

**CORPORATE GOVERNANCE REPORT  
AND THE OWNERSHIP STRUCTURE**  
pursuant to article 123-bis TUF  
(traditional administration and control model)

**COIMA RES S.p.A. SIQ**

[www.coimares.com](http://www.coimares.com)

**Year ended 31 December 2020**

**Approved by the Board of Directors on 25 February 2021**

## Index

<b>1. ISSUER PROFILE</b> .....	<b>6</b>
<b>2. INFORMATION ON THE OWNERS' ASSETS (pursuant to art. 123-bis, paragraph 1, TUF) as of the Date of the Report</b> .....	<b>9</b>
<b>3. COMPLIANCE (ex art. 123-bis, comma 2, lettera a), TUF)</b> .....	<b>18</b>
<b>4. BOARD OF DIRECTORS</b> .....	<b>19</b>
4.1 APPOINTMENT AND REPLACEMENT (ex art. 123-bis, paragraph 1, letter l), TUF) .....	19
4.2 COMPOSITION (ex art. 123-bis, paragraph 2, letters d) and d-bis), TUF).....	21
4.3 ROLE OF THE BOARD OF DIRECTORS (pursuant to Article 123-bis, paragraph 2, letter d), TUF).....	25
4.4 DELEGATED BODIES .....	29
4.5 OTHER EXECUTIVES .....	34
4.6 INDEPENDENT BOARD MEMBER .....	34
4.7 <i>LEAD INDEPENDENT DIRECTOR</i> .....	34
<b>5. HANDLING OF CORPORATE INFORMATION</b> .....	<b>35</b>
<b>6. INTERNAL COMMITTEES OF THE BOARD (EX ART. 123-BIS, PARAGRAPH 2, LETTER D), TUF)</b> .....	<b>36</b>
<b>7. APPOINTMENTS COMMITTEE</b> .....	<b>38</b>
<b>8. REMUNERATION COMMITTEE</b> .....	<b>39</b>
<b>9. DIRECTORS' REMUNERATION</b> .....	<b>42</b>
<b>10. CONTROL AND RISK COMMITTEE</b> .....	<b>45</b>
<b>11. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM</b> .....	<b>49</b>
11.1 DIRECTOR IN CHARGE OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM .....	54
11.2 RESPONSIBLE FOR THE INTERNAL AUDIT AND COMPLIANCE FUNCTIONS .....	54
11.3 ORGANISATIONAL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001 .....	56
11.4 AUDIT FIRM.....	57
11.5 MANAGER RESPONSIBLE FOR PREPARING THE COMPANY'S FINANCIAL REPORTS AND OTHER CORPORATE ROLES AND FUNCTIONS.....	57
11.6 COORDINATION BETWEEN THE ACTORS INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM .....	58
<b>12. DIRECTORS' INTERESTS AND RELATED PARTY TRANSACTIONS</b> .....	<b>60</b>
<b>13. APPOINTMENT OF BOARD OF STATUTORY AUDITORS</b> .....	<b>62</b>
<b>14. COMPOSITION AND OPERATION OF THE BOARD OF AUDITORS (ex art. 123-bis, paragraph 2, letters d) and d-bis), TUF)</b> .....	<b>63</b>
<b>15. RELATIONSHIP WITH SHAREHOLDERS</b> .....	<b>66</b>
<b>16. SHAREHOLDERS' MEETINGS (ex art. 123-bis, paragraph 2, letter c), TUF)</b> .....	<b>67</b>

<b>17. FURTHER COMPANY GOVERNMENT PRACTICES (ex art. 123-bis, paragraph 2, letter a), TUF)</b> .....	<b>70</b>
<b>18. CHANGES SINCE THE END OF THE REPORTING PERIOD</b> .....	<b>71</b>
<b>19. CONSIDERATIONS ON THE LETTER OF 19 DECEMBER 2019 FROM THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE</b> .....	<b>72</b>
TABLE 1: INFORMATION ON OWNERSHIP STRUCTURE .....	73
TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AND COMMITTEES.....	74
TABLE 3: STRUCTURE OF THE BOARD OF AUDITORS .....	76
Attachment 1.....	77
Annex 2 .....	83

## Glossary

<b>Borsa Italiana:</b>	indicates Borsa Italiana S.p.A., with registered office in Milan, Piazza degli Affari no. 6.
<b>COIMA RES or the Company or the Issuer:</b>	indicates COIMA RES S.p.A. SIIQ.
<b>Code of Self-Discipline or Code</b>	indicates the Corporate Governance Code of Conduct for listed companies approved in July 2018 by the Corporate Governance Committee and promoted by Borsa Italiana, in force on the Date of the Report.
<b>Civil Code, Civ. Co. or cc:</b>	indicates the Civil Code.
<b>Control and risk committee:</b>	indicates COIMA RES control and risk committee.
<b>Remuneration Committee:</b>	indicates COIMA RES remuneration committee.
<b>Consob:</b>	indicates the National Commission for Companies and the Stock Exchange, based in Rome, Via G.B. Martini n. 3.
<b>Board or Board of Directors:</b>	indicates COIMA RES' board of Directors:
<b>Asset Management Agreement or AMA</b>	indicates the contract signed on October 16 <sup>th</sup> , 2015 between the Issuer and the SGR, as subsequently amended.
<b>Report date</b>	indicates February 25 <sup>th</sup> , 2020, the date on which this Report was approved - as defined below - by the Board of Directors
<b>Start listing Date</b>	The first day on which the COIMA RES shares were traded on the MTA, i.e. May 13 <sup>th</sup> , 2016.
<b>D.Lgs. 231</b>	indicates the Legislative Decree 8 June 2001, n. 231.
<b>Fiscal Year</b>	indicates the financial year ended December 31 <sup>st</sup> , 2020 to which the Report refers.
<b>New Corporate Governance Code</b>	means the Corporate Governance Code of listed companies approved in January 2020 by the Corporate Governance Committee and promoted by Borsa Italiana, applicable from the first financial year starting after 31 December 2020.
<b>Issuer Regulation or RE:</b>	indicates the Regulation issued by Consob with resolution no. 11971 of 1999 (as subsequently amended) regarding Issuers.
<b>Market Regulation:</b>	indicates the Regulation issued by Consob with resolution no. 20249 of 2017 (as subsequently amended) about markets.

<b>Related Parties Regulation:</b>	indicates the Regulation issued by Consob with resolution no. 17221 of March 12, 2010 (as subsequently amended) regarding transactions with related parties.
<b>Report:</b>	indicates the present report on corporate governance and ownership structure that companies are required to prepare pursuant to art. 123-bis TUF.
<b>Financial instruments remuneration</b>	indicates the performance fee linked to the performance of the Company to be paid by the Company to the directors assigned to the Securities.
<b>Private agreement</b>	indicates the contract signed between the Company, Manfredi Catella and the SGR on October 15 <sup>th</sup> , 2015
<b>SGR</b>	indicates COIMA SGR S.p.A. based in Milan, Piazza Gae Aulenti n. 12.
<b>By-laws:</b>	indicates the By-laws of COIMA RES in force at the Date of the Report.
<b>TUF or Consolidated Act:</b>	indicates the Legislative Decree of 24 February 1998, n. 58, as subsequently amended.

## 1. ISSUER PROFILE

The Issuer manages real estate assets mainly consisting of properties for commercial and tertiary use, aimed at generating rental income based on the facilitated tax regime provided for SIIQs.

As of the Date of the Report, the Group's real estate portfolio includes:

- Vodafone Properties: buildings B, C and C1 belonging to the "Lorenteggio Village" complex, located in Milan, Via Lorenteggio 240, and consisting of five buildings mainly for office use and, as at the Date of the Report, entirely leased to the Vodafone Group, which has set up its headquarters within the same buildings - owned by the COIMA CORE Fund VIII, an alternative investment fund of a reserved type and managed by the SGR, in which the Company holds 50% of the units;
- Gioiaotto: property located in Milan in via Melchiorre Gioia - owned by the COIMA CORE Fund VI, a reserved alternative investment fund managed by the SGR, of which the Company owns 88% of the units, in the Porta Nuova district, currently leased to important tenants such as Roland Berger and Grant Thornton. 50% of the property is rented for office use while the remaining 50% of the property is rented for hotel use at NH Hotel;
- Branch properties: 58 properties - mainly used as a bank agency and leased to the Deutsche Bank Group - owned by Coima Core Fund IV, a reserved alternative investment fund managed by the SGR, in which the Company holds 100% of the units;
- Bonnet: The Via Bonnet complex consists of three buildings with a commercial area of approximately 19,600 square metres. The Company has acquired a shareholding of approximately 36% in the vehicle that acquired the aforementioned complex;
- Deruta: real estate complex consisting of two buildings, located in Milan, Via Privata Deruta n.19 and entirely leased to BNL - BNP Paribas Group.
- Monte Rosa 93: real estate complex consisting of four buildings with a commercial area of approximately 14,500 square metres excluding parking areas. The acquisition constitutes a sale and leaseback transaction of the Italian headquarters of the Techint group with an important framework agreement for an unbreakable lease of 9 years, indexed to the consumer price index for 100%. The other tenants are PricewaterhouseCoopers with 43% of the NRA and an Italian tourism company with 6% of the NRA;
- Tocqueville: real estate complex consisting of a building with a commercial area of more than 9,000 sqm excluding parking areas. The property is entirely leased to the following lessors: Sisal S.p.A., which occupies approximately 89% of the total surface area, and SGB S.r.l., which occupies the remaining commercial surface area. In addition, two lease contracts are in place with Inwit S.p.A. and Galata S.p.A. for telephone aerials placed on the roof of the building.
- Pavilion: a building with a total surface area of approximately 3,000 sqm located in Milan in Piazza Gae Aulenti. The property was acquired by Unicredit S.p.A. and was leased to IBM S.p.A. for 9 years, renewable for a further 6 years.
- Sarca 235: property owned by Coima Opportunity Fund I, a reserved alternative investment fund managed by the SGR, in which the Company indirectly holds 78.28% of the units. This property, with a total surface area of 17,500 sqm, LEED Platinum certified, is fully leased with a WALT of 7.0 years and houses the headquarters of Philips.
- Viale Pasubio: property in the Porta Nuova district, owned by Feltrinelli Porta Volta Fund, a reserved alternative investment fund managed by the SGR, of which the Company indirectly owns 83.51% of the units. It is a newly built 9,400 sqm building, LEED Gold certified, designed by the international architecture firm Herzog & de Meuron (construction completed in 2016) entirely leased, with a WALT of 4.4 years, to Microsoft, a global technology company (AAA rating). The building houses Microsoft's Italian headquarters.

Finally, it should be noted that on 10 June 2020 COIMA RES entered into a binding agreement for the purchase from Unione di Banche Italiane S.p.A. ("UBI") of a stake, between 10% and 25%, in the real estate fund "Porta Nuova Gioia", managed by COIMA SGR, owner of the building

under completion called Gioia 22, located at Via Melchiorre Gioia 22 in Milan. The closing of the transaction for the purchase of the Fund's units is subject to the occurrence of certain conditions precedent, including the taking over of the Building by UBI and the payment by the latter of the first rent pursuant to the aforesaid contract, all upon completion of the construction and fitting-out works of the Building, which are expected to be completed by 2021. The Gioia 22 Building is a 35,800 square metre building with 26 floors above ground and was built after the demolition of the former INPS building built in 1961 and disused since 2012, after a reclamation phase that saw the removal of over 200 tons of asbestos. The building, designed by Pelli Clarke Pelli Architects, is the largest in Italy to obtain Nearly Zero Energy Building (NZEB) certification in addition to qualifying for LEED, WELL and Cradle to Cradle certifications.

The Issuer adopts a traditional administration and control system that is characterized by the presence of:

- a Shareholders' Meeting, a body that expresses the will of the Shareholders in accordance with the law and the Articles of Association;
- a Board of Directors in charge of managing the company's business, which has attributed operational powers to delegated parties;
- a Board of Statutory Auditors called upon to supervise compliance with the law and the Articles of Association and compliance with the principles of correct administration, as well as to check the adequacy of the Company's organisational structure, internal control system and administrative and accounting system;
- an Auditing Firm which is entrusted with the auditing activity and the opinion on the financial statements, in accordance with the law and the Articles of Association.

Within the Board of Directors, in compliance with the recommendations contained in the Corporate Governance Code, a Control and Risk Committee and a Remuneration Committee have been established. The Board of Directors has identified the Control and Risks Committee as the committee responsible under the Related Parties Procedure and has assigned to the Control and Risks Committee the role and responsibilities that, in accordance with the Related Parties Regulation, are vested in committees made up, in whole or in majority, of independent directors.

The Company has adopted an organisational model pursuant to Legislative Decree 231/2001 and has consequently established the Supervisory Body.

In addition to the above and in compliance with the provisions of the Corporate Governance Code and regulations in force, the Company has, inter alia, taken steps to

- appoint 7 independent directors out of a total of 9 members of the Board of Directors (see Chapter 4 of the Report);
- adopt the insider disclosure procedure, the insider register procedure and the internal dealing procedure (see Chapter 5 of the Report);
- appoint, pursuant to Article 9 of the Corporate Governance Code, the person responsible for relations with shareholders (the "Investor Relator") in the person of Alberto Goretti (see Chapter 15 of the Report);
- adopt the Code of Ethics.

The Company falls within the definition of SMEs pursuant to Article 1, paragraph 1, letter w-quater. 1), the TUF and Article 2-ter of the CONSOB Issuers' Regulations, recording the following average market cap over the last three financial years:

Average market cap 2020	Average market cap 2019	Average market cap 2018
233,090,558	291,593,852	289,368,398





## 2. INFORMATION ON THE OWNERS' ASSETS (pursuant to art. 123-bis, paragraph 1, TUF) as of the Date of the Report

Below is information on the ownership structure, in accordance with the provisions of Article 123-bis, paragraph 1 of the TUF.

### a) Structure of the share capital (as per Article 123-bis, Section 1, Letter a), TUF)

The share capital of COIMA RES consists of ordinary shares with no par value and voting rights, admitted to listing on the MTA market organized and managed by Borsa Italiana.

At the closing date of the Financial Year, the share capital of COIMA RES, fully subscribed and paid in, was equal to Euro 14,482,292.19, divided into 36,106,558 shares (see Table 1 in the Appendix).

As of the Date of the Report, there have been no changes in the amount of share capital or in its structure since the closing date of the financial year.

The Company does not hold, directly or indirectly, treasury shares, nor have any purchases or disposals of such shares taken place during the period. As of the Date of the Report, the Board of Directors of the Company has been authorised to purchase and dispose of treasury shares, as described in the following paragraph i).

Except as described below, as of the Date of the Report, the Company has not issued any financial instruments granting the right to subscribe for newly issued shares.

The Managers Manfredi Catella, Gabriele Bonfiglioli, Matteo Ravà were granted a specific incentive through the assignment to them of special financial instruments (the "Financial Instruments") issued by COIMA RES.

In particular, on 6 August 2015, the Issuer's Board of Directors resolved to issue to the Company's Managers - i.e., on the Date of the Report, Manfredi Catella, Gabriele Bonfiglioli and Matteo Ravà - in relation to their significant contribution in the start-up and future development of the Company, no. 10,000 Financial Instruments with the characteristics indicated below, at a value equal to Euro 0.10 each paid by the Managers at the time of subscription. These Financial Instruments give the right to the payment of a return linked to the Company's performance, according to the formula indicated below, to be executed also through the assignment of shares of the Company (the "Remuneration of Financial Instruments"); to this end, on September 14, 2015, the COIMA RES Shareholders' Meeting resolved to increase the share capital against payment, excluding option rights pursuant to art. 2441, paragraph 5 of the Italian Civil Code, for a total maximum amount of Euro 20,000,000 through the issue of new ordinary shares with regular dividend rights reserved for the payment of the return recognized by the Financial Instruments. The increase may be carried out in a divisible manner in one or more tranches over a period of fifteen years from the effective date of the resolution to increase the share capital at a subscription price for each newly issued share equal to the arithmetic average of the prices of one COIMA RES share recorded on the listing market in the period between 15 February and 14 March of the reference year in which the remuneration of the Financial Instruments is paid to the holders of the Financial Instruments.

The characteristics of the Financial Instruments are summarised below:

(i) up to 10 Financial Instruments have been issued.000 (ten thousand) Financial Instruments with a nominal value of Euro 0.10 (zero point one); (ii) in relation to the significant contribution of the Managers in the start-up and future development phase of the Company, the allotment took place in favour of Manfredi Catella on 6 August 2015, Matteo Ravà on 10 August 2015 and Gabriele Bonfiglioli on 11 August 2015, respectively, against payment of the nominal value of the Financial Instruments; (iii) the duration is 15 years and, on expiry of the term, new financial instruments are expected to be issued; (iv) the payment of the Remuneration of the Financial Instruments, according to the formula described below, is due to the achievement of the parameters provided for in the

calculation formula and may take place, at the discretion of the Company, through the assignment of ordinary shares of the Company and/or in cash; (v) the Financial Instruments do not give right to the recognition of administrative rights; (vi) the actual payment took place at the end of the first reference period of 3 years although the calculation would be annual and after this first period the return is paid on an annual basis, if accrued; (vii) the Financial Instruments have been subject to a 3-year lock up period, which expired in August 2018, during which time they could have been transferred, with the consent of the Company, only to other managers who could be identified from time to time; (viii) the estimated market value at the issue date was Euro 10 per Financial Instrument, on the basis of an appraisal prepared by an external consultant who carried out the valuation taking into consideration potential profiles of the expected returns of such instruments on the basis of probabilistic scenarios analysed at the time of the valuation and linked to the prospective data hypothesised by the Company; (ix) the Financial Instruments were underwritten by each of the current Managers in the following proportions:

<b>Manager</b>	<b>Number of instruments subscribed</b>	<b>%</b>
Gabriele Bonfiglioli	1,667	16.67
Matteo Ravà	1,667	16.67
Manfredi Catella	6,666	66.66
<b>Total</b>	<b>10,000</b>	<b>100.00</b>

The share capital increase placed at the service of these Financial Instruments may allow the payment, in whole or in part, of the Remuneration of the Financial Instruments also through ordinary shares of the Issuer.

The Remuneration of the Financial Instruments is calculated annually and is equal to 60% of the minimum between:

- the sum of 10% of the Shareholder Return Outperformance in the case of a Shareholder Return in excess of 8% (i.e. 10% of the amount, in euro, for which the Shareholder Return is higher than a level that would have produced a Shareholder Return of 8%) and 20% of the Shareholder Return Outperformance in the case of a Shareholder Return in excess of 10% (i.e. 20% of the amount, in euro, for which the Shareholder Return is higher than a level that would have produced a Shareholder Return of 10%), paid on an annual basis,
- 20% of the excess of the NAV per Share at the end of the Accounting Period (adjusted to include dividends and any other payments per Share declared in each Accounting Period following the Reference Period and adjusted to exclude the effects of Share issues in that period) over a minimum level defined as High Watermark.

"High Watermark" means, with respect to an unlimited period of time, the greater of: (i) the Issue Price, and (ii) the closing NAV per Share recorded in the last Period during which the Remuneration of the Financial Instruments was paid (excluding the effects of any other issues of Shares during the relevant Period).

Such remuneration per Share must be multiplied by the number of Shares outstanding at the end of the Accounting Period, excluding Shares issued during the same Accounting Period, in order to determine the total amount of the Remuneration of the Financial Instruments (including the "Coupon") to be paid in respect of the same Accounting Period.

The Issuer's Board of Directors will also have the right to proceed with the identification of any additional managers to whom the Financial Instruments may be assigned and to reserve one or more

tranches of the capital increase described above. Such assignment will be assessed in accordance with and in compliance with the Related Parties Procedure and the Related Parties Regulation, where applicable.

## DEFINITION

- **Accounting Period:** period starting from the date of Admission to 31 December of the year of Admission, and thereafter, each 12-month period, each of which begins at the end of the previous Accounting Period and ends each year at midnight on 31 December.
- **Admission:** admission to the exchange of ordinary shares of the Company on the MTA segment of Borsa Italiana.
- **Initial Gross NAV:** amount equal to the number of Shares existing at the time of Admission multiplied by the Issue Price.
- **End-of-Period NAV:** amount equal to the difference between the total assets recorded in the Company's financial statements and the total liabilities recorded in the Company's financial statements at the balance sheet date;
- **Relevant High Watermark:** with respect to an unlimited period of time, the greater of the two: (i) the Issue Price, and (ii) the closing NAV per Share recorded in the last Accounting Period during which the Remuneration of the Financial Instruments was paid (excluding the effects of any other issue of Shares during the relevant Period).
- **Issue Price:** the issue price per Share of the Company on Admission.
- **Reference Period:** the most recent Accounting Period during which the Remuneration of the Financial Instruments was paid.
- **Shareholder Return:** in respect of each Accounting Period, the sum of the change in NAV per Share during the Accounting Period (excluding the effects of any other issue of Shares during the Accounting Period) and the total dividends per Share and any other consideration paid during the Accounting Period (taking into account the timing of payment of such dividends and consideration).
- **Shareholder Return Outperformance:** the amount, in Euro, for which the Shareholder Return is higher than a level that would have produced a given Shareholder Return (in the case of COIMA RES 8% or 10%, depending on the scenario considered).

At the end of each financial year, following approval of the annual financial statements for the year in question, the Company will calculate the annual Coupon payable, on a pro-rata basis, to each Manager.

The Remuneration of the Financial Instruments has been paid at the end of the first reference period of 3 years and after that first period on an annual basis, if accrued. Payment will be made by issuing shares of the Company or, if all the shares reserved for the payment of the Remuneration of the Financial Instruments have been allotted and/or the Company does not have more than one basket of shares (e.g. treasury shares) that can be used for this purpose, the Company will submit to a shareholders' meeting the adoption of the resolutions necessary to make the payment of the Remuneration of the Financial Instruments in shares and, if these are not sufficient to fulfil all payment obligations, the payment will be made in cash. In any case, the Company is required to pay the Remuneration of the Financial Instruments when the conditions set out in the calculation formula above are met.

Below is a theoretical example of the annual calculation and assignment of the Remuneration of the Financial Instruments to the directors assigned to the Financial Instruments on the basis of the above-mentioned parameters:

Shareholder Returns Example and Promote Calculation	Year 1	Year 2	Year 3	Year 4	Year 5
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Initial Gross NAV	100.0	104.5	98.8	107.2	110.4
End of Period NAV	104.5	98.8	107.2	110.4	114.9
NAV growth	4.5	(5.7)	8.4	3.2	4.5
Dividends Paid in the year	4.0	3.8	4.0	4.3	4.4
<b>Total Shareholder Return</b>	<b>8.5</b>	<b>(1.9)</b>	<b>12.4</b>	<b>7.5</b>	<b>8.9</b>
Shareholder Return (%)	8.5%	(1.8%)	12.6%	7.0%	8.1%
Hurdle Return on EPRA NAV (8%)	8.0	8.4	7.9	8.6	8.8
Hurdle Return on EPRA NAV (10%)	10.0	10.5	9.9	10.7	11.0
<b>Shareholder Excess Return 8%–10%</b>	<b>0.5</b>	<b>-</b>	<b>2.0</b>	<b>-</b>	<b>0.1</b>
<b>Shareholder Excess Return vs. 10%</b>	<b>-</b>	<b>-</b>	<b>2.5</b>	<b>-</b>	<b>-</b>
High Watermark	100.0	104.5	104.5	107.2	107.2
NAV End of the Period + Dividends Paid since last promote	108.5	102.6	115.0	114.7	123.6
<b>Outperformance vs High Watermark</b>	<b>8.5</b>	<b>-</b>	<b>10.5</b>	<b>7.5</b>	<b>16.4</b>
<b>Financial Instruments Remuneration, the less of:</b>					
- 10% of Shareholder Excess Return vs 8%–10% + 20% of Shareholder Excess Return above 10%	0.05	-	0.70	-	0.01
- 20% of High Watermark Outperformance	1.70	-	2.10	1.50	3.28
<b>Promote</b>	<b>0.05</b>	<b>-</b>	<b>0.70</b>	<b>-</b>	<b>0.01</b>
<b>Catella</b>	<b>0.02</b>	<b>-</b>	<b>0.28</b>	<b>-</b>	<b>0.004</b>
<b>Ravà</b>	<b>0.005</b>	<b>-</b>	<b>0.07</b>	<b>-</b>	<b>0.001</b>
<b>Bonfiglioli</b>	<b>0.005</b>	<b>-</b>	<b>0.07</b>	<b>-</b>	<b>0.001</b>

As previously indicated, on September 14, 2015, the COIMA RES Shareholders' Meeting resolved to increase the share capital for cash, excluding pre-emption rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, by a total maximum amount of Euro 20,000,000 through the issue of new ordinary shares with regular dividend rights reserved for the payment of the yield recognised by the Financial Instruments if the Company decides to pay this yield in shares. If the amount exceeds this value, the Issuer should alternatively: (i) approve a new capital increase to service such payment due; (ii) pay such payment in cash. Such increase will be assessed in accordance with and in compliance with the Related Parties Procedure and the Related Parties Regulation.

In the case of payment in shares of the Coupon, the number of such shares shall be determined by dividing the value of the Coupon by the average market value of the Issuer's ordinary shares in the period 15 February - 14 March of the current financial year.

With reference to the Financial Instruments, it should be noted that the lock-up obligation provided for a period of 3 years following the subscription date expired in August 2018 and, therefore, as of the Date of the Report, the Financial Instruments are freely transferable, except as indicated below.

In the event of the Manager's Good Leaver, the SGR will have a call option on the Financial Instruments to purchase them at the value of the Remuneration of the Financial Instruments accrued (as ascertained by an independent third-party valuer). In this way, on the one hand, the Manager will be paid the Remuneration of the Financial Instruments accrued at the date of termination of the employment relationship; on the other hand, pending termination of the employment relationship, the SGR may repurchase the Financial Instruments and keep them on its own or assign them to another Manager. This transaction shall be assessed in accordance with and in compliance with the Related Parties Procedure and the Related Parties Regulation.

In case of Bad Leaver, the SGR will have a call option on the Financial Instruments to purchase the same at nominal value and, consequently, the Manager will not be entitled to receive the Remuneration of the Financial Instruments.

Furthermore, the Manager will not be entitled to receive the Remuneration of the Financial Instruments:

(i) if the Company should withdraw from the Asset Management Agreement entered into with the SGR due to intent or gross negligence on the part of the SGR (ascertained by a final judgement), SIIQ will have a call option on the Financial Instruments for the purchase of the same at par value equal to Euro 0.10 (zero point one);

(ii) if the Company should withdraw from the Asset Management Agreement entered into with the SGR for reasons other than those under (i), at the SGR's request, the Manager will be obliged to exercise a put option on the Financial Instruments against SIIQ at the value of the Remuneration of the Financial Instruments accrued (as ascertained by an independent third-party valuer);

(iii) in the event of termination of the Asset Management Agreement by the SGR for any of the reasons indicated in the Asset Management Agreement, at the request of the SGR, the Manager shall be obliged to exercise a put option on the Financial Instruments against SIIQ at the value of the Remuneration of the Financial Instruments accrued (as ascertained by an independent third-party valuer).

As of the Date of the Report, the Company has not implemented share-based incentive plans.

For further information on the share capital structure, see Table 1 in the Appendix.

*b) Restrictions on the transfer of securities (pursuant to Article 123-bis, paragraph 1, letter b), TUF)*

The Articles of Association do not contain any restrictions on the transfer of shares, such as restrictions on the holding of securities, or the need to obtain approval from COIMA RES or other holders of securities.

*c) Significant shareholdings in capital (pursuant to Article 123-bis, Section 1, Letter c), TUF)*

The Company falls within the definition of small and medium-sized enterprises (SMEs) set forth in Article 1, paragraph 1, letter w-quater.1) of the TUF.

Therefore, the minimum shareholding subject to disclosure pursuant to Article 120 of the Consolidated Law on Finance is 5% instead of 3% of the share capital. In this regard, it should be noted that, by resolution No. 21326 of 9 April 2020, Consob, in order to strengthen the transparency of shareholdings in Italian listed companies in the context of the Covid-19 pandemic, introduced, for a limited period of time, pursuant to Article 120, paragraph 2-bis, of the Consolidated Law on Finance, an additional threshold for the disclosure of shareholdings in SMEs with a particularly widespread shareholder base, equal to 3% of the share capital. The provisions of the aforementioned resolution were lastly extended, by resolution no. 21672 of 13 January 2021, for a further period of three months and, therefore, until 13 April 2021, unless revoked earlier. On the basis of the results of the shareholders' register and updates available at the date of the Report, including communications received by the Company pursuant to Article 120 of the Consolidated Law on Financial Intermediation, as well as any other information available, the persons who directly or indirectly own more than 3% of the subscribed and paid-up share capital are those indicated in Table 1 in the Appendix to the Report.

*d) Securities granting special rights (pursuant to Article 123-bis, paragraph 1, letter d), TUF)*

As of the Date of the Report, the Company has not issued any securities conferring special rights of control, nor the Articles of Association.

*e) Employee shareholding: mechanism for exercising voting rights (pursuant to Article 123-bis, Section 1, Letter e), TUF)*

As of the Date of the Report, there are no mechanisms for the exercise of voting rights connected with employee shareholding systems pursuant to Article 123-bis, paragraph 1, letter e) of the TUF.

*f) Restrictions on voting rights (pursuant to Article 123-bis, paragraph 1, letter e), TUF)*

The Articles of Association do not contain any particular provisions determining restrictions, limitations or time limits imposed on the exercise of voting rights, nor are the financial rights attached to securities separated from their ownership.

*g) Shareholders' agreements (ex-art. 123-bis, paragraph 1, letter g), TUF)*

Except as specified below, as of the Date of the Report no shareholder agreements or shareholders' agreements within the meaning of Article 122 TUF are known.

On 1 December 2015, a shareholders' agreement (the "Shareholders' Agreement") was signed concerning the governance and ownership structure of COIMA RES between Manfredi Catella; COIMA S.r.l.; COIMA SGR S.p.A. and Qatar Holding LLC.

Subsequently, on 17 January 2018, the Adhering Parties entered into an amending agreement (the "Amending Agreement") to the Shareholders' Agreement.

The Shareholders' Agreement was tacitly renewed for a further three years (i.e. until November 30, 2021).

The Shareholders' Agreement was filed on May 17, 2016 with the Milan Companies' Register Office under the registration number RI/PRA/2016/160469. The Amending Agreement was filed at the

Milan Companies' Register Office on 19 January 2018 with protocol number PRA/34983/2018/CMIAUTO.

For the main provisions of the Shareholders' Agreement, please refer to the extract from the Shareholders' Agreement attached to the Report in Annex 1.

*h) Change of control clauses (ex-art. 123-bis, paragraph 1, letter h), TUF) and provisions of the Bylaws on takeover bids (ex-art. 104, paragraph 1-ter, and 104-bis, paragraph 1)*

Except as specified below, the Issuer or its subsidiaries have not entered into significant agreements that become effective, are modified or terminate in the event of a change of control of the contracting company.

On 16 January 2017, COIMA RES S.p.A. SIINQ I, a wholly owned subsidiary of COIMA RES, signed a loan agreement with ING Bank NV - Milan branch, in its capacity as lending bank, which contains a change of control clause pursuant to which the lending bank is required to agree if COIMA RES ceases to hold the minimum percentage required by law to obtain the SIINQ regime, currently equal to 95% of the related share capital.

It should be noted that, while not qualifying as a change of control clause, the asset management company may terminate the Asset Management Agreement, with immediate effect, in the event that (i) Manfredi Catella is removed from the office of Managing Director; or (ii) the majority of the members of the Board of Directors of the Company are not appointed by Manfredi Catella. In such cases, the Company shall pay the SGR a termination indemnity.

Moreover, it is provided that COIMA S.r.l. may terminate in advance the framework agreement entered into on 15 October 2015 with the Company concerning the provision of property management and development and project management services in case of termination of the Asset Management Agreement between the Company and the SGR. In such cases, the Company may, at its discretion and subject to the opinion of the Related Parties Committee, pay COIMA S.r.l. a termination indemnity.

It should be noted that, pursuant to art. 25 of the Articles of Association, the Board of Directors and its delegated bodies, if any, are also entitled to carry out, without the need for authorization of the Shareholders' Meeting, all acts and transactions that may hinder the achievement of the objectives of a takeover or exchange offer, from the communication with which the decision or the arising of the obligation to promote the offer has been made public until the closing or lapse of the offer itself.

The Board of Directors and its delegated bodies, if any, also have the power to implement decisions, which have not yet been implemented in whole or in part and which do not fall within the normal course of the Company's activities, taken prior to the above communication and whose implementation may hinder the achievement of the objectives of the takeover bid or exchange.

*i) Powers to increase the share capital and authorisations to purchase treasury shares (pursuant to art. 123-bis, paragraph 1, letter m), TUF)*

The Shareholders' Meeting of 14 September 2015, by deed signed by Luca Barassi, Notary Public in Milan, rep. no. 16044, file no. 7974, resolved, among other things, as follows:

- to increase the share capital for cash, excluding option rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, for a total maximum amount of Euro 20,000,000 through the issue of new ordinary shares with regular dividend rights reserved for the payment of the yield recognised by the Financial Instruments (linked to the formula for calculating the Remuneration of the Financial Instruments) issued by the Board of Directors pursuant to the resolution of 6 August 2015. The increase may be carried out in a divisible manner in one or more tranches over a period of fifteen years from the effective date of the resolution to increase the share capital at a

subscription price for each newly issued share equal to the arithmetic average of the prices of one share of the Company recorded on the listing market in the period between 15 February and 14 March of the reference year in which the holders of the Financial Instruments are paid the special return linked to the performance of the Company to which the Financial Instruments entitle them;

- to confer on the Board of Directors the power to be exercised within five years from the date of the resolution, to increase the share capital for cash and on a divisible basis, in one or more tranches, for a maximum total amount equal to 1,5 per cent of the portion of the subscribed share capital and the share premium reserve resulting from the Institutional Placement through the issue of ordinary shares having the same characteristics as those in circulation to be placed at the service of one or more incentive plans reserved for employees, collaborators, consultants, directors of the Company and its subsidiaries and/or other persons discretionally chosen by the Board of Directors of the Company and therefore with the exclusion of option rights pursuant to art. 2441 paragraphs 5 and 8 of the Italian Civil Code.
- On April 17, 2019, the Shareholders' Meeting in extraordinary session, by deed signed by Andrea De Costa, Notary Public in Milan, rep. 7414, file no. 3901, on April 17, 2019, resolved, among other things:
  - to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital, for cash and on a divisible basis, in one or more tranches, within five years from the date of the resolution, by issuing a maximum of 18,003,500 ordinary shares with no indication of nominal value - and for a total nominal amount of a maximum of Euro 7,225,400.00, plus any share premium - and with regular dividend rights, to be offered as an option to those entitled pursuant to Article 2441, paragraph 1, of the Italian Civil Code;
  - to grant the Board of Directors the widest possible powers to establish from time to time, in compliance with current legislation, the procedures, terms and conditions of the share capital increase, including, by way of indication only and without limitation, the exact number and price (including any share premium) of the newly issued shares, as well as the timing of the capital increase.

In addition, on June 11<sup>th</sup>, 2020, the Shareholders' Meeting in ordinary session resolved to authorize the Board of Directors to purchase and dispose of treasury shares up to the maximum number allowed by law, on one or more occasions, for a period of 18 months from the date of the resolution.

*l) Management and coordination activities (pursuant to Article 2497 et seq. of the Italian Civil Code)*

The Company is not subject to management and coordination activities pursuant to Articles 2497 et seq. of the Italian Civil Code. In fact, although as of the Date of the Report Qatar Holding LLC holds a 40.02% stake in the share capital, this company does not exercise management or coordination activities of an operational, administrative or financial nature over the Issuer pursuant to the provisions of Article 2497 of the Italian Civil Code.

Furthermore, Qatar Holding LLC does not appoint the majority of the directors of the Company, does not issue group directives, does not intervene in the organization and management of the Company, which carries out independently, through its bodies and organization chart, the ordinary and extraordinary administration activities. Finally, no person can autonomously decide the adoption of the budget and business plan and there is a centralized treasury relationship between the Company and Qatar Holding LLC.

It should be noted that:

- the information required by article 123-bis, first paragraph, letter i) ("agreements between the company and the directors ... which provide for indemnities in the event of resignation or dismissal without just cause or if their employment relationship terminates following a takeover bid") are contained in the report on remuneration policy and remuneration paid published pursuant to article 123-ter of the TUF;



- the information required by article 123-bis, paragraph 1, letter l) ("the rules applicable to the appointment and replacement of directors ... as well as to the amendment of the by-laws, if different from the laws and regulations applicable on a supplementary basis") are illustrated in the section of the Report dedicated to the Board of Directors (Section 4.1).

### **3. COMPLIANCE (ex-art. 123-bis, comma 2, letter a), TUF)**

Since its admission to trading, the Company has adhered to the recommendations of the Corporate Governance Code.

In January 2020, the Corporate Governance Committee adopted the New Corporate Governance Code, which will apply from the 2021 financial year. In this regard, during the 2020 financial year, the Company began the process of adapting to the recommendations contained in the New Corporate Governance Code, which is expected to be completed during the 2021 financial year.

The New Corporate Governance Code is available on Borsa Italiana's website at the following address: <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020eng.en.pdf>

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The Company is not subject to non-Italian law provisions that affect its corporate governance structure.

## 4. BOARD OF DIRECTORS

### 4.1 APPOINTMENT AND REPLACEMENT (ex-art. 123-bis, paragraph 1, letter I), TUF)

On February 20<sup>th</sup>, 2020, the Board of Directors modified the By-laws, pursuant to Article 2365, paragraph 2, of the Italian Civil Code and Article 25 of the By-laws, in order to introduce the amendments included in the Article 147-ter of the TUF by Law no. 160 of December 27<sup>th</sup>, 2019 on gender balance in the composition of corporate bodies.

Pursuant to art. 18 of the By-laws, the Company is "...administered by a Board of Directors composed of a minimum number of three (3) to a maximum number of eleven (11) members, including the Chairman and one or more Deputy Chairmen.

The determination of the number of directors and their appointment will be made by the Shareholders' Meeting.

The Directors remain in office for three financial years, unless a shorter period established by the Shareholders' Meeting at the time of their appointment, and their term of office expires on the date of the Shareholders' Meeting called to approve the financial statements for the last financial year of their term of office and they may always be re-elected.

The Directors are appointed by the Shareholders' Meeting, in compliance with the pro tempore regulations in force regarding gender balance on the basis of the lists of candidates submitted by the shareholders and deposited at the Company's registered office within the terms and in compliance with the law, including regulations, in force from time to time.

In the presence of more than one list, one of the members of the Board of Directors is expressed by the second list that has obtained the highest number of votes and that is not connected to the first list. Lists may only be presented by shareholders who, alone or together with others, hold shares with voting rights representing a percentage not less than the percentage required for the company by current regulations. This shareholding must result from specific certifications that must be produced, if not available on the day on which the lists are deposited, even after the lists have been deposited, provided that this is done within the deadline set by current regulations for the publication of the lists by the Company. All this shall be mentioned in the notice of call.

Each shareholder, as well as shareholders linked by control or liaison relationships pursuant to the Italian Civil Code, may not submit or vote for more than one list, not even through a third party or trust company.

Each candidate may appear on only one list under penalty of ineligibility.

Candidates included in the lists must be indicated in a number no greater than those to be appointed, must be listed in numerical order and must meet the requirements of integrity required by law. At least two (2) candidates - indicated in a position not later than the second and seventh place on each list - must also meet the independence requirements provided for by law. Lists that present a number of candidates equal to or greater than three (3) must be composed of candidates belonging to both genders, so that they belong to the least represented gender at least two fifths (rounded up, it being understood that if the number of members of the Board of Directors to be elected is equal to three, the rounding down to the lower unit will take place).

Together with each list, exhaustive information on the personal and professional characteristics of the candidates and declarations in which the individual candidates accept their candidacy and attest, under their own responsibility, that they meet the requirements prescribed by law and regulations for the members of the Board of Directors are also filed.

Once the Shareholders' Meeting has determined the number of directors to be elected, the procedure is as follows:

1. all the directors to be elected except one are elected from the list that has obtained the highest number of votes, based on the progressive order in which the candidates are listed in the list;

2. one director shall be elected, in accordance with the provisions of law, from the second list obtaining the highest number of votes - which are not connected in any way, even indirectly, pursuant to the laws and regulations in force at the time, with those who submitted or voted for the list referred to in point 1 above - on the basis of the progressive order in which the candidates are listed on the list.

If two lists have obtained the second highest number of votes, the Shareholders' Meeting shall vote again and the candidate who obtains a simple majority of votes shall be elected.

If, as a result of the application of the list voting mechanism indicated above (i) the minimum number of candidates meeting the independence requirements is not elected and/or (ii) the composition of the Board does not comply with the rules on gender balance, the candidates meeting the requirements shall be elected to replace the candidates who do not meet these requirements included in the list that obtained the highest number of votes with the lowest sequential number. If only one list is submitted, the directors will be taken from the list submitted provided that it has obtained the approval of a simple majority of votes.

If no list is presented (or the list presented does not allow for the appointment of directors in compliance with current legislation), the Shareholders' Meeting shall resolve with the majorities required by law, without complying with the above procedure and in any case in such a way as to ensure the presence of the minimum number of independent directors required by current legislation and compliance with current legislation on gender balance. No account shall be taken of lists that have obtained a percentage of votes at the Shareholders' Meeting that is less than half of those required by these Articles of Association for the presentation of lists.

If one or more directors leave office during the financial year, the procedure is followed pursuant to art. 2386 of the Italian Civil Code. If one or more of the ceased directors were taken from a list also containing the names of candidates who were not elected, the replacement is made by appointing, in progressive order, persons taken from the list to which the ceased director belonged and who are still eligible and willing to accept the office.

The replacement procedures must in any case guarantee the presence of a necessary number of directors meeting the requirements of independence and compliance with the pro tempore regulations in force concerning gender balance".

By Determination no. 44 of January 29<sup>th</sup>, 2021, Consob established, pursuant to art. 144-querter of the Issuers' Regulations, the percentage for the presentation of lists at 4.5% of the Company's share capital.

The members of the Board of Directors in office as of the Date of the Report were appointed on June 11<sup>th</sup>, 2020, for one year, until the date of approval of the financial statements as of 31 December 2020.

Pursuant to Article 19 of the Articles of Association, except as provided for in Article 18, the appointment, revocation, termination, replacement and lapse of directors are governed by law.

In addition, if a majority of the Directors appointed by the Shareholders' Meeting should resign or for any other reason, the entire Board of Directors will be deemed to have resigned and the Shareholders' Meeting for the appointment of the new Board must be convened urgently by the Directors still in office.

Pursuant to art. 20 of the Articles of Association, the Board of Directors elects a Chairman and, if necessary, one or more Deputy Chairmen from among its members, unless the Shareholders' Meeting has provided for this.

The Board of Directors, if it deems it appropriate, appoints one or more Managing Directors.

The Chairman remains in office for the entire duration of the Board and may be re-elected.

The Board of Directors may establish an executive committee and/or other committees with specific functions and tasks, establishing their composition and operating procedures.

The Board of Directors may also appoint one or more General Managers and may appoint a Secretary, also outside its members.

The remuneration due to the Board of Directors and the Executive Committee, if any, shall be determined by the Shareholders' Meeting and shall remain valid until otherwise resolved. The remuneration of directors holding particular offices is established by the Board of Directors, after hearing the opinion of the Board of Statutory Auditors.

However, the Shareholders' Meeting may determine a total amount for the remuneration of all directors, including those holding special offices.

Pursuant to Article 26 of the Bylaws, the Chairman, or whoever takes his place, is the legal representative of the Company with the power to bring legal and administrative actions and petitions at any level of jurisdiction and also for cassation and revocation proceedings and to appoint arbitrators and grant powers of attorney to lawyers and attorneys in disputes. The Chairman has free signing authority for the related deeds.

Legal representation is also entrusted separately to the Deputy Chairman, if appointed, and, within the limits of the powers conferred on them, to the Managing Directors and General Managers, if appointed.

### **Succession plans**

On 21 February 2019, the Board of Directors, with the support of the Remuneration Committee, in application of Application Criterion 5.C.2 of the Corporate Governance Code, taking into account that the only executive director of the Company is the Chief Executive Officer, adopted a procedure to identify and regulate the actions to be taken to ensure the regular management of the Company and the continuity of the business both in the event of sudden termination of the mandate of the Chief Executive Officer and in the long term (the "Plan").

The Plan provides for specific mechanisms in the event of early termination of the Chief Executive Officer's term of office due to sudden and unforeseeable causes involving the Chairman and the Board of Directors, with the support of the Remuneration Committee and a specialised consultancy firm in the sector, where necessary.

The Plan also provides for a procedure for the identification of a replacement in the event that the Chief Executive Officer is no longer available, for whatever reason, to accept the position for the next term of office at the end of the term.

### **4.2 COMPOSITION (ex-art. 123-bis, paragraph 2, letters d) and d-bis), TUF)**

Pursuant to Article 18 of the Articles of Association, the Company is managed by a Board of Directors consisting of a minimum of three to a maximum of eleven members, including the Chairman and one or more Deputy Chairmen.

On 17 April 2019, the Issuer's Shareholders' Meeting set the number of members of the Board of Directors at 9 and the term of office for one financial year (i.e. until the approval of the financial statements as at 31 December 2019). This Shareholders' Meeting appointed Caio Massimo Capuano, Manfredi Catella and the independent directors Feras Abdulaziz Al-Naama, Luciano Gabriel, Olivier Elamine, Alessandra Stabilini, Agostino Ardissonne, Ariela Caglio and Antonella Centra as members of the Board of Directors. Subsequently, on 8 March 2020, the independent director Agostino Ardissonne sadly passed away.

On 11 June 2020, the Issuer's Shareholders' Meeting set the number of members of the Board of Directors at 9 and the term of office at one financial year (i.e., until the approval of the financial statements as at 31 December 2020), in accordance with current laws and regulations on listed companies with regard to both the number of independent directors and gender balance, pursuant

to articles 147-ter, 148 of the Consolidated Law on Finance and the Code. This resolution was also adopted in accordance with the provisions of the Shareholders' Agreement.

As of the Date of the Report, therefore, 9 directors are in office until the date of approval of the financial statements as at 31 December 2020, 7 of whom meet the independence requirements of the Corporate Governance Code and the Consolidated Finance Act.

The composition and structure of the current Board of Directors of COIMA RES, as well as that of the Board's internal committees, are shown in Table 2 attached to the Report.

There have been no changes in the composition of the Board since the end of the Financial Year.

The members of the Board of Directors are all domiciled for office at the Company's registered office in Milan, Piazza Gae Aulenti no. 12.

Below is a brief curriculum vitae of each director, showing their personal and professional characteristics.

**Caio Massimo Capuano**, born on September 9<sup>th</sup>, 1954 in Palermo. He graduated in electrical engineering from the University La Sapienza of Rome. He began his career in Xerox and then in IBM. From 1986 to 1997, he was Senior Partner at McKinsey & Company, advising mainly in the areas of Financial Institution and Information & Communication Technology. Prior to that, he gained many years of experience at IBM (as an engineer specializing in Information & Communication Technology services and the design and marketing of application solutions for large financial, banking and insurance institutions) and at Rank Xerox. In 1998, he joined Borsa Italiana S.p.A. at the time of privatization, assuming the position of Chief Executive Officer until April 2010 (and Director until July 2010). From 1 October 2007, he was also Deputy CEO of the London Stock Exchange Group. In the Borsa Italiana group he has held numerous positions (Cassa di Compensazione e Garanzia, Monte Titoli; MTS) and has been a member of various committees of national interest set up by the competent departments. In February 2011, he was appointed Chief Executive Officer of Centrobanca Banca di Credito Finanziario e Mobiliare S.p.A., the Corporate & Investment Bank of the UBI Group, where he held this position until June 2013 (the year the Bank was integrated into UBI Banca). He was also the promoter of two versions of the Corporate Governance Code for listed companies. At international level, he has worked in various bodies, including the World Federation of Exchanges (World Federation of Exchanges) and the Federation of European Stock Exchanges (FESE), and in both he holds the position of Chairman. In May 2015, he became Chairman of IW Bank S.p.A., a multi-channel bank of the UBI Group. Today he is also a member of the Board of Directors of Humanitas S.p.A., an important private hospital and research company in Italy.

**Feras Abdulaziz Al-Naama**, born August 6<sup>th</sup>, 1991 in Doha, Qatar. He graduated in Economics B.S. from the University of Oregon (Eugene) in June 2013. Since 2014 he has worked at Qatar Investment Authority and currently serves as an associate.

**Manfredi Catella**, born on August 18<sup>th</sup>, 1968 in Livorno. He graduated in Economics and Business at the Università Commerciale Cattolica del Sacro Cuore in Milan and obtained a master's degree in Territorial Planning and Real Estate at the Politecnico di Torino. He is a chartered financial analyst and a registered publicist. He has published numerous articles and texts on real estate and territorial requalification. He has 25 years of experience in investment management and real estate. He is Chairman of the real estate company COIMA S.r.l., founded in 1974 and controlled by the Catella family; he is shareholder and CEO of the SGR and founding partner of COIMA RES.

Over the last 15 years he has been responsible for the Italian activities in partnership with the American group Hines with assets under management for over Euro 5 billion, acquisitions for over Euro 3 billion, negotiation of loans for about Euro 3 billion. In particular, Manfredi Catella, together with the other members of the Company's Management team, over the last 36 months has raised equity for over Euro 1 billion on the market from domestic and international institutional investors, including sovereign wealth funds, pension funds, insurance, endowment and private equity.

Previously he gained experience in JP Morgan in Milan, Caisse Centrale des Banques Populaire in Paris, Heitman in Chicago and HSBC.

**Luciano Gabriel**, born on August 15<sup>th</sup>, 1953 in Muralto (Switzerland). He is currently Chairman of the Board of Directors of PSP Swiss Property AG, a commercial real estate company operating in Switzerland and listed on the Zurich Stock Exchange (SIX Swiss Exchange), with assets under management of over CHF 7.4 billion. He served as Managing Director of PSP Swiss Property from 2007 to March 2017, and as Chief Financial Officer of PSP Swiss Property from 2002 to 2007.

From 1998 to 2002 he was Head of the Treasury and Corporate Finance Department at Zurich Financial Services. From 1984 to 1998 he held various positions in corporate finance, risk management, international corporate banking services and business development at Union Bank of Switzerland.

He was Chairman of EPRA (European Public Real Estate Association), the European association of leading listed companies operating in the real estate sector for the period 2016/2017.

**Olivier Elamine**, born on October 9<sup>th</sup>, 1972 in Nimes (France). He is the founder and CEO of Alstria office REIT AG, a real estate company operating in Germany, focused on the office sector and listed on the Frankfurt Stock Exchange, with assets under management of over Euro 3.9 billion and 118 properties for a total of 1.6 million square meters.

In the past, Olivier Elamine was one of the founders of NATIXIS Capital Partners, director of the Investment Banking team at CDC IXIS (focusing mainly on the real estate sector), and consultant at Ernst & Young (also focusing on the real estate segment).

**Alessandra Stabilini**, born on November 5<sup>th</sup>, 1970 in Milan. She graduated in Law at the University of Milan in 1995. In 2000 she obtained the title of Master of Laws (LL.M) at the Law School of the University of Chicago, Chicago, Ill., USA. In 2003 he obtained a PhD in Commercial Law from the University L. Bocconi of Milan. She has been a researcher in Commercial Law at the Faculty of Law of the University of Milan since 2004 and was confirmed in 2007. From 2011 to 2016 she was Adjunct Professor and owner of the International Corporate Governance course (taught in English). Since 2016 she has been Aggregate Professor and owner of the course in Corporate Interest, Corporate Social Responsibility and Financial Reporting (taught in English). She has been registered with the Milan Bar Association since 2001. She worked with NCTM Studio Legale Associato first as a collaborator (until 2011), then as a Counsel (from 2011 to 2015). She is currently an equity partner of NCTM Studio Legale Associato. Her areas of activity include, among others, corporate law, with particular reference to listed companies, and financial market law. He is Vice-President of NED Community. He has held and still holds positions in crisis procedures of financial intermediaries, by appointment of the Bank of Italy.

**Ariela Caglio**, born in Bergamo on January 20<sup>th</sup>, 1973. She graduated in Business Economics from Bocconi University, where she obtained a PhD in Business Administration and Management in 2000. She is Director of bachelor's in international economics and Management (BIEM) Associate Professor, Department of Accounting Università Bocconi. He has over fifteen years of experience teaching, also in MBA and executive programs, topics such as business planning and budgeting, performance measurement and management and cost accounting. She has also been Visiting Professor at prestigious international institutions, such as the London School of Economics and Political Science (LSE) and the University of Manchester.

**Antonella Centra**, born in Rome on September 20<sup>th</sup>, 1969. She graduated in Law, summa cum laude, at the University La Sapienza in Rome, and attended the Master in EU Law at the College of Europe in Bruges.

He has always collaborated, both as general counsel (or deputy general counsel for Wind) and as a member of the board of directors, with important national and international companies, such as Gucci and Bottega Veneta - Kering Group, Wind Telecomunicazioni and Coca-Cola.

By virtue of her specific expertise, since 2015, in addition to her role as general counsel and head of compliance for the Gucci Group, she has been invested with the responsibility of EVP Sustainability Director and Head of Institutional Affairs. In these roles, she helped define the Kering Group's 10-year sustainability strategy to be implemented in the various Gucci Business Units to make sustainability a pillar of Gucci's corporate culture.

Antonella Centra, therefore, has a solid experience in relation to any issue related to the management of corporate social responsibility and sustainability issues, combined with an in-depth knowledge and familiarity with any profile of relationships and institutional affairs. In addition to her roles within the Kering Group, Antonella Centra now holds official roles in major institutional bodies and associations.

**Paola Bruno** was born on 23 February 1967 in Rome. She holds a degree cum laude in Political Science and International Economics from Sapienza University of Rome and a Master in Real Estate and Finance from SDA Bocconi School of Management in Milan. Executive with over 25 years of experience in London and Milan: investment banker, top manager in the banking sector, CFO, Managing Partner in private equity fund, founder and CEO of the consulting firm Augmented Finance Ltd, non-executive director and chairman of committee / member of listed companies (FTSE Italy and AIM UK).

### ***Diversity policies***

The article 18 of the Articles of Association of COIMA RES, as amended by the Board of Directors on 20 February 2020, provides that lists for the appointment of the Board of Directors that present a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, so that at least two fifths belong to the less represented gender.

On 11 June 2020, in accordance with the provisions of the law and the provisions of the Articles of Association in force at the time, the Shareholders' Meeting elected the new Board of Directors, composed of candidates of the lesser represented gender to the extent of two-fifths.

Moreover, in compliance with recommendation no. 8 of the New Corporate Governance Code, on 29 January 2021 the Company's Board of Directors approved the diversity policy, which identifies the criteria and tools adopted by the Company to define the optimal composition of its corporate bodies and ensure effective performance of the functions entrusted to them, through the presence of figures capable of expressing a plurality of perspectives, skills and experience.

Finally, it should be noted that as of 31 December 2020, the Company falls under the exemption regime pursuant to Article 123-bis, paragraph 5-bis of the Consolidated Law on Finance.

### ***Maximum number of positions held in other companies***

On 25 May 2016, the Board of Directors, in accordance with application criterion 1.C.3 of the Code, established that the positions of director or statutory auditor in other listed companies held by each director of the Company may not have a total weight greater than 6.

Subsequently, on 8 June 2016, the Board of Directors of the Company established the weight to be attributed to the positions held in other companies listed on regulated markets, as follows:

- for the offices of Chairman of the Board of Directors: 2;
- for the offices of Chief Executive Officer: 4; and,
- for directorships without delegated powers: 1.



It is therefore understood that, also because of the commitment required, with reference to the office of Chief Executive Officer, the same person may not hold the same office in another company listed on a regulated market.

Compliance with the above limits was verified on June 11<sup>th</sup>, 2020 and, as of the Date of the Report, the current composition of the Board complies with the above general criteria.

#### Induction Programme

The Chairman of the Board of Directors has organised initiatives aimed at providing Directors and Statutory Auditors with adequate information on the reference legal and regulatory framework.

In particular, in 2020 the induction programme deepened the following topics:

- In-depth information on the listed property sector;
- insight into real estate investment methods.

During each meeting of the Board of Directors, the Chief Executive Officer, the risk manager, where applicable, of the Company and the Company's managers are invited by the Chairman of the Board of Directors to provide exhaustive information on the business sector in which the Issuer operates, the Company's dynamics and their evolution, as well as the principles of correct risk management, also through the presentation of the reports provided by the Company's Investment Committee and the Risk manager. Moreover, the Company is also active in participating in roadshows, including international ones, during which the prospects of the Italian real estate market are illustrated, and the related information material is made available to members of the Company's administrative and control bodies, as well as to the public.

### **4.3 ROLE OF THE BOARD OF DIRECTORS (pursuant to Article 123-bis, paragraph 2, letter d), TUF)**

During the Financial Year, the Board met 11 times for an average duration of each meeting of approximately 2:10 hours. The percentage of attendance at these meetings by Board members, from the time of their respective effectiveness, was as follows: Caio Massimo Capuano 100%, Feras Abdulaziz Al-Naama 100%, Manfredi Catella 100%, Paola Bruno (from June 11<sup>th</sup>, 2020) 83%, Luciano Gabriel 100%, Olivier Elamine 100%, Alessandra Stabilini 100%, Agostino Ardissonne (until March 8<sup>th</sup>, 2020) 0%, Ariela Caglio 100%, Antonella Centra 100%.

The Board meetings have always been attended by the Board of Statutory Auditors, the CFO, also as secretary, and the persons in charge of the Company's legal function. On invitation, Gabriele Bonfiglioli as head of the Investment Area, Matteo Ravà as Investor Relator, the Director of the Investment and Asset Management Area and the control functions attended some meetings.

On December 10<sup>th</sup>, 2020, the Company announced its financial calendar for 2021, through a special communication to the market and publication in the "Investor Relations" section of its website ([www.coimares.com](http://www.coimares.com)).

During 2021 and until the Date of the Report, the Board of Directors met twice. Pursuant to Article 21 of the By-laws, the Board of Directors meets, also in a place other than the registered office, as a rule at least once every three months and whenever the Chairman deems it appropriate or when at least two directors or one director to whom powers have been delegated so request in writing and with reasons.

The Board of Directors may also be convened, subject to notification to the Chairman, by at least one Statutory Auditor.

Pursuant to art. 22 of the Articles of Association, the Board of Directors is convened by the Chairman by written communication accompanied by all the elements useful for passing resolutions and sent at least five days - or, in case of urgency, at least 1 (one) day - before the date set for the meeting by registered letter with return receipt, telegram, fax, telex, e-mail or equivalent means, provided proof of receipt is provided. The Board of Directors is in any case validly constituted, even in the

absence of convening formalities, if all its members and standing members of the Board of Statutory Auditors are present.

Pursuant to art. 23 of the By-laws, meetings of the Board of Directors shall be chaired by the Chairman and, in case of his impediment or absence, by the Deputy Chairman. If there are several Deputy Chairmen, the oldest Deputy Chairman has precedence. In the absence of the latter, the chairmanship is taken by another director designated by the Board of Directors.

During the meetings, the directors to whom powers have been delegated must report at least quarterly to the Board of Directors and the Board of Statutory Auditors on the general trend of operations and its foreseeable evolution, as well as on the most significant transactions, due to their size or characteristics, carried out by the Company or its subsidiaries, and each director must report any interest he or she may have, on his or her own behalf or on behalf of third parties, in a specific Company transaction.

On the basis of the information received, the Board of Directors assesses the adequacy of the Company's organizational, administrative and accounting structure, examines the Company's strategic, industrial and financial plans and evaluates, on the basis of the report of the delegated bodies, the general performance of operations.

Pursuant to Article 24 of the Bylaws, the effective presence of the majority of its members in office is required for resolutions passed by the Board of Directors to be valid.

Resolutions are passed with the favourable vote of the absolute majority of those present and in the event of a tie, the vote of the Chairman prevails.

In addition, on July 13, 2016, the Company adopted the information flow procedure (the "Information Flow Procedure"), subsequently amended in 2019, which governs, inter alia, information flows to the Board of Directors and the Board of Statutory Auditors. In particular, within the Information Flows Procedure it is established that "the Chairman of the Board of Directors shall ensure that:

- the documentation relating to the items on the agenda is brought to the attention of the directors and statutory auditors well in advance of the date of the Board meeting or, at least, an initial information on the items to be discussed;
- the documentation supporting the resolutions is adequate in quantitative and qualitative terms with respect to the items on the agenda.

The documentation relating to the items on the agenda shall be sent to the administrative and control body, at the instigation of the Managers of the various Organisational Units that may be responsible for providing information to the Board of Directors.

In particular, "well in advance" means in the 5 days prior to the meeting, or in cases of urgency at the same time as the notice of call.

The information provided in the above manner shall be supplemented (and replaced, if necessary, where confidentiality reasons so dictate) by the explanation provided orally by the Chairman, the Managing Director or management representatives - who shall be invited to take part in the meeting if necessary - during Board meetings, or specific informal meetings open to the participation of Directors and Statutory Auditors, organised to discuss in depth issues of interest in relation to the management of the company.

Further documentation may be provided during the meeting of the Board of Directors.

The transmission of the documents and any other material to the Board of Directors and the Board of Statutory Auditors takes place within the terms of the above-mentioned deadlines by e-mail or by any other means that guarantees proof of receipt.

It should also be noted that on 25 May 2016, the Board of Directors adopted its own regulations, most recently amended on 29 January 2021 to bring its provisions into line with the New Corporate Governance Code, to govern, inter alia, the composition and appointment of the Board, the role and functions of the Chairman, executive directors, non-executive directors and independent directors,

as well as the secretary, the Board's operating procedures, information flows and self-assessment principles.

The directors are aware of the tasks and responsibilities inherent in the office held; they are constantly informed by the competent company departments about the main legislative, regulatory, technical and industrial innovations concerning the Company and the business of reference and the exercise of their functions; they act and pass resolutions with full knowledge of the facts and autonomy, pursuing the objective of creating value for shareholders.

The Chairman of the Board of Directors ensures that the items on the agenda are given the necessary time to study in depth the individual issues brought to the attention of the directors.

In order to adequately investigate each issue brought to the attention of the Board, during Board meetings, the Company's executives responsible for the corporate functions in charge of the issues on the agenda are constantly invited to attend in order to provide the necessary in-depth analysis of the items on the agenda.

Specifically, the Chief Financial Officer, who also serves as the manager responsible for preparing the Company's financial reports, was invited to attend meetings to discuss financial issues and approve the accounting documents for the period. For the discussion of business and strategy matters, the head of the Investment Area, the head of the Asset Management Area, the investment manager and the risk manager of the Company were invited to attend the meetings, who, together with the members of the Investment Committee, reported to the Board on the work and activities of the Company's Investment Committee, with the help of detailed reports prepared by the Investment Committee. The Investor Relator was invited to participate on investor-related matters and for certain capital markets profiles.

In addition, where deemed useful in relation to the subject under discussion, consultants of the Company attended Board meetings.

Pursuant to Article 25 of the By-laws, the Board of Directors is invested, without any limitation, with the widest powers for the ordinary and extraordinary administration of the Company, with the power to carry out all acts, including acts of disposal, deemed appropriate to achieve the Company's objectives, none excluded, except for those reserved by law to the competence of the Shareholders' Meeting.

The Board of Directors also has the power, in addition to issuing non-convertible bonds, to pass resolutions on the matters provided for in Article 2365, paragraph 2, of the Italian Civil Code.

The Board of Directors, and its delegated bodies, if any, have also the power to carry out, without the need for authorisation by the Shareholders' Meeting, all acts and transactions that may hinder the achievement of the objectives of a takeover bid or exchange, from the communication with which the decision or the obligation to promote the bid was made public until the closing or lapse of the bid itself.

The Board of Directors, and its delegated bodies, if any, also have the power to implement decisions, not yet implemented in whole or in part and which do not fall within the normal course of the Company's activities, taken prior to the above communications and whose implementation may hinder the achievement of the objectives of the takeover bid or exchange.

The number of positions as director or statutory auditor held by directors in other companies listed on regulated markets, including foreign markets, in financial, banking, insurance companies or companies of significant size is set out in full in **Appendix 2** to this Report.

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Pursuant to Article 23 of the Bylaws, the Board of Directors assesses, on the basis of the information received, the adequacy of the Company's organizational, administrative and accounting structure, examines the Company's strategic, industrial and financial plans and evaluates, on the basis of the report of the delegated bodies, the general operating performance.

The Board of Directors assessed the adequacy of the Issuer's organizational, administrative and accounting structure prepared by the Chief Executive Officer, with particular reference to the internal control and risk management system.

As of the Date of the Report, the Board of Directors considers COIMA RES S.p.A. SIINQ I (hereinafter also "SIINQ I") as a subsidiary with strategic importance for the Issuer.

In this regard, it should be noted that SIINQ I has been considered a subsidiary of strategic importance as it owns a real estate investment of Euro 44.4 million at 31 December 2020, which represents approximately 5.0% of the Group's consolidated assets.

As of the Date of the Report, the Board of Directors has assessed the adequacy of SIINQI's organisational, administrative and accounting structure, with particular reference to the internal control and risk management system and in consideration of the type of business and the size and purpose of the company. In particular, the adequacy assessment was carried out in the first analysis by the Board of Directors of the investee company, which deemed it adequate because SIINQ I has no employees, the administrative and accounting management has been entirely outsourced to a leading consulting firm active in administrative outsourcing, the same reporting scheme as COIMA RES has been adopted and the timing for providing clear and timely information to the parent company has been appropriately defined. Moreover, even though it is an investee company of strategic importance, it was deemed not to be complex enough to require further control. The Board of Directors of COIMA RES endorsed these assessments and, in addition, noted that the composition of SIINQ I's administrative and control body was adequate in view of the activities carried out and the size of the company.

On the basis of the information received from the delegated bodies, the Board periodically evaluated the operating performance, comparing the results achieved with those planned, making decisions on transactions of significant strategic, economic, equity or financial importance for the Company, as well as on transactions with related parties in accordance with the relevant procedures - in accordance with the Related Parties Regulation.

The Board is entitled to take decisions on transactions of the Issuer and its subsidiaries, when such transactions have a significant strategic, economic, equity or financial importance for the Issuer. In particular, it should be noted that the Board of Directors is exclusively responsible for any transaction that exceeds the value of Euro 20,000,000.00, considered as the amount of the Company's own resources, as well as any transaction with related parties, as indicated in the powers of the Managing Director.

The procedure for transactions with related parties (see Chapter 12 of the Report) is published on the Company's website (<http://www.coimares.com/it/governance/operazioni-con-parti-correlate>) Investor Relators Section, item [www.coimares.com](http://www.coimares.com).

The members of the Board of Directors, as well as all direct related parties of the Company identified in the procedure, have provided the Company with information relating to the situation of related parties through them, updated as of the closing date of the Financial Year.

The Company is active in the acquisition, management and disposal of real estate with its own resources and those of third parties. In view of this, the Board of Directors maintains the following activities in its exclusive competence, as they are of strategic importance:

- preparation of the strategic plan;
- acquisition and divestment transactions involving the use of equity for an amount in excess of Euro 20 million;
- loan, credit line and surety agreements for an amount in excess of 20 million euros; and
- transactions and transactions with related parties involving a significant amount.

### Board Performance Evaluation

The Board of Directors periodically evaluates the functioning of the Board itself and its committees as well as their size and composition, also taking into account elements such as the professional, managerial and gender-related characteristics of its members, as well as their seniority in office.

The Board Performance Evaluation was last conducted in 2019 on the year 2018, through direct interviews with Directors on the effectiveness, size, composition and functioning of the Board, carried out with the support of external consultant Spencer Stuart, a company specialising in corporate governance and board effectiveness. In addition to the Directors, the Chairman of the Board of Statutory Auditors was also interviewed.

The assessment process made it possible to verify the substantial adequacy of the Board of Directors and the Internal Committees in relation to size, composition and functionality, and overall the interviews revealed a largely positive picture and a very high level of overall appreciation, with a percentage of responses in agreement with the topics proposed in the interviews of 93%.

For the sake of completeness, it should be noted that the next Board Performance Evaluation will be conducted in 2022, in accordance with the recommendations of the New Corporate Governance Code.

It should be noted that the Shareholders' Meeting did not authorise any exceptions to the non-competition clause provided for by Article 2390 of the Italian Civil Code.

#### 4.4 DELEGATED BODIES

##### Chief Executive Officer

On June 11<sup>th</sup>, 2020, the Board of Directors resolved, among other things, to grant the Chief Executive Officer *"the broadest powers to carry out all acts of ordinary administration of the Company, being expressly included the powers to manage and develop the Company's business, to identify and implement new investment initiatives, to assume management and advisory duties for funds and/or investment bodies, as well as for the representation of the Company before the competent bodies and third parties, except for the approval of the budget and the business plan reserved for the administrative body, for matters that are reserved by law to the Board of Directors (where not specifically delegated) and/or the Shareholders' Meeting, as well as except for matters relating to accident prevention, health and safety in the workplace, which are specifically delegated to the director responsible.*

*In particular, by way of example and without limitation, the Chief Executive Officer is vested with the following powers to be exercised with free and separate signature:*

- *to represent the Company before any Supervisory Authority (including, in particular, the Bank of Italy and Consob), with the power to sign and submit any declaration, communication and/or report required by supervisory regulations and/or requested directly by the Authorities themselves, with the power to delegate this power to representatives appointed for this purpose;*
- *represent the Company before any administrative authority in order to obtain licences, authorisations, approvals, permits, registrations or certificates (also in relation to trademarks and patents), as well as for any communication, information fulfilment or other activity necessary or even only appropriate for the purposes of pursuing the Company's object;*
- *represent the Company before any Authority having fiscal power, with express power to sign and submit tax returns, VAT returns, tax returns and any other declaration required by law or by the tax offices; request and agree tax and tax refunds, issuing receipts, and perform any other act relevant to the matter in the interest of the Company;*
- *represent the Company in all relations with social security, welfare and accident institutions, labour and employment offices, trade unions and trade associations;*
- *represent the Company before any public safety authority, the Fire Brigade, health authorities, making any statements, complaints and claims that may be appropriate;*

- carry out any practice and operation at the ministerial offices, signing the necessary applications and declarations for this purpose;
- to carry out any file at the Ministry of Transport, the Civil Motorization and Transport, the Prefectural Offices, the Automobile Club of Italy, the offices of the Automobile Public Registry, making the declarations, complaints and claims that may be appropriate;
- represent the Company before any judicial, ordinary, administrative or tax authority, including higher jurisdictions, both as plaintiff or claimant and as defendant or respondent, as well as representing the Company in executive and/or insolvency proceedings of any kind and in agreements including out-of-court settlements with creditors; compromise in arbitration; issue statements by third party debtors and injured parties; respond to interrogations both in preliminary proceedings and in court as the Company's legal representative; appoint lawyers, attorneys, experts and legal counsel before anybody of justice, giving them all powers; to settle, waive and reconcile disputes of any kind; to request the raising of protests and the registration of judicial mortgages, seizures and foreclosures; to ascertain the true and real existence of the receivables claimed; to assert legal claims of privilege; to vote in composition agreements, in subsidiary administrations and in general in any meeting of creditors; to discuss the liquidation accounts, to collect partial and final allocations and to carry out all the acts inherent to the various procedures aimed at protecting the Company's receivables and rights; to hold special domicile elections;
- to ensure the exercise of the rights inherent to the shareholdings and financial instruments held by the Company, giving the necessary instructions where necessary;
- represent the Company as the "owner" for the processing of personal data in accordance with applicable legislation;
- conduct negotiations, undertake investigation and evaluation activities, sign confidentiality agreements, letters of intent, non-binding offers, and in general any act or contract relating to potential ordinary or extraordinary transactions;
- purchase, even in bloc, movable property and services of any kind necessary or even only appropriate for the performance of social activities, with the express right to sign contracts, agree on prices and payment methods, with the right to exceed the maximum amounts provided for in the budget and business plan by 10%;
- purchase - within the territory of the Italian Republic - real estate, real estate rights, equity investments in real estate companies and other assets in the interest of the Company with a limit of € 20 million (meaning direct resources of the Company other than any financing) per transaction and a total of € 80 million (meaning direct resources of the Company other than any financing) within 12 months (provided that (i) the transaction has been previously approved by the Company's Investment Committee; (ii) where the transaction is carried out through recourse to debt, the amount of the transaction does not exceed 60% of the value of the asset; (iii) the value of the investment, net of any portion that may be the subject of financing, does not exceed 30% of the Company's net equity; and (iv) the transaction is not a related party transaction in accordance with Consob Regulation no. 17221 of 12 March 2010, and the procedure adopted by the Company - in which case the transaction shall be subject to the exclusive assessment and approval of the Board of Directors and/or the Shareholders' Meeting, as required by law -), with the express power to sign contracts, agree prices and payment methods;
- transfer, sell and exchange, also in bloc, assets and assets of the Company (provided that (i) the transaction has been previously approved by the Company's Investment Committee; (ii) the value of the asset does not exceed the limit of Euro 20 million (meaning direct resources of the Company other than any loans) per transaction and a total of Euro 80 million (meaning direct resources of the Company other than any loans) over a period of 12 months and (iii) the transaction is not a related party transaction pursuant to Consob Regulation no. 17221 of 12 March 2010, and the procedure adopted by the Company - in which the transaction must be subject to the exclusive evaluation and possible approval of the Board of Directors and/or the Shareholders' Meeting, as provided for by law -), with the express power to sign contracts, agree prices and payment methods, negotiate, stipulate, modify, terminate or withdraw from contracts of any type and nature, with both Italian and foreign policyholders, both public and private,

*including (by way of example and not limited to) leasing, rental and loan contracts relating to both movable and immovable property, rental contracts for movable property, insurance contracts and related brokerage mandates, contracts for the supply of public services (electricity, gas, telephone, water, etc.), with a limit of € 20 million (meaning direct resources of the Company other than any loans) per transaction and a total of € 80 million (meaning direct resources of the Company other than any loans) over a 12-month period for contracts for the acquisition and sale of equity investments and joint venture contracts and excluding related party transactions pursuant to Consob Regulation no. 17221 of 12 March 2010 and the procedure adopted by the Company;*

- *negotiate, stipulate, modify, terminate or withdraw from contracts for the awarding or subcontracting of works or services as well as works contracts (including professional contracts) with the exclusion of transactions with related parties in accordance with Consob Regulation no. 17221 of 12 March 2010 and the procedure adopted by the Company with a limit of € 20 million (meaning direct resources of the Company other than any loans) per transaction and a total of € 80 million (meaning direct resources of the Company other than any loans) over a period of 12 months;*
- *to take care of and carry out the necessary building and urban planning requirements, plan forecasts, the permit and its executive procedures in relation to the works undertaken by the Company;*
- *sign town planning agreements, applications for changes in use, applications for building permits, certifications of usability, declarations of testing and conformity, purchase, sale and exchange of building rights;*
- *grant mandates and assignments of various kinds to various professionals and consultants in the interest of the Company with the exclusion of transactions with related parties pursuant to Consob Regulation no. 17221 of 12 March 2010 and the procedure adopted by the Company and, in any case, with the right to exceed the maximum amounts provided for in the budget and business plan by 10%;*
- *to participate, in the interest of the Company, in auctions, tenders, private bids launched by administrations, public and/or private entities of any kind, taking all necessary steps to this end, including making deposits and providing guarantees, paying amounts, issuing declarations, signing non-binding or even binding offers and entering into agreements, modification and revocation of contracts of any kind (unless the value of the related binding offers and contracts does not exceed the amount of € 20 million per transaction and a total of € 80 million over 12 months, the power being conferred without limits in the case of non-binding offers and participation in auctions, tenders, etc.), and, in any case, provided that (i) the transaction has been approved in advance by the Company's Investment Committee; (ii) where the transaction is carried out through the use of debt, the amount of the debt is not greater than 60% of the value of the asset; (iii) the value of the investment, net of any portion that may be the subject of financing, does not exceed 30% of the Company's shareholders' equity; and (iv) the transaction is not a related-party transaction pursuant to Consob Regulation No. 17221 of 12 March 2010, and the procedure adopted by the Company - in which case the transaction must be subject to the exclusive assessment and approval of the Board of Directors and/or the Shareholders' Meeting, as required by law -;*
- *stipulate and terminate, in the interest of the Company, private or compulsory insurance contracts; agree, in the event of a claim, the indemnity due from the insurer, issuing a receipt for the amount received, all with the right to exceed the maximum amounts provided for in the budget and the business plan by 10%;*
- *enter into and terminate any other contract that appears useful or necessary for the pursuit of the corporate purpose provided that it is not a transaction with a related party in accordance with Consob Regulation no. 17221, and the procedure adopted by the Company - in which case the transaction must be subject to the exclusive evaluation and possible approval of the administrative body and/or the shareholders' meeting, as required by law - and with a limit of € 20 million (meaning direct resources of the Company other than any loans) per transaction and*

a total of € 80 million (meaning direct resources of the Company other than any loans) over a period of 12 months;

- handling and supervising relations with appointed consultants, project managers, property and facility managers, brokers, works managers, suppliers of accounting/administrative/informatics and other services and in general with the Company's contractual counterparties;
- hiring and firing workers, white collars, middle managers and managers, determining their remuneration; entering into project collaboration contracts, temporary employment contracts, internship agreements and in general any atypical employment contracts; adopting all the necessary disciplinary measures against said personnel; preparing internal regulations; establishing tasks, qualifications, remuneration, incentives and bonuses (in compliance with the guidelines or subject to the prior opinion of the relevant Remuneration Committee and provided that this is not a related party transaction pursuant to Consob Regulation no. 17221 of 12 March 2010, and the procedure adopted by the Company - in which case the transaction shall be subject to the exclusive assessment and possible approval of the administrative body and/or the Shareholders' Meeting, as required by law -); sign letters of employment and requests for clearance to the Ministry of Labour and the Placement Office;
- invest and disinvest the Company's liquidity in financial instruments;
- open bank and postal accounts on behalf of the Company, both in national currency and in foreign currency; negotiate credit openings and carry out any transactions in or on behalf of the Company's accounts, such as, but not limited to, the following:
  - signing current accounts cheques, including for the use of high overdraft amounts, within the limits of the credit lines granted;
  - sign for traenza postagiri;
  - sign bank cheques, postal or telegraphic money orders and any other credit in favour of the Company;
  - make bank transfers in favour of third parties or between Company accounts and third parties;
  - request overdraft facilities and sureties with a limit of € 20 million per transaction and a total of € 80 million over 12 months;
  - execute banking and financial transactions without any limit, such as: bank acceptances, currency and Euro transactions, commercial paper and hot money;
  - issuing, signing, receiving and receipting invoices, debit and credit notes, bank receipts;
  - demand and collect any amount, sum, title or value in any case and from anyone who is owed to the Company in the form of a bank cheque, bill of exchange or title to the order, issuing receipts on account or balance and endorsing them in the Company's current accounts, issuing drafts on debtors for this purpose, discounting, cashing, receipting, protesting bills of exchange and securities to the order, as well as performing any other operation related to this;
  - negotiate and enter into loan agreements, granting the related guarantees, in the interest of the Company (up to a maximum of € 20 million per transaction and a total of € 80 million over 12 months and subject to approval by the Company's investment committee);
  - enter into derivative contracts with risk hedging functions;
  - withdraw and mandate letters, including registered, insured, packages, securities, securities, commodities and deposits in general, including judicial ones, issuing receipts and discharges in due form;
  - to take care of and carry out the necessary fulfilments with regard to plan provisions, titles qualifying for building activities and related executive procedures, including in particular - by way of example and without limitation - the following activities:
    - requesting the building permit (where necessary) and providing for the payment of the related contributions;
    - submit the application for the start of activity, the notice of start of activity, the certified notice of start of activity or other similar notices of authorisation to build accompanied by the execution of the related formalities;
    - apply for the certificate of usability or submit the certificate of usability, as applicable;



- *guarantee the conformity of the works carried out by the Company with the town planning and building regulations, with the provisions of the plan, with the permit or with the titles of qualification in general;*
- *appoint and revoke attorneys for the exercise of all or part of the powers conferred".*
- *"in cases of urgency, in agreement with the Chairman, (a) the power to acquire - within the territory of the Italian Republic - real estate, real estate rights, shares in real estate companies and other assets in the interest of the company; (b) to sell, sell and exchange, even in bloc, assets and assets of the Company; and (c) to participate, in the interest of the Company, in auctions, tenders, private bids launched by administrations, public and/or private bodies of any kind, taking all necessary steps to this end, including making deposits and providing guarantees, paying sums, issuing declarations, signing non-binding or even binding offers and stipulating, amending and revoking contracts of any kind, for an amount in excess of Euro 20 million (meaning direct resources of the company other than any financing) per transaction and for amounts in excess of Euro 80 million (meaning direct resources of the company other than any financing) over a period of 12 months, provided that (i) the transaction has been approved in advance by the Board of Directors in its main elements; (ii) if the transaction is carried out through the use of indebtedness, the amount of the indebtedness is not greater than 45% of the price of the asset; (iii) the value of the investment, net of any financing received, does not exceed 30% of the Company's shareholders' equity; and (iv) the transaction is not a related-party transaction pursuant to Consob Regulation No. 17221 of March 12, 2010, and the procedure adopted by the Company - in which case the transaction must be subject to the exclusive assessment and possible approval of the Board of Directors and/or the Shareholders' Meeting, as required by law, or y) a transaction that qualifies as a transaction pursuant to Article 2391 of the Italian Civil Code. The conditions set forth in paragraphs (ii) and (iii) do not apply to the transactions set forth in letter (b)".*
- *"in cases of urgency, the power to (d) request credit lines and sureties; (e) negotiate and enter into loan agreements, granting the related guarantees, for an amount exceeding EUR 20 million and in any case up to a maximum limit of EUR 35 million (meaning direct resources of the company other than any loans) per transaction and for amounts exceeding EUR 80 million in total (meaning direct resources of the company other than any loans) over a period of 12 months".*
- *The Chief Executive Officer will report to the first useful meeting of the Board of Directors on the use of powers in cases of urgency".*

The Chief Executive Officer does not hold the position of director in other companies with shares listed on regulated markets whose chief executive officer is a director of the Company.

### **Chairman of the Board of Directors**

Pursuant to Article 26 of the Articles of Association, the Chairman, or whoever takes his place, has the legal representation of the Company with the power to bring legal and administrative actions and petitions at any level of jurisdiction and also for cassation and revocation proceedings and to appoint arbitrators and grant powers of attorney to lawyers and attorneys in disputes. The Chairman has free signing authority for the related deeds.

Legal representation is also entrusted separately to the Deputy Chairman, if appointed, and, within the limits of the powers conferred on them, to the Managing Directors and General Managers, if appointed.

The Chairman is a non-executive director and therefore does not play a specific role in the development of corporate strategies.

The Chairman is neither chief executive officer nor controlling shareholder of the Issuer.

### **Executive Committee (only if constituted) (ex art. 123-bis, paragraph 2, letter d), TUF)**

In view of the size of the Company and the structure of the Board of Directors itself, the Company did not deem it necessary to establish an executive committee within the Board.

### **Information to the Board**

The delegated bodies report to the first useful meeting of the Board on the activities carried out, in particular on the development of the investment pipeline, with particular regard to the results of the considerations of the Investment Committee.

#### **4.5 OTHER EXECUTIVES**

During 2020 and as of the Date of the Report there were no executive directors other than the Chief Executive Officer.

#### **4.6 INDEPENDENT BOARD MEMBER**

The number, competence and authority of non-executive directors are such as to ensure that their judgement can have a significant weight in the decision-making process.

At the closing date of the Financial Year, seven of the non-executive directors, Feras Abdulaziz Al-Naama, Alessandra Stabilini, Paola Bruno, Ariela Caglio, Antonella Centra, Olivier Elamine and Luciano Gabriel qualify as independent directors within the meaning of both the Code and the TUF.

The Board of Directors verified the existence of the requirements of independence provided for by the Corporate Governance Code and the TUF for independent directors as well as the requirements of integrity provided for by art. 147-quinquies of the TUF and Ministerial Decree no. 162/2000 for all directors on June 11<sup>th</sup>, 2020.

During the meeting held on June 11<sup>th</sup>, 2020, the Board of Statutory Auditors verified the correct application of the assessment criteria and procedures adopted by the Board of Directors to assess the independence of its members.

In view of the fact that the Independent Directors represent the majority of the members of the Board of Directors, it was deemed unnecessary to provide for separate meetings for the Independent Directors.

#### **4.7 LEAD INDEPENDENT DIRECTOR**

In view of the composition of the Board of Directors, the Company decided that it was not necessary to appoint a lead independent director, whose appointment is suggested by the Code in the following cases: (i) if the Chairman of the Board of Directors is the chief executive officer; (ii) if the position of Chairman is held by the person who controls the Issuer.

## 5. HANDLING OF CORPORATE INFORMATION

### **Insider information**

The Board of Directors of the Company, on the proposal of the Chairman of the Board of Directors, at its meeting of 14 September 2015 adopted the procedure for the disclosure of insider information, subsequently amended and supplemented on 25 May 2016 and 27 July 2016.

On July 26, 2018, the Board of Directors carried out a further revision of the procedure in the light of the Insider Disclosure Guidelines published by Consob in October 2017 in order to define the principles, behavioural obligations, roles and responsibilities inherent in proper internal management, the processing and external communication of company documents and information concerning COIMA RES and its subsidiaries, with particular reference to relevant and privileged information, and in order to regulate the keeping and updating of lists of persons who have access to relevant and privileged information (the "Relevant and Privileged Information Management Procedure and Insider Register")

The Relevant and Privileged Information Management Procedure and Insider Register is available on the Company's website at: <http://www.coimares.com/it/governance/procedure-registro-insider>.

### ***Internal dealing***

On 14 September 2015, the Board of Directors adopted the Internal Dealing Procedure, as subsequently amended on 27 July 2016 and most recently on 21 February 2019 (the "Internal Dealing Procedure") in order to define the principles and rules on market abuse governing the operation of the Company's shares, debt securities issued by the Company as well as derivatives or other financial instruments by certain persons in top management positions or persons closely associated with them.

The Internal Dealing Procedure is available on the Company's website at the address: [http://assets.ctfassets.net/07w7nxxrvwr3/1XOUZpYBZq80UMc60uwG6m/c52e6009e9d9dfad8d8c7acd785e2dec/COIMA\\_RES - Internal Dealing procedure.pdf](http://assets.ctfassets.net/07w7nxxrvwr3/1XOUZpYBZq80UMc60uwG6m/c52e6009e9d9dfad8d8c7acd785e2dec/COIMA_RES_-_Internal_Dealing_procedure.pdf)

### ***Market sounding***

On 21 February 2019, the Board of Directors adopted a procedure to define the principles and rules for market surveys, and in particular to regulate interactions between the Company and one or more potential investors that take place prior to the announcement of a transaction, in order to determine the interest of potential investors in a possible transaction and the price, size and structure of the transaction (the "**Market Sounding Procedure**").

## 6. INTERNAL COMMITTEES OF THE BOARD (EX ART. 123-BIS, PARAGRAPH 2, LETTER D), TUF)

In accordance with the corporate governance requirements for listed companies set forth by Borsa Italiana in the Code and in order to increase the effectiveness and efficiency of the Board of Directors, on June 11<sup>th</sup>, 2020, the Board of Directors appointed, among other things, the members of the following committees: Remuneration Committee and Control and Risk Committee - also as Committee for transactions with related parties. In particular, the Board of Directors identified the Control and Risk Committee, made up of non-executive and independent Directors, as the committee responsible under the Related Parties Procedure and assigned to the Control and Risk Committee the role and powers that, pursuant to the Related Parties Regulation, are vested in committees made up, in whole or in majority, of independent directors.

On June 11<sup>th</sup>, 2020, the Issuer's Board of Directors appointed the members of the Investment Committee, consisting of three Directors, including two independent directors, the Head of the Investment Management Area and the Head of the Asset Management Area; the risk manager supports the Investment Committee with technical support functions. More specifically, the Board of Directors resolved to appoint as members of the Investment Committee Manfredi Catella, Feras Abdulaziz Al-Naama and Luciano Gabriel as Directors, Gabriele Bonfiglioli as Head of the Investment Management Area, Matteo Ravà as Head of the Asset Management Area and Michel Vauclair as external real estate expert. Pursuant to the Asset Management Agreement, the SGR and the Company have agreed to the partial secondment of a number of SGR employees, including Ravà and Bonfiglioli, to the Company to act respectively as Coordinator of the Markets and Investments Area and as Coordinator of the Portfolio Area, both reporting directly to the CEO, Mr. Manfredi Catella.

The Investment Committee is an advisory body, with functions to support investment and divestment decisions by the Company's Board of Directors.

The Investment Committee:

- examines any investment or divestment that the Company intends to promote for itself or for the Vehicles it manages;
- examines pipeline opportunities and approves expense budgets for the due diligence phase;
- monitors the progress of the analyses undertaken on the opportunities under consideration (pipeline) and assesses whether to proceed with the submission of non-binding offers;
- evaluates in advance, for subsequent resolution of the Board of Directors, the following operations:
  - new financing contracts or amendments to existing financing contracts;
  - derivatives to hedge the interest rate risk on loans or assets and other liabilities held by the Company;
  - assesses lease contracts covering areas of more than 4,000 sqm of commercial areas or more than 25% of the NRA (net leasable area) of a single building.

It also provides for the possibility of having both Company employees and third parties belonging to the SGR, all of whom are highly specialised in financial and real estate matters, attend meetings on specific issues.

In the event of a positive outcome, the investment or divestment proposal, supported by the technical and financial documentation collected and/or prepared during the preliminary investigation phase, is submitted to the Board of Directors for evaluation and resolutions for which it is responsible. In the event of a favourable resolution by the Board of Directors, the transaction is carried out.

If the investment or disinvestment transaction falls within the limits of the powers granted to the Chief Executive Officer, it may be carried out directly following the assessment procedure carried out by the Investment Committee.

On February 20, 2020, the Board of Directors resolved to grant the Investment Committee an annual expenditure budget of Euro 20,000.

On 20 February 2020, the Board of Directors also resolved to allocate to the Remuneration Committee, the Control and Risk Committee an annual expenditure budget of Euro 20,000. The expenditure budget of the Control and Risk Committee in its capacity as Related Parties Committee is approved by the Board of Directors when necessary.

## **7. APPOINTMENTS COMMITTEE**

In view of the size and ownership structure of the Company, the Company did not consider it necessary to set up an Appointments Committee at this stage.

## 8. REMUNERATION COMMITTEE

### **Composition and functioning of the Compensation Committee (pursuant to Article 123-bis, Section 2, Letter d), TUF)**

The Remuneration Committee is composed of three non-executive directors, all independent. Alternatively, the Committee may be composed of three non-executive directors, the majority of whom are independent; in this case the Chairman of the Committee is chosen from among the independent directors. If the Board of Directors is composed of no more than eight members, the Remuneration Committee may be composed of only two directors, provided they are independent.

At the end of the Financial Year and on the Date of the Report, the Remuneration Committee is composed of the directors Alessandra Stabilini (independent director), as Chairman of the Remuneration Committee, Caio Massimo Capuano (non-executive director) and Olivier Elamine (independent director).

At least one member of the Remuneration Committee must have adequate knowledge and experience in financial matters or remuneration policies, to be assessed by the Board of Directors at the time of appointment. In this regard, it should be noted that the Company, in view of the professional qualifications and activities previously carried out, has deemed that the members of the Compensation Committee have adequate knowledge and experience in accounting and financial matters and/or compensation policies. The members of the Committee remain in office for the period determined from time to time by the Board of Directors at the time of their appointment or, if not determined, for as long as such members hold the position of director. In the event of resignation or termination of one or more members from the office of director, the Committee is integrated by the Board of Directors. During its term of office, the Board of Directors may change the composition of the Committee.

The Remuneration Committee meets with an adequate frequency to ensure the proper performance of its functions and duties.

Any documentation relating to the items on the agenda is made available to members by the Chairman or secretary, if appointed, normally at the same time as the notice of call. The documentation may also be sent by e-mail to the addresses indicated by the members of the Remuneration Committee.

The meetings of the Remuneration Committee are chaired by the Chairman or, in his absence or impediment, by the member appointed by those present.

The Chairman of the Board of Directors may attend the meetings. In addition, at the invitation of the Remuneration Committee, through its Chairman, with reference to the individual items on the agenda, other persons may also attend, including other members of the Board or of the corporate structure.

No director takes part in the meetings of the Committee in which proposals are made to the Board of Directors regarding his or her own remuneration.

For meetings of the Remuneration Committee to be valid, the majority of its members must be present.

Resolutions are passed by majority vote of those present. If the Remuneration Committee is composed of two members, it must pass resolutions unanimously.

The resolutions of the Remuneration Committee result from specific minutes which are signed by the person chairing the meeting and by the secretary, if appointed.

The members of the Committee shall be entitled to reimbursement of expenses incurred by reason of their office.

During the Financial Year, 5 meetings of the Remuneration Committee were held, all duly recorded in minutes, lasting on average about 56 minutes. Participation in the meetings by members of the Remuneration Committee was 100% for Alessandra Stabilini, 100% for Caio Massimo Capuano and 100% for Olivier Elamine.

The meetings of the Remuneration Committee were attended by the Chairman of the Board of Statutory Auditors and, in some meetings, by members of the Board of Statutory Auditors and the CFO of the Company at the invitation of the Chairman.

In 2021 the Remuneration Committee will present its proposals regarding the remuneration policy, for which reference should be made to the relevant annual report published pursuant to art. 123-ter TUF.

The Remuneration Committee has scheduled 4 meetings during 2021, of which, as of the Date of the Report, no. 1 has been held.

For further information on the structure of the Remuneration Committee, see Table 2 attached to the Report.

### **Functions of the Remuneration Committee**

In the 2020 financial year, the following functions were assigned to the Remuneration Committee:

- makes proposals to the Board of Directors regarding the definition of the policy for the remuneration of directors and managers with strategic responsibilities of the Company.
- periodically assesses the adequacy, overall consistency and concrete application of the policy for the remuneration of directors and executives with strategic responsibilities, making use in this regard of the information provided by the managing directors; makes proposals to the Board of Directors on the subject;
- submits proposals or expresses opinions to the board of directors on the remuneration of executive directors and other directors holding particular positions as well as on the setting of performance objectives related to the variable component of such remuneration; monitors the application of the decisions adopted by the board itself, verifying, in particular, the actual achievement of the performance objectives; and
- assist the Board of Directors in the preparation of a succession plan for executive directors.

In carrying out its functions, the Remuneration Committee has the right to access the company information and functions necessary to carry out its tasks, as well as to avail itself of external consultants, within the terms established by the Board of Directors; the Remuneration Committee defines an annual expense budget which it submits to the Board of Directors when the annual financial report is approved. The Company makes available to the Remuneration Committee adequate financial resources to carry out its tasks within the limits of the budget approved by the Board of Directors (see in this regard what is described in Chapter 6 of the Report).

If it intends to avail itself of the services of a consultant in order to obtain information on market practices regarding remuneration policies, the Remuneration Committee checks in advance that it is not in a situation that compromises its independent judgement. The Remuneration Committee, in the performance of its duties, ensures appropriate functional and operational links with the competent company structures.

The Chairman of the Remuneration Committee shall report on the Committee's work at the first useful meeting of the Board of Directors.

The Committee reports to the Company's shareholders on the manner in which it exercises its functions.

For the sake of completeness, it should be noted that on 25 February 2021, the Board of Directors, after receiving the opinion of the Remuneration Committee, approved certain amendments to the



Remuneration Committee regulations to bring its provisions into line with the New Corporate Governance Code.

## 9. DIRECTORS' REMUNERATION

Information on the remuneration of directors is contained in the annual report on the remuneration policy and compensation paid, to which reference should be made for detailed information, prepared pursuant to Article 123-ter of the TUF and Article 84-quater of the Issuers' Regulations and in compliance with the recommendations of Article 6 of the Code, available to the public at the Company's registered office, on the Company's website ([www.coimares.com](http://www.coimares.com)) and in the "NIS-Storage" authorised storage mechanism, available at [www.emarketstorage.com](http://www.emarketstorage.com).

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### **Directors' indemnity in the event of resignation, dismissal or termination of employment following a takeover bid (pursuant to art. 123-bis, paragraph 1, letter i), TUF)**

It should be noted that, except as specified below, no agreements have been entered into between the Company and the directors providing for compensation in the event of resignation or dismissal/revocation without just cause or if the employment relationship is terminated following a takeover bid.

In any case, Manfredi Catella ceases to hold office for one of the following reasons (so-called Good Leaver): (i) failure to appoint Manfredi Catella in the terms and conditions provided for in the private contract and/or failure to confirm/ratify the same after the listing; or (ii) termination of the office of Chief Executive Officer of the Company in the event of any of the cases of withdrawal from the Asset Management Agreement; or (iii) non-renewal for a further three years in the office of Chief Executive Officer at the natural expiry of the first three-year term and, subsequently, at the natural expiry of the second three-year term; or (iv) non-acceptance by Manfredi Catella of the proposal to renew the appointment at conditions worse than those applied in the previous three years; or (v) revocation of Manfredi Catella in the absence of a Just Cause for Revocation (as defined below); (vi) Manfredi Catella's resignation from office in the presence of a Just Cause of Resignation as defined below or (vii) Manfredi Catella's death (in which case the indemnity will be paid to those entitled), the Company shall be obliged to pay the Chief Executive Officer as compensation for damages or, in any case, as an indemnity for the termination of the administration relationship (the "Indemnity for damages"), the greater amount of (a) Euro 5.000,000 and (b) 3 (three) times the total annual compensation (fixed plus variable) indicated by a primary and independent executive advisory firm as a market benchmark for the role of managing director held in one of the main real estate companies listed in Europe (such as British Land, Land Securities, Unibail Rodamco, Hammerson, Songbird Estate, Capital & Counties, Great Portland, Derwent London and Swiss Prime Site). The Company considers the amount of the indemnity to be adequate in relation to the contribution of commitment, expertise and image that Manfredi Catella gives as Chief Executive Officer.

By "Just Cause of Resignation", we mean with reference to Manfredi Catella, by way of example and not exhaustive: (1) unagreed modification of the powers and proxies attributed to Manfredi Catella; (2) appointment of another managing director in the absence of Manfredi Catella's express consent; (3) appointment of a general manager in the absence of Manfredi Catella's express consent; (4) unagreed assignment of all or part of the powers and proxies attributed to Manfredi Catella to a director other than Manfredi Catella or to an employee and/or consultant of the Company; (5) serious infirmity or impediment due to illness or injury (duly certified and ascertained), which determine the substantial professional unfitness of Manfredi Catella; (6) request for resignation from Manfredi Catella by the Company or its shareholders, even indirectly in writing, regardless of the alleged existence of a Just Cause of Revocation - as defined below - ; (7) in general (even if not included in the above letters) any act or event qualified as a just cause for resignation under the applicable provisions of law.

In the event of Manfredi Catella challenging the existence of a just cause for revocation (i.e. a serious and repeated intentional or grossly negligent failure of the director to comply with legal or statutory obligations which is also likely to irreparably compromise the relationship of trust between the director and the Company and which therefore does not allow the continuation, even provisionally, of the relationship - "Just Cause of Revocation"), the Company shall in any case immediately pay

1/3 of the indemnity to the director, without prejudice to the right of the director to repay the amount paid, net of withholding taxes, increased only by legal interest, if the existence of the Just Cause for Revocation is ascertained by a final judgement and without prejudice to the right of the director to obtain the balance, plus interest and revaluation, if the existence of the Just Cause for Revocation is ascertained, even if it is not final.

In the event that the Company contests the recurrence of a Good Leaver case, the Company must in any case immediately pay Manfredi Catella (or his assignees) 2/3 of the indemnity, without prejudice to the right to repeat the amount paid by the director, net of withholding taxes, increased only by the legal interest, in the event that the existence of a Good Leaver hypothesis is ascertained, with a final judgement, and without prejudice to Manfredi Catella's right to obtain the balance, plus interest and revaluation, in the event that the existence of a Good Leaver hypothesis is ascertained, even if it is not final.

Without prejudice to the applicability of the provisions contained in the Asset Management Agreement, in case of Good Leaver the SGR will have a call option on the financial instrument of the director for the purchase of the same at the value of the Remuneration of the Financial Instruments accrued (as ascertained by an independent third party valuer), while in case of Bad Leaver (i.e., revocation of the director in the presence of a Just Cause of Revocation) the SGR will have a call option on the financial instrument of the director for the purchase of the same at nominal value.

It should be noted that on 16 March 2020 Manfredi Catella, in order to contribute to limiting the Company's internal costs in light of the current market capitalization of the same, in line with the interests of the other shareholders of COIMA RES, having no objections to the preliminary benchmark analysis carried out by the independent expert Willis Towers Watson regarding the total remuneration of the Chief Executive Officer pursuant to the Private Deed and in light of the aforementioned level of capitalization confirmed to accept the suspension of the redetermination of the annual fixed emolument ("Annual Fixed Emolument") and of the variable emolument, including annual and multi-year variable remuneration ("Variable Emolument"), provided for in the Private Deed, starting from the year 2020 and until the end of the first period of duration of the Asset Management Agreement ("First Period"), as possibly extended by the parties. In this regard, it should be noted that the Asset Management Agreement initially provided that the First Period would end on the fifth anniversary of the date of commencement of trading of COIMA RES shares on the MTA (i.e. on 13 May 2021). On 19 March 2020, the Board of Directors of Coima Res approved certain amendments to the Asset Management Agreement, including the extension of the First Period until 1 January 2025.

The suspension of the redetermination of the Fixed Annual Emolument and the Variable Emolument may be interrupted by Manfredi Catella solely and exclusively in the event that, by 31 December 2030 (i) the Asset Management Agreement is amended and/or terminates for any reason and/or (ii) Manfredi Catella ceases to hold the position of Chief Executive Officer (including in the event of his death, in which case such termination will automatically benefit Manfredi Catella's heirs) and/or (iii) the majority of the members of the Company's Board of Directors are not appointed by Manfredi Catella (each of the above events, a "Relevant Event"). In this regard, it should be noted that the amendments to the Asset Management Agreement approved on 19 March 2020 do not constitute a Material Event.

If a Relevant Event occurs, Manfredi Catella (or, in the event of his death, his heirs) shall be entitled to the payment of the total emoluments accrued for the period between 2020 and the year in which the Relevant Event occurs, to be calculated pursuant to the Private Placement Agreement as the sum of the Fixed Annual Emolument and the Variable Emolument. If a Relevant Event does not occur by 31 December 2030, unless otherwise agreed with the Company, Manfredi Catella shall not be entitled to the Annual Fixed Emolument and the Variable Emolument indicated above. It should be noted that Manfredi Catella has reserved the right to interrupt the suspension of the redetermination of the Fixed Annual Emolument and the Variable Emolument, by notifying the Board

of Directors of the Company in writing, if the market capitalization of COIMA RES should reach a level higher than that registered at the time of the IPO.

This is without prejudice to the waiver of remuneration for the years 2017, 2018 and 2019 under the terms and conditions set out in the communication of Mr Manfredi Catella dated 19 February 2019.

## 10. CONTROL AND RISK COMMITTEE

### **Composition and functioning of the Control and Risk Committee (ex art. 123-bis, paragraph 2, letter d), TUF)**

The Control and Risk Committee is composed of three non-executive directors, all independent. Alternatively, the Committee may be composed of three non-executive directors, the majority of whom are independent; in this case the Chairman of the Committee is chosen from among the independent directors.

At the end of the Financial Year and on the Date of the Report, the Control and Risk Committee is composed of the directors Alessandra Stabilini (independent director), as Chairwoman of the Control and Risk Committee, Paola Bruno (independent director) and Luciano Gabriel (independent director).

At least one member of the Control and Risk Committee must have adequate accounting and financial or risk management experience, to be assessed by the Board of Directors at the time of appointment. In this regard, it should be noted that the Company, in view of the professional qualifications and activities previously carried out, has deemed the members of the Control and Risk Committee to have adequate experience in accounting and financial or risk management matters.

The members of the Control and Risk Committee remain in office for the period determined from time to time by the Board of Directors at the time of appointment or, in the event of failure to do so, for as long as such members hold the position of director. In the event of resignation or termination of one or more members from the office of director, the Control and Risk Committee is integrated by the Board of Directors. During its term of office, the Board of Directors may change the composition of the Control and Risk Committee.

The Control and Risk Committee meets at a frequency adequate to ensure the proper performance of its functions and duties and in any case, in correspondence with the meetings of the Board of Directors to examine the periodic financial reports.

The Control and Risk Committee is convened at the registered office (or at another place indicated by the Chairman) by the Chairman or on his own initiative or following a written request by even a single member.

The Control and Risk Committee also meets when requested to do so by the Chairman of the Board of Directors, the Chairman of the Board of Statutory Auditors, or the Chief Executive Officer as the person primarily responsible for the management of the company and in charge of setting up and maintaining the Internal Control and Risk Management System. Without prejudice to his autonomy, the Chairman of the Committee liaises with the Chairman of the Board of Directors in order to ensure that the Committee's activities are coordinated with those of the Board of Directors.

Any documentation relating to the items on the agenda is made available to members by the Chairman or secretary, if appointed, normally at the same time as the notice of call. The documentation may also be sent by e-mail to the addresses indicated by the members of the Control and Risk Committee or through any computerised document sharing system..

Committee meetings are chaired by the Chairman or, in his absence or impediment, by the member appointed by those present.

The Chairman of the Board of Statutory Auditors or another auditor designated by him/her attends the meetings of the Control and Risk Committee. The other Statutory Auditors may also attend.

The Chairman of the Board of Directors and the Chief Executive Officer may attend meetings, without the right to vote. In addition, at the invitation of the Committee, through its Chairman, with reference to the individual items on the agenda, the Chief Executive Officer and other persons, including other members of the Board or the corporate structure, may attend meetings without voting rights.

For the meetings of the Control and Risk Committee to be valid, a majority of its members must be present.

Resolutions are taken by majority vote of those present.

The resolutions of the Control and Risk Committee are recorded in specific minutes that are signed by the person chairing the meeting and by the secretary, if appointed.

The Committee shall report to the Board of Directors at least once every six months on all the activities it has carried out.

The remuneration of Committee members is established by resolution of the Board of Directors. Committee members are also entitled to reimbursement of expenses incurred in connection with their office.

During the year, 8 meetings of the Control and Risk Committee were held, all duly recorded in the minutes, with an average duration of approximately one hour and forty minutes. Attendance at meetings by members of the Control and Risk Committee was 100% for Agostino Ardisone (in office until 8 March 2020) 0%, 100% Alessandra Stabilini, 100% Luciano Gabriel, 100% Paola Bruno.

The meetings of the Control and Risk Committee were always attended either by the Chairman of the Board of Statutory Auditors and/or by members of the Board of Statutory Auditors at the invitation of the Chairman of the Control and Risk Committee: in particular, (i) 88% of the meetings were attended by Massimo Laconca; (ii) 88% of the meetings were attended by Milena Livio; and (iii) 100% of the meetings were attended by Marco Lori. The Company's CFO also attended all the Control and Risk Committee meetings at the invitation of the Chairman of the Control and Risk Committee.

At the invitation of the Chairman of the Control and Risk Committee, the Company's risk manager, the Internal Audit, the Compliance Department, the independent auditors and the Director in charge of the Internal Control and Risk Management System also attended some of the Control and Risk Committee meetings.

During 2021, the Audit and Risk Committee has scheduled 6 meetings, of which, as of the Report Date, 6 meetings have been held 3.

For further information on the structure of the Control and Risk Committee, see Table 2 attached to the Report.

### **Functions attributed to the Control and Risk Committee**

In the 2020 financial year, the Committee was assigned the tasks envisaged under the Corporate Governance Code, and in particular the task of:

- assisting and supporting the Board of Directors, ensuring that the latter has adequate investigative activity, in assessments and decisions relating to the Company's Internal Control and Risk Management System (hereinafter "SCIGR") and in those relating to the approval of periodic financial reports;
- express its opinion to the Board of Directors in this regard:
- the definition of the guidelines of SCIGR, so that the main risks relating to the Company and its subsidiaries are correctly identified, as well as adequately measured, managed and monitored, and the determination of the degree of compatibility of these risks with a management of the company consistent with the strategic objectives identified;
- the assessment, at least once a year, of the adequacy of the SCIGR with respect to the characteristics of the company and the risk profile assumed, as well as its effectiveness;
- the approval, at least once a year, of the work plan prepared by the Head of the Internal Audit Department, after consulting the Board of Statutory Auditors and the Director in charge of the Internal Control and Risk Management System;

- to the description, within the corporate governance report, of the main characteristics of the SCIGR and the coordination methods among the persons involved in it, expressing their assessment of its adequacy;
- the evaluation, after consulting the Board of Statutory Auditors, of the results set out by the Statutory Auditor in the letter of suggestions, if any, and in the report on the fundamental issues that emerged during the statutory audit;
- express its opinion to the Board of Directors on the matter:
  - o the appointment and dismissal of the Head of Internal Audit;
  - o the fact that the latter is adequately resourced to carry out its responsibilities;
  - o the fact that the remuneration of the Head of the Internal Audit Function is defined consistently with company policies;

In addition, in the 2020 financial year, the Risk Control Committee was assigned the following functions to support the Board of Directors to:

- a) assess, together with the manager responsible for preparing the company's financial reports and after consulting the statutory auditor and the board of statutory auditors, the correct use of the accounting standards and, in the case of groups, their uniformity for the purposes of preparing the consolidated financial statements;
- b) express opinions on specific aspects relating to the identification of the main business risks;
- c) examines the periodic reports on the evaluation of the internal control and risk management system and those of particular importance prepared by the internal audit function;
- d) monitors the autonomy, adequacy, effectiveness and efficiency of the internal audit function;
- e) may request the internal audit function to carry out checks on specific operational areas, notifying the Chairman of the Board of Statutory Auditors accordingly;
- f) shall report to the Board at least once every six months on the adequacy of the internal control and risk management system;
- g) support, through adequate investigation activities, the assessments and decisions of the Board of Directors relating to the management of risks deriving from prejudicial facts of which the Board of Directors has become aware; and
- h) (h) perform such other tasks as may be assigned by the Board of Directors.

In addition, at the request of the Board of Directors, it expresses a prior opinion on significant transactions between the Company and related parties, as defined by International Accounting Standards (IAS/IFRS) no.24.

In carrying out their functions, the members of the Control and Risk Committee had the right to access the information and company functions necessary for the performance of their duties, as well as to make use of external consultants, within the terms established by the Board of Directors; the Control and Risk Committee defines an annual expense budget which it submits to the Board of Directors when the annual financial report is approved. The Company makes available to the Control and Risk Committee adequate financial resources to carry out its tasks within the limits of the budget approved by the Board of Directors.

In particular, with reference to the Financial Year, the Control and Risk Committee has:

- periodically reviewed the risk monitoring report;
- periodically assessed the adequacy of the internal control and risk management system; and
- assessed the periodic financial reports and the annual and consolidated financial statements; and
- assessed the development of the organisational set-up;
- examined the replacement of the Risk Management function carried out in outsourcing by an external consultancy company;
- periodically assessed the activities carried out by the control functions;
- examined the updating of the Company's procedures manual;
- assessed, together with the manager responsible for preparing the Company's financial reports and having consulted the statutory auditor and the board of statutory auditors, the correct use of

accounting standards and, in the case of groups, their uniformity for the purposes of preparing the consolidated financial statements.

The Chairman of the Control and Risk Committee reports on the work of the Control and Risk Committee at the first useful meeting of the Board of Directors.

The Control and Risk Committee, in its capacity as the Related Parties Committee, has examined the transactions with related parties entered into by the Company, noting the Company's interest in carrying out the transaction as well as the appropriateness and substantial correctness of the conditions of the transaction, also with the aid of external consultants' opinions.

In particular, during the 2020 financial year, the Committee, in its capacity as Related Parties Committee, inter alia

- assessed the renewal, with some amendments, of the asset management contract with COIMA SGR, qualifying as a related party transaction of greater significance pursuant to Article 7 of the procedure on related party transactions adopted by the Company and Article 8 of the Related Parties Regulation, and expressed its favourable opinion;
- assessed the periodic review of the contractual conditions with COIMA S.r.l. and expressed its favourable opinion pursuant to the Related Parties Procedure.

Lastly, it should be noted that on 29 January 2021, the Company's Board of Directors, having obtained the opinion of the Control and Risk Committee, approved certain amendments to the Control and Risk Committee Regulation to bring its provisions into line with the New Corporate Governance Code.



## 11. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The risk management system is not considered separately from the internal control system in relation to the financial reporting process as both constitute elements of the same System. The Internal Control and Risk Management System has been designated and implemented to ensure the reliability, accuracy, reliability and timeliness of financial reporting as well as the safeguarding of the Company's assets, the efficiency and effectiveness of corporate processes, compliance with laws and regulations and with the Bylaws and internal procedures.

The internal control and risk management system is the set of rules, procedures and organisational structures designed to allow, through an adequate process of identification, measurement, management and monitoring of the main risks, a healthy, correct and consistent management of the company with the set objectives. The design and implementation of the model was carried out considering the size of the Company, the actual activities carried out by it and taking into account, also with the help of an external consultant, the practices followed by the market. This system is periodically monitored by all the functions that will be described below and is subject to continuous review and updating over time, both for any regulatory adjustments and for any suggestions from the relevant bodies and for any changes in the Company's organisational structure.

The Board of Statutory Auditors is at the top of the Internal Control and Risk Management System (hereinafter "SCIGR").

The Board of Directors, in defining strategic, industrial and financial plans, has complied with the provisions of the Articles of Association in terms of risk assumption.

In particular, Article 4 of the Articles of Association provides for specific principles of risk spreading and containment and in particular the following rules on investments in real estate, risk concentration limits and leverage, to be considered applicable both in the case of direct and indirect investments through subsidiaries, mutual funds or other investment vehicles:

- a) investment in a single real estate property with unitary urban and functional characteristics must be limited to a maximum amount equal to 40% of the total value of the Company's assets resulting from the latest approved financial statements; it should be noted that, in the case of development plans that are the subject of a single urban planning project, those portions of real estate that are the subject of individual and functionally autonomous building permits or that are equipped with sufficient urbanization works to ensure connection to public services will be excluded from the above definition;
- b) rentals from a single lessee - or from tenants belonging to the same group - may not exceed 40% of the total amount of the Company's rentals; it should be noted that tenants belonging to a group of national and/or international importance are considered excluded from the application of this limit;
- c) financial indebtedness, net of cash and cash equivalents and financial receivables from the parent company, may not exceed 70% of the total value of the assets shown in the latest approved financial statements.

The aforesaid limits may be exceeded in the presence of exceptional circumstances or, in any case, not dependent on the Company. In any case, the aforesaid thresholds shall not apply in the following 24 (twenty-four) months from the date of incorporation of the Company.

As part of the financial planning process, the Board of Directors has assessed all risks related to the Company's activities, assessing their impact with appropriate sensitivity analyses.

On July 27, 2016, the Board of Directors adopted the Internal Control and Risk Management Regulations, which were later amended in 2019, based on a traditional three-level control model:

- line" (or "first level") controls, carried out by the operating units themselves;
- the "second level" controls, carried out by the Risk Management and Compliance functions;
- the "third level" controls carried out by the Internal Audit Department.

In addition, the Company has established, as required by the Corporate Governance Code, a Control and Risk Committee as well as a Remuneration Committee and an Investment Committee.

Responsibility for the proper functioning of line controls, as well as being directly attributable to the individual heads of the organizational units, lies with the Board of Directors, which is periodically reported by the various control bodies on the deficiencies detected or the need to strengthen and/or improve existing controls. The Company's operating structures are primarily responsible for the risk management process: in the course of day-to-day operations, these structures must identify, measure or evaluate, monitor, mitigate and report risks arising from ordinary activities, in accordance with the risk management process; they must comply with the operating limits assigned to them consistently with the risk objectives and the procedures in which the risk management process is structured.

The second-level corporate control functions are directly subordinate to the Board of Directors, in the same way as the Internal Audit function.

The adequacy of the SCIGR is monitored by the Board of Statutory Auditors, also through periodic meetings with the corporate control functions and with the internal audit committees.

Line controls (so-called "first level controls") are aimed at ensuring the correct performance of operations. They are carried out by the operating structures themselves (e.g., hierarchical, systematic and sample checks), or carried out within Finance; as far as possible, they are incorporated into IT procedures.

Line controls are controls of a procedural, IT and behavioural nature, carried out both by those who carry out a specific activity (so-called first instance line controls) and by those who have the responsibility of supervising them as risk owners (so-called second instance line controls).

On the other hand, risk and compliance controls (so-called "second-level controls") are designed to ensure, among other things:

- the correct implementation of the risk management process;
- compliance with the operational limits assigned to the various functions;
- compliance of company operations with regulations, including self-regulation.

The Internal Audit Function (so-called "third level controls") aims to identify violations of procedures and regulations and to periodically assess the completeness, adequacy, functionality (in terms of efficiency and effectiveness) and reliability of the internal control system and the information system (ICT audit), at predetermined intervals in relation to the nature and intensity of the risks.

The prerequisite for a complete and functional internal control system is the existence of an adequate corporate organisation to ensure the sound and prudent management of listed companies and compliance with the provisions applicable to them. To this end, the Company is guided by the following general principles of organisation:

- decision-making processes and the assignment of functions to personnel are formalised and allow the unambiguous identification of tasks and responsibilities and are suitable for preventing conflicts of interest. In this context, the necessary separation between operational and control functions is ensured;
- human resources management policies and procedures ensure that staff are provided with the skills and professionalism necessary to exercise the responsibilities assigned to them;
- the risk management process is effectively integrated;
- the processes and methods of evaluation, also for accounting purposes, of company activities are reliable and integrated with the risk management process;
- operating and control procedures must: minimise the risks associated with fraud or employee infidelity; prevent or, where this is not possible, mitigate potential conflicts of interest; prevent involvement, even unconsciously, in matters of money laundering, usury or terrorist financing;
- the Company's information system meets high requirements in terms of IT security and business continuity.

The Board of Directors performs a strategic supervision and management function.

The Board of Directors has identified the director responsible for establishing and maintaining an effective internal control and risk management system (the so-called director in charge of the internal control and risk management system) in the person of Mr. Manfredi Catella, as described in paragraph 11.1 below.

The Internal Audit function, carried out entirely in outsourcing, through a specialized company:

- (i) performs control activities to assess the effectiveness and efficiency of operating processes, compliance with internal and external regulations, the reliability of the operating structure and delegation mechanisms, freely and independently accessing functions, data and documents and using suitable tools and methodologies;
- (ii) ensure top management timely and systematic information on the status of the control system and the results of the activities carried out;
- (iii) maintains an organic information link with the Board of Statutory Auditors with reference to both the planning of auditing activities and information on the results of the controls carried out;
- (iv) carries out investigations and checks to reconstruct facts or events deemed to be of particular importance, also in order to ascertain any responsibilities attributable to employees.

The Compliance Function carries out the following activities in particular:

- a) periodically monitor and evaluate the adequacy, effectiveness and application of the measures, policies and procedures put in place to identify the risk of non-compliance with regulatory obligations by the Company, as well as the resulting risks, and implement appropriate measures and procedures to minimize such risk;
- b) provide advice to relevant persons in the provision of services and in the exercise of activities and assist them in fulfilling the obligations incumbent on the Company;
- c) handling complaints and keeping the relevant register;
- d) monitoring and assessing the adequacy, effectiveness and application of the policy for managing conflicts of interest and keeping the relevant register.

The Risk Management Function is primarily involved in defining the Company's risk management model and risk governance policies, collaborating with top management in the analysis and assumption of risks and in defining indicators for monitoring them.

The Risk Management Function:

- proposes the Company's risk framework;
- analyses, monitors and reports on the risks to which the Company is exposed;
- analyses investment and disinvestment transactions;
- supports the Finance function in analysing the assessments made by the Independent Experts appointed by the Company with reference to the real estate investments made.

The Risk Management function reports the results of its activities exclusively to the Board of Directors, the Board of Statutory Auditors and the Control and Risk Committee and, at least once a year, on the occasion of the approval of the financial statements, submits a report on the activities carried out during the period to these corporate bodies.

The Board of Directors, with the assistance of the Control and Risk Committee, defines the guidelines for the internal control and risk management system so that the main risks relating to the Company and its subsidiaries are correctly identified and adequately measured, managed and monitored.

With regard to the financial reporting process, the Board of Directors has approved the following procedures: Regulations for the Financial Reporting Officer, the scoping procedure, the planning and management control procedure and the Group's policy for managing the risk of misreporting, as well as the procedure for evaluating assets and appointing Independent Experts. These procedures were adopted as early as 2015, with the exception of the asset valuation and assignment procedure for

Independent Experts, which was adopted on May 25, 2016 and subsequently amended and updated. These procedures are designed to regulate processes in order to enable the preparation and dissemination of financial information in a timely, truthful and correct manner.

As established by the aforementioned procedures, the Financial Reporting Manager has defined a specific control framework to ensure proper mitigation of the risks of misreporting, pursued through an approach of analysis across the various company processes and aimed at identifying and controlling the main risks to which the company is exposed in the execution of material transactions that generate the information contained in the financial statements and, in general, in any other information of a financial nature.

The framework is based on principles and guidelines defined by the Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (known as CoSO) and the Control Objectives for Information and related Technology (known as CobiT), which are considered internationally accepted reference models.

The levels of analysis of the framework, which in combined action lead to the definition of adequate administrative and accounting procedures, are as follows:

- **Process Control:** these are controls that operate at process level and whose implementation provides evidence of the level of adjustment of administrative and accounting procedures applied in order to ensure effective internal control over financial reporting.
- **Information Technology Controls (IT General Control or "ITGC"):** controls that operate at the corporate level and that are specifically related to Information Technology management processes supporting the execution of corporate processes; they concern, for example, software acquisition and maintenance processes, physical and logical security management, development and maintenance of applications.

The methodological approach for monitoring the risk of incorrect financial reporting reflects the phases of COIMA RES S.p.A. SIIQ's risk management process, which is divided into the following phases:

- Identification;
- Assessment;
- Monitoring;
- Attenuation;
- Reporting.

The objective of the scoping activity is to select the significant Group entities and the main business processes that feed into the Income Statement and Balance Sheet of these entities, through both quantitative and qualitative analyses.

The Financial Reporting Manager identifies the classes of risk to be used to support the identification of specific risks, which are recorded at the level of the individual operating process.

The objective of the Risk assessment phase is to assess, through process analysis and taking into account the scope of activity defined in the Scoping & Planning phase, the risk points that have an impact on significant accounts (and that are therefore relevant in terms of correctness of administrative and financial information), the control mechanisms that oversee them and the adequacy of the design of these controls.

Once the risks of incorrect financial information have been identified and assessed, the Financial Reporting Manager checks the adequacy of the internal control system in terms of achieving the control and risk mitigation objectives, gathering a set of characteristic information including coverage of the control objectives, frequency, control method, method of execution, evidence of control.

The testing phase requires a prior sampling of the population of controls to be examined. The methodologies used in the sampling phase take into account the nature of the control and its frequency.

The manager in charge monitors the follow-up of the required corrective actions and provides feedback to the structures concerned, with a view to continuous improvement and constant updating of the internal control system.

The shortcomings found and the corrective actions implemented are recorded in a register held in electronic format and periodically brought to the attention of the Board of Directors.

Together with what is explicitly provided for by the reference regulations, the Manager in Charge prepares a report:

- the annual plan of the activities of the Financial Reporting Manager, within which the scope of analysis is set out;
- the half-yearly report (in correspondence with the statutory and condensed half-yearly financial statements) on the results of the activities carried out;
- if necessary and/or at the request of the corporate bodies, specific and dedicated reports.

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On 10 December 2020, the Board examined the report for the year 2020 prepared by the risk management function, previously presented to the Control and Risk Committee on 4 December 2020, after hearing the opinion of the Board of Statutory Auditors and the Control and Risk Committee;

On 29 January 2021, the Board approved the 2021 Business Plan prepared by the head of the risk management function, previously presented to the Control and Risk Committee on 25 January 2021, after consulting the Board of Statutory Auditors and the Control and Risk Committee.

On 25 February 2021, the Board, inter alia:

- approved the 2021 Audit Plan prepared by the head of the internal audit department, previously presented to the Control and Risk Committee on 12 February 2021, after hearing the Board of Statutory Auditors, the Control and Risk Committee and the chief executive officer in charge of setting up and maintaining the internal control and risk management system;
- approved the 2021 Audit Plan prepared by the head of the compliance department, previously presented to the Control and Risk Committee on 12 February 2021, after consulting the Board of Statutory Auditors, the Control and Risk Committee and the chief executive officer in charge of establishing and maintaining the internal control and risk management system;
- examined the report for the year 2020 prepared by the Supervisory Body, previously submitted to the Control and Risk Committee on 12 February 2021, after consulting the Board of Statutory Auditors, the Control and Risk Committee and the chief executive officer in charge of setting up and maintaining the internal control and risk management system;;
- assessed the internal control and risk management system as adequate in relation to the characteristics of the company and the risk profile assumed, as well as its effectiveness.

The assessment of the internal control and risk management system was carried out on the basis of the Company's characteristics at the date of the assessment and after requesting specific evidence of the assessment activities carried out by the Control and Risk Committee.

## **11.1 DIRECTOR IN CHARGE OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM**

On 11 June 2020, the Board of Directors appointed Manfredi Catella as director in charge of the internal control and risk management system, assigning him the powers and functions provided for in the Corporate Governance Code in order to ensure the maintenance of the effectiveness and adequacy of such system.

In the 2020 financial year, the Director in charge of the internal control and risk management system was entrusted, in particular, with the following functions

- taking care of the identification of the main corporate risks taking into account the characteristics of the activities carried out by the Company and the indications within the Company's Articles of Association of the principles of risk fractioning and mitigation in relation to real estate investments. This task is carried out within the framework of the role covered within the Company's Investment Committee and within the framework of the meetings of the Board of Directors that analyse investment and financing operations;
- implementing the Board of Directors' guidelines in terms of the internal control and risk management system, verifying, including through his presence on the Risk and Control Committee, the adequacy and effectiveness of the same;
- the power to ask the internal audit function to carry out checks on specific operational areas and on compliance with internal rules and procedures in the execution of corporate transactions, simultaneously notifying the Chairman of the Board, the Chairman of the Risk and Control Committee and the Chairman of the Board of Statutory Auditors
- verify, also with the help of the legal department, that the system adopted is adapted to the operating conditions and the legislative and regulatory framework.

With regard to reporting to the Board of Directors and/or the Control and Risk Committee on problems or critical issues that have emerged in the performance of his activities and of which he has become aware, and with regard to possible requests to Internal Audit to carry out checks on specific operational areas and on compliance with internal rules and procedures in the execution of corporate operations, the Director in charge of the internal control and risk management system has assessed that there were no grounds for activating such situations.

## **11.2 RESPONSIBLE FOR THE INTERNAL AUDIT AND COMPLIANCE FUNCTIONS**

On 13 December 2018, the Board of Directors, on the proposal of the Director in charge of the internal control and risk management system and with the favourable opinion of the Control and Risk Committee and after consulting the Board of Statutory Auditors, resolved to outsource the Internal Audit and Compliance functions to the company Consilia Regulatory S.r.l. appointing Mr. Maffioli as head of the internal audit function and Mr. Giacomo De Soldà as head of the Compliance function.

This appointment has a tacitly renewable annual duration and provides for a compensation equal to Euro 56 thousand per year.

In carrying out their respective duties, the Internal Audit Function and the Compliance Function draw up specific reports containing indications on the controls and/or consultancy carried out, an assessment of the suitability of the internal control and risk management system, as well as suggestions for removing any deficiencies found.

Furthermore, both the Internal Audit Function and the Compliance Function report the results of their respective activities exclusively to the Board of Directors, the Board of Statutory Auditors and the Control and Risk Committee and, at least once a year, on the occasion of the approval of the financial statements, they submit a report on matters relating to internal audit and the Compliance Function to the aforementioned corporate bodies and the Control and Risk Committee.

The Head of Internal Audit and the Head of Compliance are not responsible for any operational areas and report hierarchically to the Board.

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Consistent with the assignment received, the Heads of Internal Audit and Compliance functions:

- verify, both on an ongoing basis and in relation to specific needs and in compliance with international standards, the operation and suitability of the internal control and risk management system, through an audit and Compliance plan, approved by the Board of Directors, based on a structured process of analysis and prioritisation of the main risks;
- have direct access to all information useful for the performance of their duties;
- they provide adequate information on their activities, on the manner in which control and/or consultancy activities are conducted, as well as on compliance with the plans defined for the containment of risks, on the compliance of the company's operations with external and internal reference regulations, as well as an assessment of the suitability of the internal control and risk management system to the Chairman of the Board of Statutory Auditors, the Control and Risk Committee and the Director in charge of the internal control and risk management system;
- prepare timely reports on any events of particular importance;
- submit to the Board of Directors, the Board of Statutory Auditors and the Control and Risk Committee the report on the controls carried out for the year and the Integrated Control Plan for the year.

Since the date of approval of the Integrated Control Plan for the 2020 financial year by the Board of Directors, the Internal Audit and Compliance functions have carried out the following audit activities

- i. review and assessment of the portfolio valuation process;
- ii. review and evaluation of the organisational structure, delegations and powers;
- iii. review and evaluation of the process for managing personal transactions and inside information; and
- iv. review and evaluation of the process for managing conflicts of interest and transactions with related parties;
- v. review and evaluation of the process for the appointment of the Manager in charge and the activities carried out by him/her
- vi. review and evaluation of the investment and divestment decision-making process and strategies;
- vii. review and evaluation of the administrative and accounting process and procedures;
- viii. review and evaluation of the process for monitoring outsourcers;
- ix. review and evaluation of the process for managing loans, rents and potential delinquencies;
- x. review and assessment of the adequacy of information systems and flows (EDP Review);
- xi. review and assessment of remuneration policies.

Finally, a consultancy and analysis of the internal company procedures under review by the Company was carried out.

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As specified above, on 13 December 2018, the Board of Directors resolved to entrust the task of the Internal Audit function and the task of the Compliance function to the company Consilia Regulatory S.r.l., which indicated Mr. Maffioli and Mr. De Soldà, all in possession of the requisites of honourableness required by law, as the heads of the functions. The company Consilia Regulatory S.r.l. is not a related party of the Issuer.

These functions have been outsourced for the following main reasons

- (i) to achieve the best effectiveness and efficiency in production processes
- (ii) to have immediate recourse to highly skilled, experienced and professional professionals

- (iii) to take advantage of the know-how and experience gained by the Head of Internal Audit in similar sectors in which the Company operates and of the outsourcer's organisational structure
- (iv) complete guarantee of the independence requirement
- (v) cost-effectiveness profiles

### 11.3 ORGANISATIONAL MODEL PURSUANT TO LEGISLATIVE DECREE 231/2001

On 27 July 2016, the Company adopted the Organisation and Management Model pursuant to Legislative Decree 231 of 8 June 2001 (the "Model 231") and the Code of Ethics.

During 2020, Model 231 underwent a revision/update process that involved (i) updating the sections dedicated to the organisational structure (ii) the preparation of a special part dedicated to tax offences, introduced into the scope of Legislative Decree 231/2001 by Law no. 157 of 19 December 2019; (iii) regulatory updating.

The new version of Model 231 was approved by the Board of Directors by resolution of 13 May 2020.

The purpose of the above-mentioned documents is to provide for an organic system of rules, based on the Company's organisational structure and on the procedures adopted by it, from a criminal-preventive perspective, in order to avoid incurring the administrative liability regime set out in Legislative Decree no. 231/2001.

In particular, the Model 231 consists of a General Section, containing a description of the activities carried out by the Company and the definition of the structure necessary for the implementation of the Model 231, such as the functioning of the Supervisory Board and the system of sanctions, and of several Special Sections, which contain for each macro-category of offences, considered to be potentially at risk, (i) the mapping of business processes, in which an offence provided for by Legislative Decree 231/2001 may be committed, and (ii) the provision of general and specific control protocols for preventive purposes.

In detail, the Special Sections are dedicated to the prevention of the following types of offence

- offences in relations with the public administration
- corporate offences
- market abuse offences;
- offences of receiving, laundering and using money, goods or benefits of unlawful origin; self-laundering;
- culpable offences in violation of occupational health and safety regulations;
- environmental offences;
- computer crimes and unlawful data processing;
- offences in breach of copyright;
- offences of inducing people not to make statements or to make false statements to the judicial authorities;
- tax offences.

The person responsible for supervising the operation of and compliance with Model 231 and for updating it is the Supervisory Board, which is composed of Marco Lori, as a member of the Board of Statutory Auditors and Chairman of the Board, and Michele Giordano and Mario Ippolito, as external members with professional expertise and experience in the field of the administrative liability of legal persons. This composition, resolved by the Board of Directors on 18 January 2018, subsequently reconfirmed by resolution of 11 June 2020, was considered to be more in line with the requirements



of autonomy, independence, professionalism and continuity of action, required by the Confindustria Guidelines for the construction of organisation, management and control models pursuant to Legislative Decree 231/2001, as well as the corporate, organisational and business reality of Coima Res. The presence within the SB of a member of the Board of Statutory Auditors ensures an adequate exchange of information between the various control bodies.

In the 2020 financial year, the Supervisory Body has:

- defined its own plan of activities
- carried out specific checks on some of the company's sensitive processes, and did not identify any significant critical issues;
- supervised the measures adopted by the Company to protect its employees in relation to the epidemiological emergency caused by Covid19.
- met with the Board of Statutory Auditors, the heads of the Control Functions and, in particular, the internal auditor, with a view to the mutual exchange of information;
- continued the process of defining information flows;
- assisted the Company in carrying out a special training session on tax offences.

During 2021, verification activities will continue with specific reference to the issues of relations with related parties, instrumental processes for the purchase of goods and services.

#### **11.4 AUDIT FIRM**

The independent auditors, appointed to carry out the statutory audit of the Issuer's accounts, are EY S.p.A., with registered office in Rome, via Po n. 32, enrolled in the Register of Companies of Rome, registration number, tax code and VAT number 00434000584, enrolled in the special register of independent auditors kept by the Ministry of Economy and Finance pursuant to art. 161 of the TUF and enrolled in the Register of Independent Auditors under registration number 70945.

By resolution dated 1 February 2016, the Issuer's shareholders' meeting resolved to appoint EY S.p.A. for the legal audit of the Issuer's separate and consolidated financial statements pursuant to articles 14 and 16 of Legislative Decree no. 39 of 27 January 2010 for the financial years 2016-2024, of the interim half-yearly financial statements for the half-years included in that period, as well as to verify that the accounts are properly kept and that the management events are correctly recorded in the accounting records and that the report on operations is consistent with the separate and consolidated financial statements. The assignment conferred is compatible with the regulatory provisions on statutory auditing (pursuant to Legislative Decree no. 39 of 27 January 2010 and implementing regulations, as well as Consob communications on the subject) applicable to Public Interest Entities, including companies that have applied for admission to listing.

#### **11.5 MANAGER RESPONSIBLE FOR PREPARING THE COMPANY'S FINANCIAL REPORTS AND OTHER CORPORATE ROLES AND FUNCTIONS**

On 14 October 2015, the Issuer's Board of Directors approved, with the favourable opinion of the Board of Statutory Auditors, the appointment, as from the Trading Starting Date, of Fulvio Di Gilio as manager in charge of drawing up the corporate accounting documents pursuant to art. 154-bis of the Consolidated Law.

Article 27 of the By-laws states that "... the Board of Directors - subject to the mandatory, but not binding, opinion of the Board of Statutory Auditors - appoints a manager responsible for preparing the company's financial reports and fulfilling the duties provided for by current laws and regulations, choosing him/her from among persons who have gained experience in accounting or administration

for at least three years in a company with listed shares or - in any case - with a share capital of not less than one million euros".

At the time of appointment, the Board of Directors granted the manager responsible for preparing the Company's financial reports the powers and functions referred to in Article 154-bis et seq. of the TUF.

Mr. Di Gilio, in his capacity as CFO of the Company, received the powers (including spending powers) and proxies necessary to carry out his activities properly.

## **11.6 COORDINATION BETWEEN THE ACTORS INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM**

Among the general principles of organisation of the Internal Control and Risk Management System ("SCIGR"), the Company attaches particular importance to the adoption of an integrated risk management process.

These are considered as integration parameters, reported by way of example and not exhaustive:

- the diffusion of a common risk management language at all levels of the Company;
- the adoption of mutually consistent methods and tools for detection and assessment (e.g., a single taxonomy of processes and a single risk map);
- the definition of risk reporting models, in order to facilitate their understanding and correct assessment, also in an integrated logic;
- the identification of formalised moments of coordination for the planning of the respective activities;
- the forecasting of information flows on an ongoing basis between the various functions in relation to the results of the control activities pertaining to them;
- sharing in the identification of remedial actions.
- The integration parameters indicated above are adopted by the Company as described in the regulations and internal procedures, to which reference should be made, which describe the methods and tools for the detection and assessment of corporate risks, the reporting and coordination models, and the information flows between corporate functions.

The Internal Audit Function prepares, on an annual basis, an integrated evaluation report of the internal control system, previously shared with the second level Control Functions (Risk Management and Compliance) and the Control and Risk Committee.

The process of integrated risk management, starting from the analysis of the risks to which the company is exposed and passing through the assessment of the corresponding organizational and control measures, aims to assess the company's "vulnerability" to the risks themselves and to identify the areas for improvement and corrective action necessary to restore exposure to risks to the desired and tolerable levels.

An adequate inter-company communication model is a valid tool to guarantee maximum efficiency to the individual control mechanisms envisaged and set up by the Company. Within the scope of the Company's SCIGR, suitable information flows have therefore been defined to ensure the timeliness and effectiveness of the interventions connected to the correct management of company risks.

The persons involved in the internal control and risk management system, i.e. the Board of Directors, the director in charge of the internal control and risk management system, the Control and Risk Committee, also in the role of Committee for transactions between related parties, the head of the internal audit function, the head of the Compliance function, the supervisory body, the manager responsible for preparing the company's financial reports, the Board of Statutory Auditors and the risk manager - as also shown in the chapters and paragraphs dedicated to them - implement constant coordination based on:

- participation of the various bodies and functions in the meetings of the Board of Statutory Auditors;

- organisation of periodic meetings between the Control and Risk Committee, also in the role of Committee for transactions between related parties, the Board of Statutory Auditors, the head of the internal audit function, the head of the Compliance function and the manager in charge;
- reporting, comparison and exchange of information, including on the activities carried out by individuals, addressed to all other bodies and functions making up the internal control and risk management system.

The Company has also implemented internal procedures and regulations, including the Information Flow Procedure, the Regulations for the Financial Reporting Manager, the Internal Control and Risk Management System Regulations, the Risk Manager Procedure and the Internal Audit Procedure, designed to facilitate coordination between the various parties involved in the internal control and risk management system.

This coordination makes it possible to provide a complete picture of the system during board meetings and to promptly take any initiatives, changes and/or improvements to the system.

The circulation of information between and within the corporate bodies is, in fact, an essential condition for the effective achievement of the objectives of efficient management and effective controls.

The purpose of the above regulations is to regulate the flow of information, so as to:

- guarantee the transparency of the Company's management;
- ensure the conditions for effective and effective guidance and control of the Company's activities and the exercise of the same by the Board of Directors;
- to guarantee the control functions the coordination necessary to carry out their activities efficiently; to provide the Board of Statutory Auditors with the cognitive tools necessary for an efficient performance of its role.

## 12. DIRECTORS' INTERESTS AND RELATED PARTY TRANSACTIONS

Taking into account the indications and guidelines set out in Consob Communication no. DEM/10078683 of 24 September 2010 (the "Communication"), the Board of Directors, on 13 May 2016, adopted the procedure for transactions with related parties (the "Related Parties Procedure") drawn up in accordance with the regulation containing provisions on related party transactions adopted by Consob with resolution no. 17221 of 12 March 2010, as subsequently amended and supplemented (the "Related Parties Regulation").

On 26 July 2018, following some observations made by Consob, the Related Parties Procedure was also amended by the Board of Directors of the Company, subject to the favourable opinion of the Related Parties Committee.

Lastly, on 13 June 2019, in the context of the three-yearly review of the Related Parties Procedure, the latter was updated in order to take into account, among other things, the fact that the conditions for qualifying COIMA RES as a "smaller company" or "newly listed company" were no longer met and, therefore, to benefit from the procedural simplifications provided for the execution of the most significant transactions by such companies.

The purpose of the Related Parties Procedure is to establish the rules with which the Company must comply in order to ensure the transparency and substantive and procedural fairness of transactions with related parties carried out directly or through any subsidiaries. The Board of Directors has identified the Control and Risk Committee, consisting of non-executive Directors, the majority of whom are independent, as the committee responsible under the Related Parties Procedure and has assigned to the Control and Risk Committee the role and powers that, pursuant to the Related Parties Regulation, are vested in committees made up, in whole or in majority, of independent directors.

The essential elements of the Related Parties Procedure are described below.

For the purposes of applying the Related Parties Procedure, the identification of related parties is carried out by the Company in accordance with the criteria set out in Annex 1 of the Related Parties Regulation.

In relation to the execution of transactions of greater importance with related parties, the Related Parties Procedure provides for the following: (i) the Board of Directors shall have the power to decide on the transaction; (ii) the Committee shall be composed exclusively of unrelated independent directors; (iii) that the Committee shall be involved in the negotiation phase and in the preliminary phase of the transaction through the receipt of a complete and timely flow of information; (iv) that the transaction may be approved only in the presence of a favourable opinion of the Committee on the Company's interest in carrying out the transaction, as well as on the convenience and substantial fairness of the related conditions.

In relation to the execution of transactions of lesser importance with related parties, the Procedure Parties Related provides that they are resolved by the competent body from time to time, subject to the issue of a reasoned non-binding opinion by the Control and Risks Committee, concerning the Company's interest in carrying out the transaction, as well as the convenience and substantial fairness of the terms of the transaction.

Without prejudice to the mandatory provisions of the Related Parties Regulation, the following transactions are excluded from the application of the procedural and transparency rules established by the Related Parties Regulation and the provisions of the Related Parties Procedure relating to transactions of greater and lesser importance, even when they are transactions with related parties carried out through subsidiaries:

- a) transactions of small amounts (i.e. transactions not exceeding Euro 200,000.00 for each transaction);
- b) shareholders' meeting resolutions relating to the remuneration of the members of the Board of Directors and the Executive Committee pursuant to Article 2389, paragraph 1, of the Italian Civil

Code, the members of the Board of Statutory Auditors, as well as resolutions on the remuneration of Directors holding special offices within the total amount previously determined by the shareholders' meeting pursuant to Article 2389, paragraph 3, of the Italian Civil Code;

- c) resolutions, other than those indicated in letter b) above, concerning the remuneration of Directors holding special offices and other executives with strategic responsibilities, provided that the conditions set out in the Related Parties Regulation are met;
- d) compensation plans based on financial instruments approved by the Shareholders' Meeting pursuant to Article 114-bis of the Consolidated Law on Finance and related executive transactions;
- e) transactions with or between subsidiaries, including jointly or jointly controlled companies, as well as transactions with associated companies, provided that there are no significant interests of other related parties of the Company in the subsidiaries or associated companies that are counterparties to the transaction;
- f) ordinary transactions that are concluded on terms equivalent to market or standard terms.

The full text of the Related Parties Procedure is available for consultation on the Issuer's website ([www.coimares.com](http://www.coimares.com)) in the Governance Section [https://assets.ctfassets.net/07w7nxxrvwr3/3vu1UcyiBO6WYkcOsKu4Qw/f1a31b7b50cd1dc41dd1294e884b71ac/COIMA\\_RES\\_-\\_Transactions\\_with\\_related\\_parties\\_procedure.pdf](https://assets.ctfassets.net/07w7nxxrvwr3/3vu1UcyiBO6WYkcOsKu4Qw/f1a31b7b50cd1dc41dd1294e884b71ac/COIMA_RES_-_Transactions_with_related_parties_procedure.pdf).

#### *Policy for managing potential conflicts of interest*

On 14 September 2015, the Issuer's Board of Directors approved the policy for the management of potential conflicts of interest, i.e. the "Manual of the SGR's organisational procedures", which provides in particular for specific safeguards to prevent potential situations of conflict of interest between the Company and the SGR with reference to the activities entrusted to the latter in the Asset Management Agreement. The SGR's Manual of Organisational Procedures is attached to the Asset Management Agreement as it regulates the procedure to be followed by the parties in managing mutual relations when assessing the opportunities offered by the SGR.

### 13. APPOINTMENT OF BOARD OF STATUTORY AUDITORS

Pursuant to Article 29 of the Articles of Association, the Board of Statutory Auditors is composed of three standing members and three alternate members. The minority shareholders are entitled to elect one standing auditor, who will take the position of Chairman of the Board of Statutory Auditors, and one alternate auditor.

"...All auditors must be registered in the register of auditors, must possess all the additional requirements required by current legislation and regulations and must have exercised the activity of legal auditing of accounts for a period of not less than three years.

Statutory Auditors remain in office for three years and may be re-elected. The Shareholders' Meeting appoints the Statutory Auditors and the Chairman of the Board of Statutory Auditors in compliance with the regulations in force at the time concerning gender balance and determines their remuneration.

The Board of Statutory Auditors is appointed on the basis of lists deposited at the Company's registered office, under penalty of forfeiture of office within the terms set out in the regulations in force from time to time, in which the candidates are listed by a progressive number. The list is made up of two sections: one for candidates for the office of standing auditor, the other for candidates for the office of alternate auditor.

In order to comply with current legislation on gender balance, lists which, considering both sections, have a number of candidates equal to or greater than three must be composed of candidates belonging to both genders in the first two places in both the section relating to standing auditors and the section relating to alternate auditors.

Only those shareholders who, alone or together with others, hold shares with voting rights representing a percentage not less than the percentage provided for by current regulations for the submission of lists of candidates for the election of the Board of Directors of the Company are entitled to submit lists.

This shareholding must result from specific certifications that must be produced, if not available on the day on which the lists are deposited, within the deadline set by current regulations for the publication of lists by the Company. All of this is mentioned in the notice of call.

Each shareholder, as well as shareholders belonging to the same group or adhering to a shareholders' agreement concerning shares of the Company, may not submit or vote for more than one list, not even through a third party or trust company. Each candidate may appear on only one list under penalty of ineligibility.

Candidates may be included in the lists if they comply with the limits on the number of appointments established by the applicable regulations and if they meet the requirements of integrity, professionalism and independence established by the regulations and by this article. Outgoing Statutory Auditors may be re-elected...[omissis]".

#### 14. COMPOSITION AND OPERATION OF THE BOARD OF AUDITORS (ex art. 123-bis, paragraph 2, letters d) and d-bis), TUF)

The Board of Statutory Auditors in office, consisting of 3 standing members and 3 alternates, was appointed on 12 April 2018 and will remain in office until approval of the financial statements for the year ended 31 December 2020. The members of the Board of Statutory Auditors are shown in Table 3 attached to the Report.

The composition and structure of the current Board of Statutory Auditors of COIMA RES are shown in Table 3 as an appendix to the Report.

The members of the Board of Statutory Auditors are domiciled for the office at the Company's registered office.

All members of the Board of Statutory Auditors meet the independence requirement pursuant to art. 148, paragraph 3 of the TUF; in particular, the Statutory Auditors are not bound to the Issuer by self-employed or subordinate employment relationships or other relationships of a financial or professional nature.

Moreover, as of the Date of the Report, no member of the Board of Statutory Auditors exceeds the limits on the number of offices held pursuant to Article 144-terdecies of the Issuers' Regulations.

Below is a brief curriculum vitae of the members of the Board of Statutory Auditors, from which the competence and experience acquired in corporate management matters are shown.

**Massimo Laconca**, born on 23 October 1963 in Milan. He graduated in Economics and Business Administration from the Luigi Bocconi University in Milan. He is registered with the Milan Chamber of Certified Public Accountants and the Register of Auditors. He carries out his professional activity at his own firm in Milan, where he advises national companies and subsidiaries of multinational companies in tax, corporate, contractual and administrative matters. He is an auditor and statutory auditor of industrial, real estate, financial and service companies, charitable companies and has experience as member of the supervisory body of companies, including listed companies. He also serves as a director and liquidator in corporations. He is also tax representative in Italy of foreign banks and financial institutions as well as defender before the Tax Commissions and CTP consultant in judicial proceedings and consultant in judicial inspections.

**Milena Livio**, born on 20 July 1971 in Locate di Triulzi. She graduated in economics and commerce at the University of Pavia. She is registered in the Register of Accountants and Bookkeepers of Milan and in the Register of Auditors. Since 2003 she has been a founding partner of the Bernardi & Associati firm in Milan. She deals with financial reporting, extraordinary corporate transactions (mergers, demergers, contributions, restructuring), business valuations, tax consulting and planning, tax litigation. He has gained significant experience in the field of corporate law (governance and financial reporting) and, in particular, organizational, administrative and financial consulting for the preparation of corporate financial statements, management control, interim and forecasting reporting, business valuations, corporate organization. It specializes in corporate management and organization, statutory audit, tax planning and tax litigation, with particular reference to indirect taxes, VAT.

**Marco Lori**, born on 31 August 1956 in Cerchio (AQ). He graduated in business economics with a focus on corporate finance from the Università Commerciale Luigi Bocconi in Milan. He has been enrolled in the Register of Chartered Accountants since 1993 and in the Register of Auditors since 1995 and carries out his professional activity at Studio Lori e Associati. As part of his work, he has held and still holds various administration and control positions, mainly in financial intermediaries and also in listed companies. He has also held, and still holds, the role of head of compliance, internal audit and/or anti-money laundering functions at financial intermediaries (closed-end real estate funds and closed-end corporate equity funds). He is Chairman and member of the supervisory body pursuant to Legislative Decree no. 231/2001 in various financial intermediaries and listed companies.

**Maria Stella Brena**, born in Legnano, March 31, 1962. She graduated in economics and commerce at the Università Commerciale Luigi Bocconi in Milan. She is registered with the Order of Chartered

Accountants of Milan and the Register of Auditors. She carries out her professional activity at her own firm in Milan, where she provides tax, tax and corporate consulting services to commercial, production and service companies, with reference to both ordinary and extraordinary management. He is a statutory auditor and auditor of companies in the manufacturing, services and commercial and non-commercial sectors.

**Emilio Aguzzi De Villeneuve**, born in Milan on 1 August 1938. He graduated in economics from the Università Commerciale Luigi Bocconi in Milan. He is a member of the Milan Chamber of Accountants and practises as a freelance professional providing advice on financial statements and auditing, application of tax regulations, management control and contractual matters. He has held and continues to hold the position of Chairman of the Board of Statutory Auditors and Standing Auditor in corporations operating in various production sectors, and in particular in banking and financial companies. He has been a member of the Board of Statutory Auditors of listed companies and is currently a member of the Oversight Board of a trust company. He has gained significant experience in the field of business management, serving for more than two years as sole director of a company of the Efim group in compulsory administrative liquidation.

**Maria Catalano**, born in Milan on 1 March 1980. She graduated in Business Economics from Bocconi University in Milan. She is registered in the Register of Chartered Accountants and Accounting Experts of Milan and in the Register of Auditors. She mainly deals with the law of financial intermediaries and markets, anti-money laundering legislation, corporate compliance activities and internal auditing. He holds positions in financial companies as a member of the Board of Statutory Auditors.

### ***Diversity policies***

The Article 29 of COIMA RES's Articles of Association provides that the lists for the appointment of the Board of Statutory Auditors that present a number of candidates equal to or greater than three must be composed of candidates belonging to both genders in the first two places.

On 12 April 2018, in accordance with the By-Laws, on the occasion of the first renewal of the Board of Statutory Auditors following the start of trading of the shares on the regulated market, the list for the appointment of the Board of Statutory Auditors was composed of candidates of the gender less represented to the extent of one third.

Moreover, in compliance with recommendation no. 8 of the New Corporate Governance Code, on 29 January 2021 the Company's Board of Directors approved the diversity policy that identifies the criteria and tools adopted by the Company to define the optimal composition of its corporate bodies and ensure the effective performance of the functions entrusted to them, through the presence of figures capable of expressing a plurality of perspectives, skills and experience.

Finally, it should be noted that, as of 31 December 2019, the Company falls within the exemption regime pursuant to Article 123-bis, paragraph 5-bis of the Consolidated Law on Finance.

\*\*\*

During the Financial Year, the Board of Statutory Auditors met 14 times, for an average duration of each meeting of about 3 hours. The percentage of attendance at these meetings by members of the Board of Statutory Auditors was as follows: Massimo Laconca 100%, Milena Livio 100% and Marco Lori 100%.

At least one member of the Board of Statutory Auditors attended all meetings of the Board of Directors, the Control and Risk Committee and the Remuneration Committee.

In 2021 and up to the Date of the Report, the Board of Statutory Auditors met 3 times and scheduled 11 meetings for the current year.

No Statutory Auditor ceased to hold office during the Financial Year.



There have been no changes in the composition of the Board of Statutory Auditors since the end of the Financial Year.

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The Board of Statutory Auditors verified the independence of its members on the first useful occasion after their appointment, on 12 April 2018. The Company informed the market of this verification in a press release published on 12 April 2018. Subsequently, the Board of Statutory Auditors verified the independence of its members on April 17<sup>th</sup>, 2019 and on June 11<sup>th</sup>, 2020. In carrying out the above assessments, it applied all of the criteria set forth in the Code with reference to Directors, also by filling out a form prepared for this purpose.

\*\*\*

The Chairman of the Board of Directors has organised initiatives aimed at providing the Statutory Auditors with adequate information on the reference legal and regulatory framework.

In particular, in 2020 the induction programme deepened the following issues:

- In-depth information on the listed property sector;
- Insights into real estate investment methods.

During each meeting of the Board of Directors, the Chief Executive Officer, the risk manager, where applicable, of the Company and the Company's managers are invited by the Chairman of the Board of Directors to provide exhaustive information about the business sector in which the Issuer operates, the Company's dynamics and their evolution, as well as the principles of correct risk management, also through the presentation of the reports provided by the Company's Investment Committee and the Risk manager. Moreover, the Company is also active in participating in roadshows, including international ones, during which the prospects of the Italian real estate market are illustrated, and the related information material is made available to members of the Company's administrative and control bodies, as well as to the public.

\*\*\*

C.4 of the Code, the standing members of the Board of Statutory Auditors are included among related parties and, as such, have undertaken to provide the Company with the data and information suitable to allow the timely identification of all related parties, updating from time to time and within a reasonable period of time the information previously provided. This information was last updated on the closing date of the Financial Year.

In carrying out its activities, the Board of Statutory Auditors has adequately coordinated its activities with the Control and Risk Committee, also in its function as Committee for Transactions with Related Parties, with the manager responsible for preparing the company's financial reports, with the internal audit function, with the Compliance function, with the Supervisory Body and with the Independent Auditors. This was done by means of an exchange of information with specific meetings with the aforementioned bodies and also by virtue of the Board of Statutory Auditors' assiduous participation in the meetings of the Control and Risk Committee.

## 15. RELATIONSHIP WITH SHAREHOLDERS

The Issuer has set up a specific "Investor Relations" section and a specific "Governance" section on its website [www.coimares.com](http://www.coimares.com), which are easily identifiable and accessible, in which information concerning the Issuer that is relevant to Shareholders is made available, in order to allow them to exercise their rights in an informed manner and, where required by the applicable regulations, on the authorised storage mechanism called Spafid Connect at the address: [www.emarketstorage.com](http://www.emarketstorage.com).

In particular, on this website, all press releases released to the market and the Issuer's periodic accounting documentation can be consulted.

In addition, the main documents concerning corporate governance, the Organizational Model pursuant to Legislative Decree No. 231/2001, a description of which is provided in paragraph 11.3 above, and the Code of Ethics, which can be consulted on the Company's website in the Governance section at the address: <http://www.coimares.com/en/governance/ethical-code>.

Pursuant to Article 9 of the Corporate Governance Code, the Company has appointed the person responsible for relations with shareholders (the "Investor Relator") in the person of Alberto Goretti. The "Investor Relations Contacts" section of the website [www.coimares.com](http://www.coimares.com) indicates the contacts of the Investor Relator.

The Company has set up a corporate structure responsible for managing relations with shareholders, whose functions are partially performed by COIMA SGR S.p.A. on the basis of the Asset Management Agreement.

The Board will evaluate the implementation of any further initiatives to make access to information concerning the Issuer timelier and easier for its Shareholders.

## **16. SHAREHOLDERS' MEETINGS (ex art. 123-bis, paragraph 2, letter c), TUF)**

The main provisions of the Articles of Association governing the Issuer's ordinary and extraordinary shareholders' meetings are set out below.

### Calls

Pursuant to Article 11 of the Articles of Association, the General Meeting of Shareholders, duly constituted, represents the universality of the shareholders and its resolutions, taken in accordance with the law and the Articles of Association, are binding on all shareholders.

The shareholders' meeting is ordinary and extraordinary in accordance with the law.

The ordinary shareholders' meeting must be called at least once a year, within one hundred and twenty days of the end of the financial year, or within one hundred and eighty days if the company is required to prepare consolidated financial statements or when special requirements relating to the structure and purpose of the company so require.

Article 12 of the Articles of Association states that "Without prejudice to the powers to call meetings provided for by specific provisions of law, the Shareholders' Meeting must be called by the directors by means of a notice containing the date, time and place of the meeting and the matters to be discussed, as well as the additional information required under the laws - including regulations - in force from time to time.

The notice must be published on the Company's website and in the other ways and within the terms established by the laws and regulations in force from time to time.

The Ordinary and Extraordinary Shareholders' Meetings shall be held in a single call. In any case, the Board of Directors may also convene the Shareholders' Meeting on second and third call in accordance with the regulations in force, indicating in the notice of call the day, time and place of the meeting.

The Shareholders' Meeting may also be called in a place other than the registered office".

In order to make it less difficult and costly for shareholders to attend the shareholders' meeting and exercise their voting rights, the Articles of Association provide, in art. 12 that "...The Ordinary and Extraordinary Shareholders' Meetings may be held with those present in more than one place, either adjacent or distant, connected by audio-conferencing and/or videoconferencing, provided that all participants can be identified and are allowed to follow the discussion, to participate in real time in the discussion of the matters discussed, to receive and transmit documents and to take part in the vote and that all the above is acknowledged in the relative minutes. In this case, except in the case of Shareholders' Meetings constituted in accordance with Article 2366, paragraph 4, of the Italian Civil Code, the notice of call will indicate the places connected by means of audio-conferencing and/or videoconferencing by the Company, to which shareholders and/or members of the Board of Directors and/or the Board of Statutory Auditors may flow. If these conditions are met, the Shareholders' Meeting is considered to be held in the place where the Chairman and the person taking the minutes are located.

In any case, the Shareholders' Meeting is deemed to be duly constituted if the entire share capital is represented and the majority of the Directors and standing members of the Board of Statutory Auditors in office attend the Shareholders' Meeting, pursuant to Article 2366 of the Italian Civil Code".

### Right of intervention and representation

Pursuant to Article 13 of the Articles of Association, the right to participate and representation at the Shareholders' Meeting are governed by the laws and regulations in force from time to time.

The Shareholders' Meeting may be attended by any person who has the right to vote and for whom the Company has received - in compliance with the laws and regulations in force - the communication

made by the authorised intermediary in accordance with the law. It is the responsibility of the Chairman of the Shareholders' Meeting, who may avail himself of special appointees, to ascertain the right to attend the Shareholders' Meeting and resolve any disputes.

Pursuant to art. 14 of the Articles of Association, the rules - including regulations - in force from time to time apply to representation at the Shareholders' Meeting.

The proxy may be notified to the Company by certified electronic mail in compliance with the applicable provisions in force from time to time.

The Company does not avail itself of the right to designate the representative to whom the legitimate parties may grant a proxy with voting instructions.

### Functioning of the Shareholders' meeting

Pursuant to Article 15 of the Articles of Association, the Shareholders' Meeting is chaired by the Chairman of the Board of Directors or, in his absence or impediment, by the Deputy Chairman if appointed. If there are several Deputy Chairmen, the oldest Deputy Chairman has precedence.

In the event of the absence or impediment of the aforementioned persons, the Shareholders' Meeting elects its Chairman from among the Directors or, if absent, outside them.

Pursuant to art. 17 of the Articles of Association, the Shareholders' Meeting appoints a secretary, who may or may not be a shareholder. In the cases provided for by law, and in any case when the Chairman of the Shareholders' Meeting deems it necessary, the minutes are drawn up by a Notary Public.

The resolutions of the Shareholders' Meeting shall be recorded in minutes signed by the Chairman and the Secretary. The minutes signed in this way are fully evidence in front of the shareholders, even if they are not present or dissenting.

Article 16 of the Articles of Association establishes that for the validity of the constitution and resolution of the Shareholders' Meeting, both ordinary and extraordinary, the provisions of the law in force from time to time shall apply. The election of the members of the Board of Directors and the Board of Statutory Auditors will take place in accordance with the procedures set forth in the above-mentioned By-laws.

### Powers

In addition to what is described above, art. 6 of the By-laws provides that "...The Extraordinary Shareholders' Meeting may delegate the Board of Directors to increase the share capital on one or more occasions, also excluding pre-emption rights, in compliance with applicable regulations.

In the event of a paid increase in share capital also for the issue of convertible bonds, pre-emption rights may be excluded by resolution of the Shareholders' Meeting or by the Board of Directors, if delegated to do so, all within the limits, in the manner and in compliance with the applicable provisions of law".

Article 7 of the Articles of Association provides that the Extraordinary Shareholders' Meeting may resolve to reduce the share capital, in compliance with the provisions of Articles 2327, 2413, 2445, 2446 and 2447 of the Italian Civil Code, also by assigning to individual shareholders, or groups of shareholders, certain corporate activities.

Article 10 of the Articles of Association provides that the Extraordinary Shareholders' Meeting may delegate the Board of Directors to resolve, on one or more occasions, to issue bonds convertible into shares, in compliance with the applicable regulations.

Finally, art. 33 of the Articles of Association provides that the Shareholders' Meeting that approves the financial statements in accordance with the law resolves on the distribution of profits.

The distribution of profits takes place within the limits of the provisions of Article 1, paragraph 123 of Law no. 296 of 27 December 2006, from the date of the beginning of the application of the special regime for listed real estate investment companies (SIIQ) and under the resolute condition of the definitive termination of the said regime in the cases provided for by Article 1, paragraphs 119 et seq. of Law no. 296 of 27 December 2006, as amended by Article 20 of Law no. 164/2014, or in the various cases established by the regulations applicable to SIIQs from time to time.

The Board of Directors may, during the year, distribute interim dividends to shareholders.

Dividends not collected within five years of the day on which they become payable shall be forfeited to the Company and directly allocated to reserves.

#### Right of withdrawal

Pursuant to Article 34 of the By-laws, the right of withdrawal is governed by law, it being understood that shareholders who have not contributed to the approval of resolutions concerning the same are not entitled to withdraw:

- (i) the extension of the duration of the company;
- (ii) the introduction, modification or removal of restrictions on the circulation of shares.

The terms and procedures for exercising the right of withdrawal, the criteria for determining the value of the shares and the related liquidation procedure are governed by law.

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At present, the Company does not see the need to propose the adoption of specific regulations to govern the proceedings of the Shareholders' Meetings, also considering it appropriate that, in principle, shareholders should be guaranteed maximum participation and expression in the debate at the Shareholders' Meeting.

## 17. FURTHER COMPANY GOVERNMENT PRACTICES (ex art. 123-bis, paragraph 2, letter a), TUF)

In addition to what is specified below, the Issuer does not adopt corporate governance practices other than those provided for by the laws or regulations in force and described in this Report.

### Investment Committee

On 14 October 2015, the Issuer's Board of Directors resolved to establish, effective from the Trading Starting Date, an Investment Committee, made up of at least three Directors, two of which are independent; the risk manager supports the Investment Committee with technical support functions.

On June 11<sup>th</sup>, 2020, the Board of Directors resolved to appoint Manfredi Catella, Feras Abdulaziz Al-Naama, Luciano Gabriel, Michel Vauclair, Gabriele Bonfiglioli and Matteo Ravà as members of the Committee. As of the Date of the Report, the Investment Committee is therefore made up of three Directors, two of whom are independent, and two key managers of the Company and a Real Estate expert, Michel Vauclair, who is external to the Company.

The Company deemed it necessary to appoint Gabriele Bonfiglioli and Matteo Ravà to the Investment Committee, who were partially seconded to the Company under the asset management agreement with the asset management company, as coordinators of the market and investment and portfolio area, respectively.

The Investment Committee is an advisory body, with functions to support the investment and divestment decisions of the Company's Board of Directors.

In fact, the Investment Committee carries out planning and execution of real estate management and investment decisions by defining the proposals relating to the following matters as a result of an investigation process. In particular:

- it examines any investment or divestment that the Company intends to promote for itself or for the Vehicles it manages;
- examines the opportunities in the pipeline and approves the expense budgets for the due diligence phase;
- monitors the progress of the analyses undertaken on the opportunities under consideration (pipeline) and assesses whether to proceed with the submission of non-binding offers;
- evaluates in advance, for subsequent resolution of the Board of Directors, the following operations:
  - new financing contracts or amendments to existing financing contracts;
  - derivatives to hedge the interest rate risk on loans or assets and other liabilities held by the Company;
  - assesses lease contracts covering areas of more than 4,000 sqm of commercial areas or more than 25% of the NRA (net leasable area) of a single building.

It also provides for the possibility of having both Company employees and third parties belonging to the SGR, all of whom are highly specialised in financial and real estate matters, attend meetings on specific issues.

In the event of a positive outcome, the investment or divestment proposal, supported by the technical and financial documentation collected and/or prepared during the preliminary phase, is submitted to the Board of Directors for evaluation and resolutions. In the event of a favourable resolution by the Board of Directors, the transaction is carried out.

If the investment or disinvestment transaction falls within the limits of the powers granted to the Chief Executive Officer, it may be carried out directly following the assessment procedure carried out by the Investment Committee.

## **18. CHANGES SINCE THE END OF THE REPORTING PERIOD**

There have been no changes in the corporate governance structure since the end of the Financial Year, other than those specifically highlighted in this Report.

## **19. CONSIDERATIONS ON THE LETTER OF DECEMBER 22<sup>nd</sup>, 2020 FROM THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE**

On 29 January 2021, the Board of Directors took note of the letter from the Chairman of the Corporate Governance Committee, analysing the main areas of attention, namely: (i) the integration of the sustainability of the company's business; (ii) pre-board disclosure; (iii) the application of the independence criteria; (iv) the self-assessment of the board of directors; (v) the appointment and succession of directors; and (vi) remuneration policies.

In particular, at the aforementioned meeting of 29 January 2021, the Board of Directors shared the Committee's recommendations and the status of their implementation by the Company, as well as any actions to be taken.



**TABLE 1: INFORMATION ON OWNERSHIP STRUCTURE**

<b>CAPITAL STRUCTURE</b>				
	Number of shares	% With respect to SC	Listed (indicate the markets) / unlisted	Rights and obligations
ordinary shares	36,106,558	100%	Borsa Italiana - MTA	In accordance with the Law and Statute
multiple voting shares	-	-	-	-
Shares with limited voting rights	-	-	-	-
Shares without voting rights	-	-	-	-
Other	-	-	-	-

<b>FINANCIAL INSTRUMENTS (Granting the right to subscribe newly issued shares)</b>				
	Listed (indicate the markets) / unlisted	No. of instruments in circulation	Class of shares subject to conversion / exercise service	No. of shares for conversion / exercise
convertible bonds	-	-	-	-
Warrants	-	-	-	-

<b>SIGNIFICANT HOLDINGS</b>			
declarer	Shareholder direct	% Of ordinary capital	% Of voting capital
QATAR INVESTMENT AUTHORITY	QATAR HOLDING LLC	40.020%	40.020%

**TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AND COMMITTEES**

Board of Directors													Control and Risk Committee		Remun Committee.		Nomination Committee		Investments Committee	
Charge	Components	Year of birth	Date of first appointment *	In office since	In office until	List **	Exec .	Non-exec .	Indep. Code	Indep . TUF	No other positions ***	(*)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Chairman	Caio Massimo Capuano	1954	October 14, 2015	May 13, 2016	31/12/2020	M		X			2	11/11	-	-	5/5	M	-	-	-	-
CEO	Manfredi Catella	1968	June 8, 2015	June 8, 2015	31/12/2020	M	X				1	11/11	-	-	-	-	-	-	31/31	C
Director	Ariela Caglio	1973	April 12, 2018	April 12, 2018	31/12/2020	M		X	X	X	1	11/11	-	-	-	-	-	-		-
Vice Chairman	Feras Abdulaziz Al-Naama	1991	October 14, 2015	May 13, 2016	31/12/2020	M		X	X	X	-	11/11	-	-	-	-	-	-	24/31	M
Director	Olivier Elamine	1972	April 26, 2017	May 10, 2017	31/12/2020	M		X	X	X	1	11/11	-	-	5/5	M	-	-	-	-
Director	Luciano Gabriel	1953	April 26, 2017	May 10, 2017	31/12/2020	M		X	X	X	1	11/11	8/8	M	-	-	-	-	30/31	M
Director	Alessandra Stabilini	1970	October 14, 2015	May 13, 2016	31/12/2020	M		X	X	X	5	11/11	8/8	C <sup>(2)</sup>	5/5	C	-	-	-	-
Director	Paola Bruno	1967	June 11, 2020	June 11, 2020	31/12/2020	M		X	X	X	-	5/6	8/8	C	-	-	-	-	-	-
Director	Antonella Centra	1963	April 17, 2019	April 17, 2019	31/12/2020	M		X	X	X	3	11/11	-	-	-	-	-	-		-
<b>----- DIRECTORS WHO LEFT DURING THE YEAR -----</b>																				
Director	Agostino Ardissone <sup>(1)</sup>	1946	October 14, 2015	May 13, 2016	31/12/2019	M		X	X	X	-	0/1	0/1	C	-	-	-	-	-	-
<b>Number of meetings held during the financial year: 11</b>						<b>Control and Risk Committee: 8</b>				<b>Rem. Committee: 5</b>		<b>App. Committee: -</b>			<b>Inv Committee: 31</b>					
<b>Quorum required for the presentation of lists by minority shareholders for the election of one or more members (as per art. 147-ter TUF): 4,5%</b>																				

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**NOTE**

The services listed below symbols must be entered in the "Load" column:

- This symbol indicates the director in charge of internal control and risk management.
- ◊ This symbol indicates the principal officer of the issuer's management (Chief Executive Officer or CEO).
- This symbol indicates the Lead Independent Director (LID).

\* To the date of first appointment of each director means the date on which the director has been appointed for the first time (ever) in the issuer's Board of Directors.

\*\* In this column is indicated the list from which it was derived each director ("M": the majority list; "m": the minority list; "Board": the list presented by the Board).

\*\*\* This column shows the number of director or auditor held by the person in other companies listed on regulated markets, including foreign markets, in financial, banking, insurance or large companies. The report on corporate governance the positions are indicated in full.

(\*). This column indicates the attendance of directors at meetings of the Board and Committees (indicate the number of meetings attended compared to the total number of meetings which he could participate, eg 6/8, 8/8 etc.). It should be noted that the number of meetings is considered on the basis of the start date of the mandate.

(\*\*). This column shows the status of adviser within the Committee: "P": President; "M": member.

(1) In charge until March 8th, 2020.

(2) In charge since June 11<sup>th</sup>, 2020.

**TABLE 3: STRUCTURE OF THE BOARD OF AUDITORS**

<b>Board of Auditors</b>									
<b>Charge</b>	<b>Components</b>	<b>Year of birth</b>	<b>Date of first appointment *</b>	<b>In office since</b>	<b>In office until</b>	<b>List **</b>	<b>Indep. Code</b>	<b>Participation at Board meetings ***</b>	<b>No other positions ****</b>
<b>Chairman</b>	Massimo Laconca	1963	June 8, 2015	June 8, 2015	31/12/2020 Exercise	-	X	14/14	-
<b>Member</b>	Milena Livio	1971	June 8, 2015	September 14, 2015	31/12/2020 Exercise	-	X	14/14	-
<b>Member</b>	Marco Lori	1956	June 8, 2015	June 8, 2015	31/12/2020 Exercise	-	X	14/14	-
<b>Alternate member</b>	Emilio de Aguzzi Villneuve	1938	June 8, 2015	September 14, 2015	31/12/2020 Exercise	-	X	-	-
<b>Alternate member</b>	Mary Star Brena	1962	September 14, 2015	September 14, 2015	31/12/2020 Exercise	-	X	-	-
<b>Alternate member</b>	Maria Catalano	1980	March 17, 2017	March 17, 2017	31/12/2020 Exercise	-	X	-	-
<b>----- AUDITORS WHO LEFT DURING THE YEAR -----</b>									
	N / A	-	-	-	-	-	-	-	-
<b>Number of meetings held during the financial year:14</b>									
<b>Quorum required for the presentation of lists by minority shareholders for the election of one or more members (art. 148 TUF): 4.5%</b>									

**NOTE**

\* To the date of first appointment of each Auditor means the date on which the auditor was appointed for the first time (ever) in the issuer's auditors.

\*\* In this column it is indicated the list from which it was derived each auditor ("M": the majority list; "m": the minority list).

\*\*\* This column indicates the involvement of auditors in the meetings of the supervisory board (indicate the number of meetings attended compared to the total number of meetings which he could participate, eg 6/8, 8/8 etc.).

\*\*\*\* This column shows the number of director or auditor held by the person in accordance with art. 148-bis of the Consolidated Finance Act and its implementing provisions of the Consob Issuer Regulations. The complete list of offices is published by Consob on its website in accordance with art. 144 quinquiesdecies of the Consob Issuer Regulations.

## Attachment 1

**Essential information of the shareholders' agreement pursuant to art. 122 of Legislative Decree. 24.2.1998, n. 58, as subsequently amended and supplemented, ("CFA") and Articles. 120 and 130 of the Consob Regulation n. 11971/1999 of 14 May 1999, as subsequently amended and supplemented (the "Issuers Regulation").**

### **COIMA RES SPA SIIQ**

#### **Premise**

Under Article. 122 of the TUF and articles. 120 and 130 of the Issuer Regulation is hereby given that on December 1, 2015 the Company signed a shareholder agreement (the "Shareholders' Agreement") relating to the governance and ownership structure of COIMA RES SpA SIIQ between Manfredi Catella; COIMA Srl; COIMA SGR SpA and Qatar Holding LLC, (collectively, the "Subjects Adherents").

Then on January 17, 2018 Subjects Adhering entered into an amending agreement (the "Modification Agreement") to the Shareholders' Agreement by which was changed to "Appointment of members of the Board of Directors" set out in paragraph 4 below.

The Shareholder Agreement to no. 14,707,000 shares COIMA RES SpA SIIQ, constituting 40.84% of the total issued share of the Company's share capital with voting rights.

Below it is played, in summary, the contents of the agreements contained in the shareholders' agreement, relevant pursuant to and for the effects of Article 122 of the Consolidated Law, become productive after effects from the listing of the ordinary shares of the Company on the Electronic stock Exchange organized and managed by the Italian stock Exchange, with effect from 13 May 2016.

#### **1. Companies whose shares are the subject of the Shareholders' Agreement**

The Shareholders' Agreement relates to ordinary shares COIMA RES SIIQ SpA, headquartered in Milan, Piazza Gae Aulenti n. 12, tax code and registration number with the Milan Register of Companies 09126500967, REA 2070334, with registered capital subscribed and paid amounting to € 14,450,800, divided into no. 36,007,000 ordinary shares of no par value ("RES COIMA" or the "Company"). Each share gives right to its holder to one vote.

#### **2. Subjects and participating shares transferred to the Shareholders' Agreement**

2.1 The provisions contained in the Shareholders' Agreement are binding on the following subjects:

- Manfredi Catella, born in Livorno on August 18, 1968, residing in Milan, Viale Majno n. 8, CF CTLMFR68M18E625J;
- COIMA Srl, headquartered in Milan, Piazza Gae Aulenti n. 12, Tax Code and registration in the Register of Companies of Milan n. 00612730168, VAT 11814270150, ("COIMA"), a company in which it holds directly Manfredi Catella that 2% of the share capital and other members of his family, taken together hold 52% of the share capital, the remaining of the share capital is held by Domo Media SpA, based in Milan, via Fatebenefratelli n. 9 Tax Code and registration in the Register of Companies of Milan n. 1333059;
- COIMA SGR SpA, with registered office in Milan, Piazza Gae Aulenti n. 12, CF, VAT registration number with the Milan Company Register n. 05688240968 ("COIMA SGR" or "SGR"), a subsidiary of Manfredi Catella, which holds 92% of the share capital; is

- Qatar Holding LLC, based in Doha, Qatar, Q-Tel Tower, PO Box 23224, authorized by the QFC Authority with license no. 00004, wholly owned by the Qatar Investment Authority, the sovereign fund of the State of Qatar.

2.2 They form the subject of the Shareholders no. 14,707,000 ordinary shares of RES COIMA together accounting for 40.84% of the shares representing the entire share capital as shown in the table below.

2.3 Adhering Subjects are listed - together with the requirements of the legal and regulatory provisions - in the following table:

Subject Adherent	Shares conferred to the Shareholders' Agreement	Number of voting rights relating to shares contributed to the Shareholders' Agreement	% Of share capital with voting rights	No more voting rights relating to shares not transferred to the Shareholders' Agreement	% Of share capital of EUR 14,482,292 divided into no. 36,106,558 shares	% Of total shares subject to the Shareholder Pact
Manfredi Catella (1)	5,000	5,000	0.01	94,515	0.01	0.03
COIMA Srl (2)	27,000	27,000	0.07	53,000	0.07	0.19
COIMA SGR (3)	225,000	225,000	0.62	70,659	0.62	1.53
Qatar Holding LLC	14,450,000	14,450,000	40,02	-	40,02	98.25
<b>TOTAL</b>	<b>14,707,000</b>	<b>14,707,000</b>	<b>40,73</b>	<b>218,174</b>	<b>40,73</b>	<b>100</b>

(1) During the months of September and October 2016, Manfredi Catella acquired an additional n. 21,000 shares of RES COIMA SpA SIIQ constituents about 0.06% of the total shares representing the entire share capital of the Company with voting rights; these shares were not transferred to the Shareholder Agreement.

(2) During the months of September and October 2016, COIMA Srl acquired a further n. 53,000 shares of RES COIMA SpA SIIQ constituents total of approximately 0.15% of the entire issued share capital of the Company with voting rights; these shares were not transferred to the Shareholder Agreement.

(3) As at the start of the negotiations (i.e., to 13 May 2016) COIMA SGR SpA, as part of its management - and therefore not on their own - even held n. 1,000,000 shares COIMA RES SpA SIIQ constituents total of 2.78% of the entire issued share capital of the Company with voting rights; such actions are not therefore conferred with the Shareholder Agreement.

### 3. Subject, which, through the Shareholders' Agreement, to exercise control over the Company or cause the appointment of directors or auditors

No party exercises control over the Company pursuant to the Shareholders Agreement. Please refer to the next Paragraph 4 with regard to the provisions contained in the Shareholders Agreement in relation to the appointment of members of the administrative body and the control body.

### 4. Content of the Shareholders' Agreement

#### Appointment of members of the Board of Directors

The Shareholders' Agreement provides that the Company will be managed by a Board of Directors composed of 9 members. In particular, prior to listing, the Board of Directors will consist of one member designated by Qatar Holding LLC and 8 members appointed jointly by Manfredi Catella, Coima and SGR, five of whom are independent directors.

In case of renewal of the Shareholders' Agreement, following the listing of the Board of Directors will be appointed by list vote pursuant to art. 147-ter of TUF. In this regard, Manfredi Catella, COIMA, the SGR and Qatar Holding LLC will present jointly, and vote, a list of nine candidates.

This list - which will be drawn from all the directors except the one reserved to the first minority list, if any - should be composed as follows:

- a candidate indicated by Qatar Holding LLC that will always be inserted as the first name;
- eight candidates (including the candidate to be elected in case of absence of a minority list) indicated jointly by Manfredi Catella, COIMA and SGR, in accordance with the law in force. In particular:
  - i. a candidate must be Manfredi Catella;
  - ii. at least five candidates must be qualified as independent pursuant to the Code of Conduct;
  - iii. a candidate qualifies as independent under the Code of Conduct, it will always be indicated as the last;

Candidates nominated by the parties to the agreement must possess the experience and integrity necessary to meet the requirements (including the eligibility requirements) established by the regulations, the Code of Conduct and the Company's bylaws.

The Shareholders' Agreement also contains detailed stipulations with regard to the replacement of Directors under the following assumptions: (i) the request of the party which has designated the administrator, (ii) dismissal without cause by the shareholders, (iii) loss of participation of Qatar Holding LLC in the Issuer for any reason and (iv) the resignation.

*Appointment of the Chairman of the Board of Directors, the Vice Chairman, the CEO and members of committees*

The President and CEO of the Company shall be appointed from among the candidates by Manfredi Catella, COIMA and SGR while the Vice Chairman shall be appointed from among the candidates from Qatar Holding LLC. The Shareholders' Agreement contains an annex with a detailed list of powers of the CEO.

It will be established the following committees: The Remuneration Committee, for the control and risk committee and the committee for transactions with related parties.

The committees will be composed of a majority of independent directors and the Vice President if this is qualified as independent.

It will be also appointed an Investment Committee comprising five members, including two independent directors; the risk manager will assist the Investment Committee with technical support function.

*Appointment of Auditors*

The Shareholders' Agreement provides that the Board of Auditors is composed of three regular members and three alternates.

In particular, prior to listing, a member, who will take over as President, will be indicated by Qatar Holding LLC and two members jointly by Manfredi Catella, COIMA and SGR.

In case of renewal of the Shareholders' Agreement, after the listing, the Board will be appointed on the basis of lists in accordance with the provisions of art. 148 TUF. The Shareholders' Agreement

provides that the parties to the agreement present and vote in favour of a list of 6 candidates (3 regular and 3 alternates).

This list - which will be drawn from all the mayors except for those reserved to the first minority list, if any - should be composed as follows:

- a candidate for the office of statutory auditor and one candidate for the post of Alternate Auditor will be appointed by Qatar Holding LLC. The candidate for the office of statutory auditor so designated will be added as the first name and will be appointed Chairman of the Board in case of lack of the minority shareholders;
- the remaining candidates - the two candidates for the office of statutory auditor and two candidates for the post of Alternate Auditor or, if this is submitted a minority list, a candidate for the position of auditor and one candidate for the post of Alternate - will be set out jointly by Manfredi Catella, COIMA and SGR.

Candidates must possess the experience and integrity to meet the requirements (including the eligibility requirements) established by the regulations and the bylaws of the Company.

### Resolutions of the Board of Directors

The Board of Directors of the Company resolves to the administrator indicated favourable vote from Qatar Holding LLC with respect to the following matters:

- a. transactions between related parties, as defined under the current regulations, internal policies and procedures of the Company;
- b. proposals for merger and division;
- c. acquisition of controlling stakes in listed companies;
- d. investments out of Italy;
- e. capital increases for an amount exceeding Euro 1 billion;
- f. operations carried out through the use of a higher debt at 60% of the investment value;
- g. investments, net of amounts possibly be the subject of financing, exceed 30% of the net assets of the Company;
- h. disposals of assets having a value exceeding 25% of the total value of Company assets;
- i. delegation to members of the Board of the matters referred to in subparagraphs (a) - (h) above.

### Assembly

The meeting will deliberate:

- where relevant, on the above matters reserved by the affirmative vote of Qatar Holding LLC;
- on amendments to the statutes of the Issuer, with the favourable vote Manfredi Catella, COIMA and SGR.

Following completion of the listing will be approved further capital increases (in accordance with the investment strategy of the Company, as well as the procedures and legislation applicable) without the favourable vote of Qatar Holding LLC where it fulfils all the following conditions:

- the amount of each of the capital increase does not exceed EUR 1 billion, unless the proposed capital increase to be approved by the Board of Directors with the favourable vote of at least one director designated by Qatar Holding LLC;
- at least 80% of the proceeds of the capital or subsequent capital increases have already been invested in accordance with the provisions in the investment strategy of the Company.



Qatar Holding LLC will be free to exercise their right to vote in the assembly called to deliberate on such capital increases.

### Lockups

The Shareholders' Agreement provides that Manfredi Catella, COIMA and SGR are obliged, to the end of the third year from the date of incorporation of the Company (i.e., until 8 June 2018), not to transfer, in whole or in part, directly or indirectly, the shares they held in the third year following the incorporation of the Company.

The lock-up engagement of Manfredi Catella, COIMA and SGR, however, will terminate upon the occurrence of one of the following circumstances:

(A) members of the Board of Directors appointed jointly by Manfredi Catella, COIMA and SGR does not form a majority on the Board of Directors;

(B) Manfredi Catella ceases to hold office as Chief Executive Officer of the Company; or

(C) the Asset Management Agreement with the asset management company and / or the Contract with Coima are resolved without the consent of Manfredi Catella, COIMA and SGR.

The Shareholders' Agreement also provides that Qatar Holding LLC does not transfer, in whole or in part, directly or indirectly, the shares held by the Fund until the end of the sixth month following the completion of the vesting in the Company of the fund units Coima Core Fund IV, already Italian Banking Fund (that is, until 11 November 2016).

The commitment to lock up Qatar Holding LLC still terminate upon the occurrence of any of the following circumstances:

(to) the CEO of the Company is no longer Manfredi Catella or a member of the Manfredi Catella for appointing the Board of Directors, Coima and SGR;

(B) the Agreement *Asset Management* the SGR is dissolved for any reason.

The Shareholders' Agreement provides that if one of the parties through their behaviour intact, directly or indirectly, any of the assumptions referred to in Articles 106 and 109 of the Consolidated Finance Act, the responsible party must take the remaining parts fully indemnify and Indemnified from any costs, expenses , damage and liability arising from the obligation to purchase supportive promotion of the public, provided that the obligation to promote the above offer shall be deemed fulfilled only by the party responsible. This obligation of compensation and indemnity shall not apply if, despite the passing of one of the aforementioned thresholds, a recourse of exemptions from the obligation to tender offer referred to in Article 49 of the Issuers Regulation.

It is also recognized in favour of the pact holders a right of withdrawal pursuant to art. 1373 of the Civil Code, if (i) the interest held by Qatar Holding LLC which is less than 10% of the share capital of the Company or (ii) the transfer of the Units has not closed by 30 June 2016.

## **5. Duration of the Shareholders' Agreement**

The Shareholders' Agreement has a term of three years from the signing date (i.e. until 1 December 2018) and will be tacitly renewed for three years unless either party notifies the other in writing their will not to renew at least six months before its expiration date.

## **6. Arbitration**

Any dispute between the Adherents Subjects in relation to the Shareholders' Agreement will be decided by an arbitration proceeding under the Rules of Arbitration of the International Chamber of Commerce, in force, and, in particular, by three arbitrators to be appointed by the International Court of Arbitration of the International Chamber of Commerce under the Rules of Arbitration. The place of arbitration shall be London and the arbitration procedure will be conducted in English.

## **7. Filing**

The Shareholders' Agreement was filed on May 17, 2016 at the Office of the Register of Companies of Milan with protocol number RI / PRA / 2016/160469. The Amending Agreement was filed with the Registry Office of Milan on January 19, 2018 with protocol number PRA / 34983/2018 / CMIAUTO.

\* \* \*

This extract is a summary of the agreements contained in the Shareholders Agreement for the sole purpose of the legal publication. For every effect has a value only the full text of the agreements of the Shareholders' Agreement filed and notified in accordance with law.

## Annex 2

### List of offices, in place, held by the current members of the Board of Directors

Name and surname	Company	Role
Caio Massimo Capuano	Humanitas S.p.A.	Director
	GICO S.r.l.	Sole Director
Feras Abdulaziz Al-Naama	Smeralda Holding	Director
	Sardegna Resorts	Director
	TBQ Foods GmbH	Director
	Banvit Bandirma Vitaminli Yem Sanayii A.S.	Director
	TBQ Foods GmbH	Director
	Banvit Bandirma Vitaminli Yem Sanayii A.S.	Director
Manfredi Catella	COIMA SGR S.p.A.	CEO
	COIMA S.r.l.	Chairman
	MIXMOOD S.r.l.	Director
	COIMA GP S.r.l.	Sole Director
	DE Platz S.r.l.	Sole Director
	COIMA Founders di COIMA GP S.r.l. & C S.a.p.a	Legal Rappresentative
	COIMA Holding di COIMA GP S.r.l. & C S.a.p.a	Legal Rappresentative
	COIMA HT S.r.l.	Director
Fondazione Riccardo Catella	Chairman	
Alessandra Stabilini	Hitachi Rail STS S.p.A.	Member of the Board of Statutory Auditors
	Brunello Cucinelli S.p.A.	Member of the Board of Statutory Auditors
	Librerie Feltrinelli s.r.l.	Director
	TANK SGR S.p.A. in liquidazione coatta amministrativa	Liquidator (appointed by the Bank of Italy)
	ECU SIM S.p.A. in liquidazione coatta amministrativa	Member of the Supervisory Committee (appointed by the Bank of Italy)
	Unieuro S.p.A.	Director
	Aidexa S.p.A.	Independent Director
	Cerved Group S.p.A.	Director
Illy Caffè S.p.A.	Member of the Board of Statutory Auditors	
Ariela Caglio	Esprinet S.p.A.	Director
Olivier Elamine	alstria office REIT-AG	CEO
	alstria Bamlerstraße GP GmbH	Director
	alstria Gänsemarkt Drehbahn GP GmbH	Director
	alstria Englische Planke GP GmbH	Director
	alstria Halberstädter Straße GP GmbH	Director
	alstria Portfolio 3 GP GmbH	Director
	alstria Hamburger Straße 43 GP GmbH	Director
	alstria Ludwig-Erhard-Straße GP GmbH	Director
	alstria Mannheim/Wiesbaden GP GmbH	Director
	alstria Portfolio 1 GP GmbH	Director
	alstria Steinstraße 5 GP GmbH	Director
	alstria solutions GmbH	Director
	alstria Prime Portfolio GP GmbH	Director
alstria Prime Portfolio 2 GP GmbH	Director	

	Urban Campus Group SAS	Member of the advisory Committee
	Kaisergalerie General Partner GmbH	Director
Luciano Gabriel	PSP Swiss Property	Chairman
	Verband Immobilien Schweiz	Board Member
Antonella Centra	Gucci S.p.A.	Director
	Luxury Goods Gulr Llc	Director
	Gucci Garden S.r.l.	Chairman
	Fondazione Orchestra Regionale Toscana	Director
Paola Bruno	CREVAL S.p.A.	Independent Director
	Retelit S.p.A.	Independent Director
	SEC Newgate S.p.A.	Independent Director