolidated

Financial Statements and the Separate Financial Statements on 3 April 2020 and also issued on the same date the Additional Report to the Internal Control and Audit Committee pursuant to Article 11 of Regulation (EU) 2014/537.

The reports on the Separate financial statements and the Consolidated financial statements do not give rise to any observations or requests for information.

It is also acknowledged that the Independent Auditors expressed, in the reports mentioned above, a positive opinion with regard to consistency with the financial statements and compliance with the law with reference:

- to the Management report;
- to the information referred to in Art. 123-*bis*, paragraph 4, Italian Legislative Decree 58/98 contained in the Report on corporate governance and ownership structure.

In the audit work, a special attention was paid to the key aspects relating to the impairment test and Purchase Price Allocation. Moreover, the reports issued by the Independent Auditors do not reveal any significant shortcomings in the Company's internal control system for financial information and accounting system.

The Board of Statutory Auditors supervised the independence of the Independent Auditors EY S.p.A., verifying the type and extent of services other than auditing with reference to SABAF and its subsidiaries and obtaining explicit confirmation from the Independent Auditors that the independence requirement was met. The statement on independence has been included, pursuant to Art. 11, paragraph 2, letter a), of Regulation (EU) 2014/537, in the above-mentioned Additional Report.

The fees paid by the SABAF Group to the Independent Auditors and to the companies belonging to the network of the Independent Auditors themselves are as follows:

Activities	Amount EUR
Audit	124
Certification services	-
Other services	49
Total	173

In the light of the above, the Board of Statutory Auditors considers that the Independent Auditors EY S.p.A. meet the requirement of independence.

Note that in 2019 there were changes in the scope of the audit, in relation to the inclusion in the consolidation area of the company C.M.I. S.r.l. and of the companies controlled by it (C.G.D S.r.l. and C.M.I. Polska Sp. Zoo) as a result of the acquisition, by SABAF, of the C.M.I. group, on 31 July 2019. The companies of the C.M.I. group contributed Euro 12.5 million to consolidated turnover.

Supervisory activity on the adequacy of the internal control system and the organisational structure

The Board of Statutory Auditors assessed and supervised the adequacy of internal control and the effectiveness of the internal control and risk management systems. The Board of Statutory Auditors acknowledges that it has verified the most significant activities carried out by the overall internal control and risk management system by attending the meetings of the Control and Risk Committee (also with functions of Committee for related-party transactions) attended by:

- members of the Control and Risk Committee;
- members of the Board of Statutory Auditors;
- the Chief Executive Officer and director in charge of the internal control and risk management system;
- the Internal Audit department and its Head;
- the Financial Reporting Officer.

The Board of Statutory Auditors also acknowledges that it attended the periodic meetings among the Company's control bodies attended by:

- members of the Control and Risk Committee;
- members of the Board of Statutory Auditors;
- the Independent Auditors;

- the Chief Executive Officer and Director in charge of the internal control system;
- the Financial Reporting Officer;
- the Internal Audit department and its Head;
- the Supervisory Body.

In particular, as part of these activities, the Board of Statutory Auditors acknowledges that it has received and examined:

- the periodic reports on the activities carried out, prepared by the Control and Risks Committee and the Internal Audit department;
- the reports drawn up at the end of the verification and monitoring activities by the Internal Audit department, with the relative results, the recommended actions and the controls on the implementation of the aforesaid actions;
- periodic updates on the development of the risk management process, the outcome of the monitoring and assessment activities carried out by Internal Audit and the objectives achieved.

The Board of Statutory Auditors then reviewed every six months the periodic reports on the activities carried out by the Supervisory Body and examined the activity plan and the budget allocated for 2019. Similarly, the Board of Statutory Auditors acknowledged the compliance with the provisions of Italian Legislative Decree no. 231/2001 and the activity plan for 2019, examining and agreeing with the amendments made during the year to the Organisation and Management Model pursuant to Italian Legislative Decree no. 231/2001.

Following the activities carried out during the 2019 financial year, as detailed above, the Board of Statutory Auditors shared the positive assessment expressed by the Control and Risk Committee with regard to the adequacy of the Internal Control and Risk Management System.

With reference to the internal control system, the Board of Statutory Auditors acknowledges that, on 5 February 2019, Emma Marcandalli, Head of the Internal Audit department and member of the Supervisory Body, resigned, effective as from 1 May 2019. On 25 June 2019, the Board of Directors resolved to entrust the Group Internal Audit Department, for the period between 1 July 2019 and 31 December 2021, to PricewaterhouseCoopers S.p.A. (PwC) and to appoint Giuseppe Garzillo as Head of the Internal Audit Department for the same period. Giuseppe Garzillo was also appointed member of the Supervisory Body until May 2021. The Supervisory Body is now composed of Nicla Picchi (Chairman) and Giuseppe Garzillo.

Supervisory activity on compliance the principles of proper management

The main transactions carried out by the Company during the year, with respect to which the Board of Statutory Auditors monitored compliance with the principles of proper management, are summarised below.

On 25 June 2019, the Board of Directors of SABAF S.p.A. approved, pursuant to Article 2505, paragraph 2 of the Italian Civil Code, the plan for the merger through incorporation into SABAF S.p.A. of Sabaf Immobiliare S.r.l.. The company was entrusted with the management of the real estate assets of the Sabaf Group; the operation was put in place in order to optimise the management of resources, synergies and economic and financial flows.

The merger deed was signed on 18 November 2019 effective as from 1 January 2019. This transaction generated a merger surplus of €13.5 million, which was recorded in a special equity reserve.

Moreover, in line with the 2018-2022 Business Plan, SABAF carried out an important operation aimed at achieving growth through acquisitions of the Group: as described in the Report on Operations, on 31 July 2019 the Group completed the acquisition of 68.5% of the company C.M.I. S.r.l., one of the main players in the design, production and sale of hinges for household appliances. The C.M.I. Group operates with production units in Italy (Crespellano, BO) and Poland and, through its subsidiary C.G.D. S.r.l., is also active in the production of presses for steel and sheet metal pressed articles. The acquisition of C.M.I. S.r.l. allowed the SABAF Group to achieve a leadership position on a global scale in the sector of hinges. The acquisition of the majority shareholding in C.M.I. involved a total investment of €13.4 million. In this regard, note that the agreement signed with the seller provides for a call option, for SABAF, and a put option, for the counterparty, for the remaining 31.5% of the capital of CMI S.r.l., against which, in application of IAS 32, a financial liability of €8.7 million was recorded in the consolidated financial statements, which resulted in a corresponding decrease in consolidated shareholders' equity.

Finally, on 5 December 2019, the Company announced that it had started an important cooperation with the Japanese group Paloma, which is part of Paloma Co. Ltd, active globally in the gas equipment sector. SABAF entered also into an agreement with Paloma Rheem Investments, Inc. for the sale of treasury shares for a total of about 2% of SABAF's share capital (230,669 SABAF shares), at a unit price of €13.64 per share, in accordance with the shareholders' resolution of 7 May 2019. This transaction is considered the basis for new business opportunities and strategic development for both the SABAF Group and the Paloma Group.

In terms of ordinary operations, SABAF's activities continued in line with previous years and consisted of industrial activities, strategic and management coordination of the Group, the search for the optimisation of the Group's financial flows, as well as the search and selection of equity investments with the aim of accelerating the Group's growth.

The Sabaf Group also carried out organic investments of €12 million mainly aimed at increasing and automating the production capacity of special burners and the manufacturing of machinery and moulds for new burners. Part of these investments was instead allocated to maintenance and replacement activities to keep the production equipment constantly updated and efficient.

Following the supervision and control activities carried out during the year, the Board of Statutory Auditors can certify that:

- during the course of the activity carried out, no omissions, irregularities or reprehensible or significant facts that would require reporting to the control bodies or mention in this Report emerged;
- no reports were received by the Board of Statutory Auditors pursuant to Art. 2408 of the Italian Civil Code, nor has it received any complaints from third parties;
- no transactions have been identified with third parties, intra-group and/or related parties such as to highlight atypical and/or unusual profiles, in terms of content, nature, size and timing;
- all the transactions and management choices adopted are inspired by the principle of proper management and reasonableness, and comply with the 2018-2022 Business Plan approved by the Board of Directors.

Supervisory activity on implementation of the corporate governance rules

The Board of Statutory Auditors assessed the application of the corporate governance rules set out in the Corporate Governance Code that SABAF complies with and the relative level of compliance, also by analysing the Report on Corporate Governance and ownership structure and comparing its contents with what emerged during the general supervisory activity carried out during the year. Moreover, compliance with the obligation on the part of SABAF to inform the market in its report on corporate governance of its level of compliance with the Code itself was assessed, also in accordance with the provisions of Article 123-*bis* of the TUF. The Board of Statutory Auditors is of the opinion that the report on corporate governance was prepared in accordance with the provisions of Art. 123-*bis* of the TUF and the Corporate Governance Code, and following the format made available by the Corporate Governance Committee of Borsa Italiana S.p.A..

Supervisory activities in relation to the Financial Statements, the Consolidated financial statements and the Consolidated Non-financial statement

With regard to the Separate financial statements for the year ended 31 December 2019, the Consolidated financial statements for the year ended on the same date and the related Report on operations, note the following:

- the Board of Statutory Auditors ascertained, through direct audits and information obtained from the Independent Auditors, compliance with law provisions regulating their formation, the layout of the Financial statements, the Consolidated financial statements and the Report on Operations, and the financial statement formats adopted, certifying the correct use of the accounting standards described in the explanatory notes and the Report on operations. In particular, the Board of Statutory Auditors analysed the results of the impairment test carried out, in accordance with IAS 36, on the individual CGUs that coincide with the equity investments in Faringosi Hinges S.r.l., A.R.C. S.r.l., C.M.I. S.r.l. and Okida Elektronik ("Hinges" CGU for Faringosi Hinges S.r.l.; "Professional burners" CGU for A.R.C. S.r.l.; "C.M.I. hinges" CGU for C.M.I. S.r.l. and "Electronic components" CGU for Okida Elektronik).

In particular, note that the test was carried out:

- for the purposes of the Separate financial statements of Sabaf S.p.A. (and, in relation to Okida Elektronik, of Sabaf Turkey), to assess the recoverability of the amount of investments and
- for the purposes of the Consolidated Financial Statements, to make sure that the net capital invested in the CGUs (including goodwill and other intangible assets deriving from the Okida acquisition) was lower than its recoverable amount.

In this regard, note that the Independent Auditors, in their reports, accurately described the audit procedures carried out with reference to the impairment tests, as "key aspects of the audit" and to which, therefore, the Board of Statutory Auditors refers. Therefore, the Board of Statutory Auditors supports the procedures adopted and the results obtained, which show values in use that are significantly higher than the carrying values of the equity investments and assets;

- in pursuance of CONSOB Resolution 15519/2006, the effects of transactions with related parties are expressly indicated in the financial statements. In pursuance of this Resolution in the Explanatory Notes, it is specified that during the year there were no significant non-recurring events or operations and no transactions deriving from atypical and/or unusual operations were carried out;
- the Financial statements are in keeping with the facts and information of which the Board of Statutory Auditors has become aware within its supervisory duties and its control and inspection powers;
- as far as the Board of Statutory Auditors is aware, the Directors, when preparing the financial statements, did not depart from the law provisions pursuant to Art. 2423, paragraph 5 of the Italian Civil Code;
- the Chief Executive Officer and the Financial Reporting Officer issued the certificate, pursuant to Art. 81-*ter* of CONSOB Regulation no. 11971/1999 as amended and Art. 154-*bis* of the TUF;
- the Report on Operations complies with legal requirements and is consistent with the data and results of the Financial Statements; it provides the necessary information on the activities and significant transactions of which the Board of Statutory Auditors was informed during the year, on the main risks of the Company and its subsidiaries, on intra-group and related-party transactions, as well as on the process of adapting the corporate organisation to the principles of corporate governance, in accordance with the Corporate Governance Code for listed companies;
- pursuant to the provisions of Art. 123-*ter* of the TUF, the Remuneration Report is presented to the Shareholders' Meeting (for approval in its first section, for *reporting* purposes in its second section): the Board of Statutory Auditors examined and agreed with the approach followed in preparing this report, at a joint meeting with the Remuneration Committee.

In relation to the presentation of the Consolidated non-financial statement, the Board of Statutory Auditors, in compliance with Italian Legislative Decree no. 254 of 30 December 2016, supervised compliance with the provisions set out in the decree itself and in CONSOB resolution no. 20267 of 18 January 2018 for the preparation of the statements in question, also acquiring the certification issued by the appointed auditor EY S.p.A. on 3 April 2020. This activity did not reveal any facts that could be reported in this report.

Supervisory activity on relationships with Subsidiaries

The Board of Statutory Auditors supervised the adequacy of the instructions given by the Company to the subsidiaries, in accordance with Art. 114, paragraph 2 of Italian Legislative Decree 58/1998.

Periodic meetings with the management and the company in charge of Internal Audit did not reveal any critical elements to be reported in this report.

Finally, we acknowledged that to date no communications have been received from the Control Bodies of the Subsidiaries containing findings to be noted in this report.

Supervisory activity on related-party transactions

In relation to the provisions of Art. 2391-*bis* of the Italian Civil Code, the Board of Statutory Auditors acknowledges that the Board of Directors adopted a procedure for the regulation of Related-Party Transactions, whose main objective is to define the guidelines and criteria for identifying related-party transactions and setting out roles, responsibilities and operating methods so as to guarantee, for such transactions, adequate information transparency and the related procedural and substantial correctness.

That procedure was prepared in compliance with what was established by the CONSOB Regulation on Related Parties (no. 17221 dated 21 March 2010) and was last updated by the Board of Directors on 25 September 2018.

The Board of Statutory Auditors supervised the effective application of the rules by the Company and has no observations to make in this regard in this Report.

Risks related to the Coronavirus pandemic

In the Report on Operations, the Company highlighted the initiatives taken to contain the impact on the Company of the worldwide spread of the pandemic caused by the COVID-19 virus. Note that the (DPCM) decree of the prime minister of 22 March 2020 imposed the closure until 3 April 2020 of the production units of the Company and its Italian subsidiaries.

The SABAF Group set up a dedicated task force to deal with this emergency situation and is implementing mitigation actions to reduce the economic consequences while safeguarding the safety and health of workers. At the date of the Report on Operations, 24 March 2020, the development of the above-mentioned situation presented elements of uncertainty such that the potential impacts on the Group's activities and markets could not be reasonably quantified and the estimates for 2020 could not be confirmed. The situation now described does not appear to have changed significantly in the period between 24 March and today.

The Board of Directors, following the above considerations, deemed it appropriate, as a matter of prudence, to propose to the Shareholders' Meeting to allocate the Company's profit for 2019 entirely to the extraordinary reserve, with the clarification that, as announced to the market on 24 March 2020, the distribution of a dividend on the profit for 2019 will be reviewed when the situation related to the Coronavirus is overcome.

Proposal to the Shareholders' Meeting

The Board of Statutory Auditors expresses its favourable opinion for the approval of the Separate financial statements at 31 December 2019 and has no objections to make to the draft resolution presented by the Board of Directors as formulated in the Directors' Report on Operations.

Ospitaletto, 6 April 2020

The Board of Statutory Auditors

Alessandra Tronconi

Luisa Anselmi

Mauro Vivenzi